

Edgar Filing: Thermon Group Holdings, Inc. - Form 10-Q

Thermon Group Holdings, Inc.  
Form 10-Q  
February 08, 2018

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

FORM 10-Q

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

For the quarterly period ended December 31, 2017

OR

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

Commission File Number: 001-35159

THERMON GROUP HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware 27-2228185  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

100 Thermon Drive, San Marcos, Texas 78666  
(Address of principal executive offices)

(512) 396-5801  
(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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Edgar Filing: Thermon Group Holdings, Inc. - Form 10-Q

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

Smaller reporting  
company   
Emerging growth  
company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of February 7, 2018, the registrant had 32,464,315 shares of common stock, par value \$0.001 per share, outstanding.

---

THERMON GROUP HOLDINGS, INC.

QUARTERLY REPORT  
FOR THE QUARTER ENDED DECEMBER 31, 2017

TABLE OF CONTENTS

	Page
PART I — FINANCIAL INFORMATION	
<u>Item 1. Financial Statements (Unaudited)</u>	
Thermon Group Holdings, Inc. and its Consolidated Subsidiaries	
<u>Condensed Consolidated Balance Sheets as of December 31, 2017 and March 31, 2017</u>	<u>1</u>
<u>Condensed Consolidated Statements of Operations and Comprehensive Income (loss) for the three and nine months ended December 31, 2017 and 2016</u>	<u>2</u>
<u>Condensed Consolidated Statements of Cash Flows for the nine months ended December 31, 2017 and 2016</u>	<u>3</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>4</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>17</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>31</u>
<u>Item 4. Controls and Procedures</u>	<u>32</u>
PART II — OTHER INFORMATION	
<u>Item 1. Legal Proceedings</u>	<u>32</u>
<u>Item 1A. Risk Factors</u>	<u>32</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>32</u>
<u>Item 3. Defaults Upon Senior Securities</u>	<u>32</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>32</u>
<u>Item 5. Other Information</u>	<u>32</u>
<u>Item 6. Exhibits</u>	<u>33</u>
<u>SIGNATURE</u>	<u>34</u>
<u>EXHIBIT INDEX</u>	<u>35</u>
EX-10.1	
EX-31.1	
EX-31.2	
EX-32.1	
EX-32.2	

## PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements

Thermon Group Holdings, Inc.

Condensed Consolidated Balance Sheets

(Dollars in Thousands, except share and per share data)

	December 31, 2017 (Unaudited)	March 31, 2017 (Unaudited)
Assets		
Current assets:		
Cash and cash equivalents	\$ 51,171	\$42,842
Investments	1,031	44,786
Accounts receivable, net of allowance for doubtful accounts of \$1,029 and \$518 as of December 31, 2017 and March 31, 2017, respectively	85,456	63,719
Inventories, net	65,068	34,020
Costs and estimated earnings in excess of billings on uncompleted contracts	13,379	4,973
Prepaid expenses and other current assets	8,848	5,806
Income tax receivable	1,267	2,028
Total current assets	226,220	198,174
Property, plant and equipment, net	73,750	43,266
Goodwill	216,198	122,521
Intangible assets, net	159,436	86,178
Deferred income taxes	2,901	2,823
Other long term assets	2,463	1,118
Total assets	\$ 680,968	\$454,080
Liabilities		
Current liabilities:		
Accounts payable	\$ 23,323	\$15,683
Accrued liabilities	19,658	13,142
Current portion of long term debt	1,875	20,250
Billings in excess of costs and estimated earnings on uncompleted contracts	4,878	2,767
Income taxes payable	3,231	481
Total current liabilities	52,965	52,323
Long-term debt, net of current maturities and deferred debt issuance costs and debt discounts of \$9,089 and \$524 as of December 31, 2017 and March 31, 2017, respectively	239,036	60,226
Deferred income taxes	41,639	25,661
Other non-current liabilities	11,434	3,368
Total liabilities	345,074	141,578
Equity		
Common stock: \$.001 par value; 150,000,000 authorized; 32,459,933 and 32,365,553 shares issued and outstanding at December 31, 2017 and March 31, 2017, respectively	32	32
Preferred stock: \$.001 par value; 10,000,000 authorized; no shares issued and outstanding	—	—
Additional paid in capital	221,597	219,284
Accumulated other comprehensive loss	(33,878	) (48,335 )
Retained earnings	142,752	136,899
Total Thermon Group Holdings, Inc. shareholders' equity	330,503	307,880
Non-controlling interests	5,391	4,622
Total equity	335,894	312,502

Total liabilities and equity	\$ 680,968	\$454,080
------------------------------	------------	-----------

The accompanying notes are an integral part of these condensed consolidated financial statements

1

---

## Thermon Group Holdings, Inc.

Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)  
(Dollars in Thousands, except share and per share data)

	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016
Sales	\$ 92,660	\$ 64,340	\$ 206,027	\$ 196,548
Cost of sales	50,446	35,721	109,039	112,891
Gross profit	42,214	28,619	96,988	83,657
Operating expenses:				
Marketing, general and administrative and engineering	27,251	18,357	67,089	57,689
Amortization of intangible assets	4,753	2,963	10,714	8,804
Income from operations	10,210	7,299	19,185	17,164
Other income/(expenses):				
Interest income	161	131	553	366
Interest expense	(2,787 )	(862 )	(4,376 )	(2,671 )
Loss on extinguishment of debt	(376 )	—	(376 )	—
Other expense	(5,492 )	(6 )	(5,563 )	(156 )
Income before provision for income taxes	1,716	6,562	9,423	14,703
Income tax expense	883	1,245	2,798	3,068
Net income	\$ 833	\$ 5,317	\$ 6,625	\$ 11,635
Income attributable to non-controlling interests	234	(41 )	769	245
Net income available to Thermon Group Holdings, Inc.	\$ 599	\$ 5,358	\$ 5,856	\$ 11,390
Comprehensive income (loss):				
Net income available to Thermon Group Holdings, Inc.	\$ 599	\$ 5,358	\$ 5,856	\$ 11,390
Foreign currency translation adjustment	1,175	(8,069 )	14,457	(8,929 )
Derivative valuation, net of tax	—	495	7	655
Comprehensive income (loss)	\$ 1,774	\$ (2,216 )	\$ 20,320	\$ 3,116
Net Income per common share:				
Basic	\$ 0.02	\$ 0.17	\$ 0.18	\$ 0.35
Diluted	0.02	0.16	0.18	0.35
Weighted-average shares used in computing net income per common share:				
Basic	32,447,838	32,330,392	32,408,608	32,280,539
Diluted	32,914,372	32,651,930	32,762,542	32,619,285

The accompanying notes are an integral part of these condensed consolidated financial statements.

Thermon Group Holdings, Inc.

Condensed Consolidated Statements of Cash Flows (Unaudited)  
(Dollars in Thousands)

	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016
Operating activities		
Net income	\$ 6,625	\$ 11,635
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	16,488	13,202
Amortization of deferred debt issuance costs	433	298
Amortization of inventory step-up	362	—
Loss on extinguishment of debt	376	—
Stock compensation expense	2,627	2,658
Deferred income taxes	(7,617 )	(2,794 )
Long term foreign exchange derivative	4,874	—
Remeasurement (gain) on intercompany balances	(2,671 )	(621 )
Changes in operating assets and liabilities:		
Accounts receivable	(4,848 )	(724 )
Inventories	(9,101 )	1,177
Costs and estimated earnings in excess of billings on uncompleted contracts	(6,842 )	437
Other current and noncurrent assets	(3,058 )	(52 )
Accounts payable	2,617	(4,168 )
Accrued liabilities and noncurrent liabilities	8,769	(6,161 )
Income taxes payable and receivable	2,154	(2,432 )
Net cash provided by operating activities	11,188	12,455
Investing activities		
Purchases of property, plant and equipment	(6,182 )	(5,426 )
Sale of rental equipment at net book value	461	312
Proceeds from sale of property, plant and equipment	8	811
Cash paid for acquisitions (net of cash acquired)	(202,693 )	—
Purchases of investments	(8,090 )	(36,972 )
Proceeds from the sale of investments	53,132	—
Net cash provided by (used in) investing activities	(163,364 )	(41,275 )
Financing activities		
Proceeds from senior secured notes	250,000	—
Proceeds from revolving credit facility	10,000	—
Payments on long term debt and revolving credit facility	(91,000 )	(10,125 )
Issuance costs associated with revolving line of credit and long term debt	(9,611 )	—
Proceeds from exercise of stock options	239	129
Repurchase of employee stock units on vesting	(471 )	(571 )
Lease financing	(193 )	(156 )
Net cash provided by (used in) financing activities	158,964	(10,723 )
Effect of exchange rate changes on cash and cash equivalents	1,541	(3,005 )

Edgar Filing: Thermon Group Holdings, Inc. - Form 10-Q

Change in cash and cash equivalents	8,329	(42,548 )
Cash and cash equivalents at beginning of period	42,842	84,570
Cash and cash equivalents at end of period	\$ 51,171	\$ 42,022

The accompanying notes are an integral part of these condensed consolidated financial statements.

3

---



Thermon Group Holdings, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)  
(Dollars in Thousands, Except Share and Per Share Data)

## 1. Basis of Presentation and Accounting Policy Information

Thermon Group Holdings, Inc. and its direct and indirect subsidiaries are referred to collectively as “we,” “our,” or the “Company” herein. We are a provider of highly engineered industrial process heating solutions for process industries. Our core thermal solutions product - also referred to as heat tracing - provides an external heat source to pipes, vessels and instruments for the purposes of freeze protection, temperature and flow maintenance, environmental monitoring, and surface snow and ice melting. As a manufacturer, we provide a suite of products (heating cables, tubing bundles and control systems) and services (design optimization, engineering, installation and maintenance services) required to deliver comprehensive solutions to complex projects. On October 30, 2017 the Company consummated the acquisition of CCI Thermal Technologies Inc. (“CCI”). CCI is engaged in industrial process heating, focused on the development and production of advanced heating and filtration solutions for industrial and hazardous area applications. In addition to our thermal solution offerings, we offer temporary power products that are designed to provide a safe and efficient means of supplying temporary electrical power distribution and lighting at energy infrastructure facilities for new construction and during maintenance and turnaround projects at operating facilities. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements and notes thereto for the year ended March 31, 2017. In our opinion, the accompanying consolidated financial statements reflect all adjustments (consisting only of normal recurring items) considered necessary to present fairly our financial position at December 31, 2017 and March 31, 2017, and the results of our operations for the three and nine months ended December 31, 2017 and 2016.

### Use of Estimates

Generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. While our management has based their assumptions and estimates on the facts and circumstances existing at December 31, 2017, actual results could differ from those estimates and affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities and the corresponding revenues and expenses as of the date of the financial statements. The operating results for the three and nine months ended December 31, 2017 are not necessarily indicative of the results that may be achieved for the fiscal year ending March 31, 2018.

### Reclassifications

Certain reclassifications have been made within these consolidated financial statements to conform prior periods to current period classifications. On the consolidated balance sheet at March 31, 2017, we reduced the previously reported balance of prepaid expenses and other current assets by \$2,000 and increased income tax receivable by the same amount. The income tax receivable amounts relate to tax payments or accruals made currently, which have not been included in tax returns filed within their respective jurisdictions. The Company believes that presenting these amounts as current income tax receivables provides a better understanding of our position related to taxation obligations.

### Recent Accounting Pronouncements

Revenue Recognition - In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2014-09 “Revenue from Contracts with Customers” (Topic 606), which amends the existing revenue recognition requirements and guidance. The core principle of the new standard is to recognize revenue that reflects the consideration the Company expects to receive for goods or services when or as the promised goods or services are

transferred to customers. Topic 606 requires more judgement than current guidance, as management will now be required to: (i) identify each performance obligation in contracts with customers, (ii) estimate any variable consideration included in the transaction price and (iii) allocate the transaction price to each performance obligation. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of

4

---

adoption. The Company is currently planning to adopt the amended guidance using the modified retrospective method as of April 1, 2018.

To assess the impact of the standard, we utilize internal resources to lead the implementation effort and supplement our internal resources with external consultants. As of the third quarter of fiscal 2018, the Company has completed the evaluation of its revenue streams and has selected a sample of customer contracts that we believe fairly represent contract traits that could be accounted for differently under amended guidance. The Company has begun evaluating the potential impact of the new revenue standard on each of the selected contracts including: (i) estimating the contract consideration under the new standard, (ii) identifying the performance obligations within the customer contracts, (iii) calculating the anticipated allocation of contract consideration to each performance obligation, (iv) determining the timing of revenue recognition for each performance obligation, and (v) determining the classification of the contract revenue for disclosure purposes. The contract reviews are currently in process and we anticipate they will be completed by the end of the 2018 fiscal year. After this work is complete, we believe we will have identified and assessed all material performance obligations impacted by the amended guidance.

**Stock Compensation** - In March 2016, the FASB issued Accounting Standards Update 2016-09 “Compensation-Stock Compensation” (Topic 718), which changes the accounting for certain aspects of share-based payments to employees. The new guidance requires excess tax benefits and tax deficiencies to be recorded in the income statement when the awards vest or are settled. Additionally, cash flows related to excess tax benefits will no longer be separately classified as a financing activity and will be included as an operating activity on the consolidated statements of cash flows. The guidance allows for an accounting policy election to account for forfeitures as they occur. The standard is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. We adopted this standard effective April 1, 2017 and it did not have a material impact on our consolidated financial statements.

**Inventory**- In July 2015, the FASB issued Accounting Standards Update 2015-11 “Simplifying the Measurement of Inventory” (Topic 330). Under the new guidance, inventory is measured at the lower of cost and net realizable value, and the new guidance eliminates the use of replacement cost and net realizable value less a normal profit margin as techniques to value inventory. Net realizable value is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The new guidance will be applied prospectively for annual periods and interim periods within fiscal years beginning after December 15, 2016. We adopted this standard effective April 1, 2017 and it did not have a material impact on our consolidated financial statements.

**Financial Instruments**- In January 2016, the FASB issued Accounting Standards Update 2016-01 “Financial Instruments-Overall” (Subtopic 825-10), which amends the guidance on the classification and measurement of financial instruments. The amendment requires all equity investments to be measured at fair value with changes in the fair value recognized through earnings. The amendment also requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the credit risk when an entity has elected the fair value option. The guidance eliminates the requirement to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. The new guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. Early adoption is permitted for certain provisions of the accounting standards update. Upon adoption of the standard, an entity will be required to make a cumulative-effect adjustment to retained earnings as of the beginning of such reporting period. Upon adoption, we do not anticipate this standard will have a material impact on our consolidated financial statements.

**Leases** - In February 2016, the FASB issued Accounting Standards Update 2016-02 “Leases” (Topic 842), which provides guidance on the recognition, measurement, presentation and disclosure on leases. Under the standard,

substantially all leases will be reported on the balance sheet as right-of-use assets and lease liabilities. The new guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018. Early adoption is permitted. We are currently evaluating the requirements of the standard and have not yet determined its impact on our consolidated financial statements.

Financial Instruments- In June 2016, the FASB issued Accounting Standards Update 2016-13 “Financial Instruments-Credit Losses” (Topic 326), which amends the guidance on the impairment of financial instruments. The standard adds an impairment model, referred to as current expected credit loss, which is based on expected losses rather than incurred losses. The standard applies to most debt instruments, trade receivables, lease receivables, reinsurance receivables, financial guarantees and loan commitments. Under the guidance, companies are required to disclose credit quality indicators disaggregated by year of origination for a five-year period. The new guidance is effective for fiscal years and interim periods

within those fiscal years beginning after December 15, 2019. We do not anticipate this will have a material impact to our consolidated financial statements.

**Statement of Cash Flows-** In August 2016, the FASB issued Accounting Standards Update 2016-15 “Statement of Cash Flows” (Topic 230), which amends Topic 230 of the accounting standards codification (ASC) to add or clarify guidance on the classification of certain cash receipts and payments in the statement of cash flows. The standard addresses eight types of cash flows, some of which we believe could or will impact our financial statements upon adoption, including debt prepayment or debt extinguishment costs, contingent consideration payments made after a business combination, and proceeds from the settlement of insurance claims. Under the guidance, cash payments for debt prepayment or extinguishment costs must be classified as cash outflows from financing activities. Contingent consideration payments that were not made soon after a business combination must be separated and classified in operating and financing activities. Cash payments up to the amount of the contingent consideration liability recognized as of the acquisition dates, including any measurement-period adjustments, should be classified in financing activities, while any excess cash payments should be classified in operating activities. Cash proceeds from the settlement of insurance claims should be classified on the basis of the nature of the loss. The guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those years. Early adoption is permitted for all entities. Entities must apply the guidance retrospectively to all periods presented but may be applied prospectively if retrospective application would be impracticable. We do not anticipate this will have a material impact to our consolidated financial statements.

## 2. Fair Value Measurements

**Fair Value.** We measure fair value based on authoritative accounting guidance, which defines fair value, establishes a framework for measuring fair value and expands on required disclosures regarding fair value measurements.

Inputs are referred to as assumptions that market participants would use in pricing the asset or liability. The uses of inputs in the valuation process are categorized into a three-level fair value hierarchy.

• **Level 1** — uses quoted prices in active markets for identical assets or liabilities we have the ability to access.

• **Level 2** — uses observable inputs other than quoted prices in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

• **Level 3** — uses one or more significant inputs that are unobservable and supported by little or no market activity, and that reflect the use of significant management judgment.

Financial assets and liabilities with carrying amounts approximating fair value include cash, trade accounts receivable, accounts payable, accrued expenses and other current liabilities. The carrying amount of these financial assets and liabilities approximates fair value because of their short maturities. At December 31, 2017 and March 31, 2017, no assets or liabilities were valued using Level 3 criteria.

Information about our investments and long-term debt that is not measured at fair value is as follows:

	December 31, 2017		March 31, 2017		Valuation Technique
	Carrying Value	Fair Value	Carrying Value	Fair Value	
<b>Financial Assets</b>					
Certificates of deposits with maturities greater than 90 days	\$1,031	\$1,031	\$44,786	\$44,786	Level 2 - Market Approach
<b>Financial Liabilities</b>					
Outstanding principal amount of senior secured credit facility	\$250,000	\$250,000	\$81,000	\$81,000	Level 2 - Market Approach

At December 31, 2017 and March 31, 2017, the fair value of our variable rate term loan approximates its carrying value as we pay interest based on the current market rate. As the quoted price is only available for similar financial assets, the Company concluded the pricing is indirectly observable through dealers and has been classified as Level 2.



## Investments

At December 31, 2017 and March 31, 2017, the Company maintained \$1,031 and \$44,786, respectively, of term deposit accounts at several foreign financial institutions with whom we have an established relationship. Maturities on these deposits are greater than 90 days and less than one year and accordingly are classified as investments. The Company concluded that since the interest rates for these term deposits are based on the quoted rates from the various financial institutions that the pricing is indirectly observable and has been classified as a Level 2 market approach.

### Acquisition Related Foreign Exchange Option

In connection with the execution of the purchase agreement for the CCI acquisition on October 3, 2017, we entered into a combination of option contracts to secure the exchange rate of \$200,000 CAD that would be contributed by Thermon Holding Corp. at closing on October 30, 2017. The options were structured such that the \$200,000 CAD would be exchanged for no more than \$162,061 and no less than \$159,198 USD. At settlement date, Thermon took delivery of \$200,000 CAD for \$159,198. At closing of the CCI acquisition, the Canadian dollar weakened such that the actual spot foreign exchange rate was \$155,872. The resulting difference of \$3,326 was recognized as realized loss on Foreign Exchange.

### Cross Currency Swap

The Company has entered into a long term cross currency swap to hedge the currency rate fluctuations related to a \$112,750 intercompany receivable from our wholly-owned Canadian subsidiary, Thermon Canada Inc., maturing on October 30, 2022. Periodic principal payments are to be settled twice annually with interest payments settled quarterly through the cross currency derivative contract. We do not designate the cross currency swap as a cash flow hedge under ASC 815. At December 31, 2017 we recorded \$4,877 of unrealized mark to market loss on the Cross Currency Swap which is reported as "Other non-current liabilities", in the Condensed Consolidated Balance Sheet. The mark to market valuation has been determined by actual quoted prices (Level 2).

For the three and nine months ended December 31, 2017 the loss on the Long-term Derivative Contract were offset by unrealized gains on the intercompany note of \$2,609 for a net loss of \$2,268.

### Trade Related Foreign Currency Forward Contracts

We transact business in various foreign currencies and have established a program that primarily utilizes foreign currency forward contracts to offset the risk associated with the effects of certain foreign currency exposures. Under this program, increases or decreases in our foreign currency exposures are offset by gains or losses on the forward contracts to mitigate foreign currency transaction gains or losses. These foreign currency exposures arise from intercompany transactions as well as third party accounts receivable or payable that are denominated in foreign currencies. Our forward contracts generally have terms of 30 days. We do not use forward contracts for trading purposes or designate these forward contracts as hedging instruments pursuant to ASC 815. We adjust the carrying amount of all contracts to their fair value at the end of each reporting period and unrealized gains and losses are included in our results of operations for that period. These gains and losses are designed to offset gains and losses resulting from settlement of receivables or payables by our foreign operations which are settled in currency other than the local transactional currency. The fair value is determined by quoted prices from active foreign currency markets (Level 2). The condensed consolidated balance sheets reflect unrealized gains within accounts receivable, net and unrealized losses within accrued liabilities. Our ultimate realized gain or loss with respect to currency fluctuations will depend on the currency exchange rates and other factors in effect as the contracts mature. As of December 31, 2017 and March 31, 2017, the notional amounts of forward contracts were as follows:

Notional amount of foreign currency

forward contracts by currency

	December 31, 2017	March 31, 2017
Russian Ruble	\$ 3,442	\$ 250
Euro	4,000	—
South Korean Won	10,700	1,300
Mexican Peso	300	450

Edgar Filing: Thermon Group Holdings, Inc. - Form 10-Q

Australian Dollar	950	375
Total notional amounts	\$ 19,392	\$ 2,375

7

---



The following table represents the fair value of our foreign currency forward contracts:

	December 31, 2017		March 31, 2017	
	Fair Value		Fair Value	
	Asset	Liabilities	Asset	Liabilities
Foreign currency forward contracts	\$ 356	\$ 61	\$ 62	\$ 10

Foreign currency gains or losses related to our forward contracts in the accompanying condensed consolidated statements of operations and comprehensive income were losses of \$186 and \$476 in the three months ended December 31, 2017 and 2016, respectively, and losses of \$54 and \$622 for the nine months ended December 31, 2017 and 2016. Gains and losses from our forward contracts were offset by transaction gains or losses incurred with the settlement of transactions denominated in foreign currencies. For the three months ended December 31, 2017 and 2016, our net foreign currency transactions were losses of \$5,527 and \$34, respectively, and losses of \$5,641 and \$432 for the nine months ended December 31, 2017 and 2016, respectively.

### 3. Acquisitions

On October 30, 2017, 2071827 Alberta Ltd. ("MergerSub"), an indirect, wholly owned subsidiary of the Company, completed the acquisition of 100% of the equity interests of CCI and certain related real estate assets for \$261,950 CAD (approximately \$204,235 USD at the exchange rate as of October 30, 2017) in cash. MergerSub and CCI amalgamated immediately after the closing of the acquisition to form Thermon Heating Systems, Inc. ("THS"), an indirect, wholly-owned subsidiary of the Company. THS is engaged in industrial process heating, focused on the development and production of advanced heating and filtration solutions for industrial and hazardous area applications and is headquartered in Edmonton, Alberta, Canada. THS markets its products through several diverse brands known for high quality, safety and reliability, and serves clients in the energy, petrochemical, electrical distribution, power, transit and industrial end markets globally. We believe we will be able to leverage our existing global sales force to further expand the reach of THS's product offerings. We recognized \$87,540 of goodwill in connection with the THS transaction. THS has contributed \$16,057 and \$2,851 of revenue and operating income, respectively, to our Condensed Consolidated Statements of Operations and Comprehensive Income for the three and nine months ended December 31, 2017.

Pro forma financial information- The following table presents selected unaudited pro forma information for the Company assuming the acquisition of CCI had occurred as of April 1, 2016. This pro forma financial information is presented for informational and illustrative purposes and does not purport to represent what the Company's actual results would have been if the acquisition had occurred as of the date indicated or what such results would be for any future periods. In addition, the unaudited pro forma results do not include any anticipated synergies or other expected benefits of the acquisition or costs necessary to obtain the anticipated synergies and benefits. The pro forma financial information includes the amortization associated with the acquired intangible assets, interest expense associated with debt used to fund the acquisition, amortization of the inventory step-up, removal of aircraft and rent expense for assets not assumed in the transaction, acquisition related expenses, and the income tax affected for the pro forma results.

(Dollars in Thousands, except share and per share data)

	Pro Forma Financial Information (Unaudited)			
	Three months ended December 31,		Nine months ended December 31,	
	2017	2016	2017	2016
Revenues	\$99,281	\$83,779	\$245,878	\$241,890
Net income available to Thermon Group Holdings, Inc. (loss)	362	4,550	(294 )	(1,716 )
Earnings per share:				
Basic	\$0.01	\$0.14	\$(0.01 )	\$(0.05 )



The following table details the purchase price of the THS transaction:

Consideration to or on behalf of sellers at close	\$204,235
Fair value of total consideration transferred	204,235

The following table summarizes the preliminary fair value of the assets acquired and liabilities assumed:

Assets acquired:	
Cash	\$ 1,534
Accounts receivable	14,351
Inventories	20,489
Other current assets	731
Property, plant and equipment	29,464
Identifiable intangible assets	79,002
Goodwill	87,540
Total assets	233,111
Liabilities assumed:	
Current liabilities	6,255
Other non-current liabilities	500
Non-current deferred tax liability	22,121
Total liabilities	28,876
Total consideration	\$204,235

In total, \$3,839 of transaction costs were incurred related to the THS transaction, all of which were incurred during and prior to the three months ended December 31, 2017.

Our provisional estimate of identifiable intangible assets at December 31, 2017 that were related to the THS transaction, inclusive of currency translation adjustments for the period, consisted of the following:

	Amortization period	Gross Carrying Amount at December 31, 2017	Accumulated Amortization	Net Carrying Amount at December 31, 2017
Products	10 Years	\$ 66,408	\$ 1,107	\$ 65,301
Customer relationships	17 Years	11,465	112	11,353
Backlog	1 Year	3,320	553	2,767
Total		\$ 81,193	\$ 1,772	\$ 79,421

The weighted average useful life of acquired finite lived intangible assets related to THS transaction is 10.6 years.

#### 4. Net Income per Common Share

Basic net income per common share is computed by dividing net income available to Thermon Group Holdings, Inc. by the weighted average number of common shares outstanding during each period. Diluted net income per common share is computed by dividing net income available to Thermon Group Holdings, Inc. by the weighted average number of common shares and common share equivalents outstanding (if dilutive) during each period. The number of common share equivalents,



which includes options and both restricted and performance stock units, is computed using the treasury stock method. With regard to the performance stock units, we assumed that the associated performance targets will be met at the target level of performance for purposes of calculating diluted net income per common share.

The reconciliations of the denominators used to calculate basic and diluted net income per common share for the three and nine months ended December 31, 2017 and 2016, respectively, are as follows:

	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016
Basic net income per common share				
Net income available to Thermon Group Holdings, Inc.	\$ 599	\$ 5,358	\$ 5,856	\$ 11,390
Weighted-average common shares outstanding	32,447,838	32,330,392	32,408,608	32,280,539
Basic net income per common share	\$ 0.02	\$ 0.17	\$ 0.18	\$ 0.35
	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016
Diluted net income per common share				
Net income available to Thermon Group Holdings, Inc.	\$ 599	\$ 5,358	\$ 5,856	\$ 11,390
Weighted-average common shares outstanding	32,447,838	32,330,392	32,408,608	32,280,539
Common share equivalents:				
Stock options	233,618	222,152	222,857	224,291
Restricted and performance stock units	232,916	99,386	131,077	114,455
Weighted average shares outstanding – dilutive (1)	32,914,372	32,651,930	32,762,542	32,619,285
Diluted net income per common share	\$ 0.02	\$ 0.16	\$ 0.18	\$ 0.35

(1) For the three and nine months ended December 31, 2017, 28,499 and 70,164 equity awards, respectively, were not included in the calculation of diluted net income per common share, as they would have had an anti-dilutive effect. For the three and nine months ended December 31, 2016, 45,140 and 44,368 equity awards, respectively, were not included in the calculation of diluted net income per common share, as they would have had an anti-dilutive effect.

#### 5. Inventories

Inventories consisted of the following:

	December 31, 2017	March 31, 2017
Raw materials	\$ 33,279	\$ 12,270
Work in process	6,078	1,769
Finished goods	27,330	21,310
	66,687	35,349
Valuation reserves (1,619 )	(1,619 )	(1,329 )
Inventories, net	\$ 65,068	\$ 34,020



## 6. Goodwill and Other Intangible Assets

## Goodwill

The carrying amount of goodwill by operating segment as of December 31, 2017 is as follows:

	United States	Canada	Europe	Asia	Total
Balance as of March 31, 2017	\$52,016	\$43,444	\$18,437	\$8,624	\$122,521
Goodwill acquired	—	87,540	—	—	87,540
Foreign currency translation impact	—	4,003	2,134	—	6,137
Balance as of December 31, 2017	\$52,016	\$134,987	\$20,571	\$8,624	\$216,198

Goodwill is tested for impairment on an annual basis, and between annual tests if indicators of potential impairment exist. We perform a qualitative analysis to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. If required, we also perform a quantitative analysis using the income approach, based on discounted future cash flows, which are derived from internal forecasts and economic expectations, and the market approach based on market multiples of guideline public companies. The most significant inputs in the Company's quantitative goodwill impairment tests are projected financial information, the weighted average cost of capital and market multiples for similar transactions. Our annual impairment test is performed during the fourth quarter of our fiscal year.

In prior years, we experienced sizable declines in revenue and operating results within our Canadian operations, and considered such to be an indication of potential goodwill and intangible asset impairment. These declines in operating results principally resulted from lower crude oil prices, which had a significant adverse impact on capital spending in Canada. During fiscal year 2018, we have experienced increased revenues and operating results in Canada, and project continued growth. Accordingly, during the third quarter of fiscal 2018, we did not conclude a triggering event existed within our Canadian reporting units requiring further analysis. We will continue to evaluate our Canadian operations and assess on a quarterly basis whether it is more likely than not that the fair value of the Canadian reporting unit is less than its carrying amount.

Similarly, based upon our qualitative analyses, we have not determined that it is more likely than not that the fair value of our U.S. reporting unit is less than its carrying amount; however, we have experienced losses in the U.S. for each of the first two quarters of fiscal 2018. If changes in estimates and assumptions used to determine whether impairment exists, or if we experience future declines in actual and forecasted operating results and/or market conditions in the United States, we may be required to reevaluate the fair value of our United States reporting unit, which could ultimately result in an impairment to goodwill and/or indefinite-lived intangible assets in future periods.

Our total intangible assets consisted of the following:

	Gross Carrying Amount at December 31, 2017	Accumulated Amortization	Net Carrying Amount at December 31, 2017	Gross Carrying Amount at March 31, 2017	Accumulated Amortization	Net Carrying Amount at March 31, 2017
Products	\$66,408	\$1,107	\$65,301	\$—	\$—	\$—
Trademarks	\$46,248	\$742	\$45,506	\$44,563	\$521	\$44,042
Developed technology	10,181	3,989	6,192	9,796	3,454	6,342
Customer relationships	114,148	75,094	39,054	99,676	64,682	34,994
Certifications	459	—	459	442	—	442

Edgar Filing: Thermon Group Holdings, Inc. - Form 10-Q

Other	5,958	3,034	2,924	2,626	2,268	358
Total	\$ 243,402	\$ 83,966	\$ 159,436	\$ 157,103	\$ 70,925	\$ 86,178



## 7. Accrued Liabilities

Accrued current liabilities consisted of the following:

	December 31, 2017	March 31, 2017
Accrued employee compensation and related expenses	\$ 12,269	\$ 8,364
Accrued interest	1,517	—
Customer prepayment	706	168
Warranty reserve	346	300
Professional fees	2,456	1,631
Sales tax payable	1,352	1,573
Other	1,012	1,106
Total accrued current liabilities	\$ 19,658	\$ 13,142

## 8. Short-Term Revolving Credit Facilities

The Company's subsidiary in the Netherlands has a revolving credit facility in the amount of Euro 4,000 (equivalent to \$4,791 at December 31, 2017). The facility is collateralized by such subsidiary's receivables, inventory, equipment, furniture and real estate. No amounts were outstanding under this facility at December 31, 2017 or March 31, 2017.

The Company's subsidiary in India has a revolving credit facility in the amount of 80,000 Rupees (equivalent to \$1,251 at December 31, 2017). The facility is collateralized by such subsidiary's receivables, inventory, real estate, a letter of credit and cash. No amounts were outstanding under this facility at December 31, 2017 or March 31, 2017.

The Company's subsidiary in Australia has a revolving credit facility in the amount of \$230 Australian Dollars (equivalent to \$180 at December 31, 2017). The facility is collateralized by such subsidiary's real estate. No amounts were outstanding under this facility at December 31, 2017 or March 31, 2017.

Under the Company's senior secured revolving credit facility described below in Note 9, "Long-Term Debt," there were no outstanding borrowings at December 31, 2017 or March 31, 2017. During the three and nine months ended December 31, 2017, the Company had \$6,000 and \$10,000, respectively, in borrowings from the revolving credit facility. All subsequent revolving credit facility borrowings were repaid in full by the end of the reporting period.

## 9. Long-Term Debt

Long-term debt consisted of the following:

	December 31, 2017	March 31, 2017
Variable Rate Term Loan, due October 2024, net of deferred debt issuance costs and debt discounts of \$9,089 as of December 31, 2017	\$ 240,911	\$—
Variable Rate Term Loan, due April 2019, net of deferred debt issuance costs of \$524 as of March 31, 2017	—	80,476
Less current portion	(1,875 )	(20,250 )
Total long-term debt	\$ 239,036	\$ 60,226

## Senior Secured Credit Facility

On October 30, 2017, we entered into a credit agreement with JPMorgan Chase Bank, N.A. as administrative agent, that provides for a \$250,000 variable rate senior secured term loan B facility and \$60,000 senior secured revolving credit facility, which we refer to collectively as our "credit facility". The proceeds of the term loan B were used to (1) pay in full \$70,875 principal and interest on a previously issued term loan A due April 2019; (2) repay \$6,000 in unpaid principal and interest on the Company's terminated revolving line of credit; (3) to fund a portion of the purchase price of the acquisition of all

of the equity interests of CCI and certain related real estate assets for approximately \$164,900; and (4) pay certain transaction fees and expenses in connection with the THS transaction and the credit facility.

Interest rates and fees. The Company will have the option to pay interest on the term loan B at a base rate, plus an applicable margin, or at a rate based on LIBOR, (subject to a floor of 1.00%), plus an applicable margin. The applicable margin for base rate loans is 275 basis points and the applicable margin for LIBOR loans is 375 basis points. The Company may borrow revolving loans in US dollars and the Company may also borrow revolving loans in Canadian dollars. Borrowings under the revolving credit facility (a) made in US dollars will bear interest at a rate equal to a base rate, plus an applicable margin of 225 basis points or at a rate based on LIBOR, plus an applicable margin of 325 basis points and (b) made in Canadian dollars will bear interest at a rate equal to a Canadian base rate, plus an applicable margin of 225 basis points or at a rate based on CDOR, plus an applicable margin of 325 basis points, provided that, following the completion of the fiscal quarter ending March 31, 2018, the applicable margins in each case will be determined based on a leverage-based performance grid, as set forth in the credit agreement. In addition to paying interest on outstanding principal under the revolving credit facility, the Company is required to pay a commitment fee in respect of unutilized revolving commitments of 0.50% per annum. Following the completion of the fiscal quarter ending March 31, 2018, the commitment fee will be determined based on a leverage-based performance grid.

Maturity and repayment. The revolving credit facility terminates on October 28, 2022. The scheduled maturity date of the term loan facility is October 30, 2024. Commencing April 1, 2018, the term loan will amortize in equal quarterly installments of 0.25% of the \$250,000 term loan, with the payment of the balance at maturity. The Company will be able to voluntarily prepay the principal of the term loan without penalty or premium (subject to breakage fees) at any time in whole or in part; provided that for the first six months after the October 30, 2017 closing date, the Company is required to pay a 1% premium for prepayments of the term loan with the proceeds of certain repricing transactions. The Company is required to repay the term loan with certain asset sale and insurance proceeds, certain debt proceeds and, commencing for the fiscal year ending March 31, 2019, 50% of excess cash flow (reducing to 25% if the Company's leverage ratio is less than 4.0 to 1.0 but greater than or equal to 3.5 to 1.0 and 0% if the Company's leverage ratio is less than 3.5 to 1.0).

Accordion. The credit facility allows for incremental term loans and incremental revolving commitments in an amount not to exceed \$30,000 and an unlimited additional amount that would not cause the consolidated secured leverage ratio to exceed 4.0 to 1.0 (or, if less, the maximum consolidated leverage ratio permitted by the revolving credit facility on such date).

At December 31, 2017, we had no outstanding borrowings under our revolving credit facility. The interest rate had the Company had outstanding borrowings on December 31, 2017 would be 5.13%. As of December 31, 2017, we had \$55,085 of available borrowing capacity under our revolving credit facility after taking into account the borrowing base and letters of credit outstanding. The variable rate term loan bears interest at the LIBOR rate plus an applicable margin dictated by our leverage ratio (as described above). Commencing April 1, 2018, the Company will be required to make quarterly principal payments of the term loan of \$625 through July 31, 2024. The remaining \$233,750 is due at maturity of the term loan facility on October 30, 2024.

Guarantees; security. The term loan is guaranteed by the Company and all of the Company's current and future wholly-owned domestic material subsidiaries (the "US Subsidiary Guarantors"), subject to certain exceptions. Obligations of the Company under the revolving credit facility are guaranteed by the Company and the US Subsidiary Guarantors. The obligations of Thermon Canada Inc. (the "Canadian Borrower") under the revolving credit facility are guaranteed by the Company, Thermon Holding Corp. (the "US Borrower"), the US Subsidiary Guarantors and each of the wholly owned Canadian material subsidiaries of the Canadian Borrower, subject to certain exceptions. The term loan and the obligations of the US Borrower under the revolving credit facility are secured by a first lien on all of the Company's assets and the assets of the US Subsidiary Guarantors, including 100% of the capital stock of the US Subsidiary Guarantors and 65% of the capital stock of the first tier material foreign subsidiaries of the Company, the US Borrower and the US Subsidiary Guarantors, subject to certain exceptions. The obligations of the Canadian Borrower under the revolving credit facility are secured by a first lien on all of the Company's assets, the US Subsidiary Guarantors' assets, the Canadian Borrower's assets and the assets of the material Canadian subsidiaries of

the Canadian Borrower, including 100% of the capital stock of the Canadian Borrower's material Canadian subsidiaries.

Financial covenants. The term loan is not subject to any financial covenants. The revolving credit facility requires the Company, on a consolidated basis, to maintain certain financial covenant ratios. The Company must maintain a consolidated leverage ratio on the last day of the following periods: 5.5:1.0 for December 31, 2017 through September 30, 2018; 5.0:1.0 for December 31, 2018 through September 30, 2019; 4.5:1.0 for December 31, 2019 through September 30, 2020; and 3.8:1.0 for December 31, 2020 and each fiscal quarter thereafter. In addition, on the last day of any period of four fiscal quarters, the Company must maintain a consolidated fixed charge coverage ratio of not less than 1.3:1.0. As of December 31, 2017, we were in compliance with all financial covenants of the credit facility.

Restrictive covenants. The credit agreement governing our facility contains various restrictive covenants that, among other things, restrict or limit our ability to (subject to certain negotiated exceptions): incur additional indebtedness; grant liens; make fundamental changes; sell assets; make restricted payments; enter into sales and leasebacks; make investments; prepay certain indebtedness; enter into transactions with affiliates; and enter into restrictive agreements.

#### 10. Related-Party Transactions

In connection with the Sumac Fabrication Co. Ltd. ("Sumac") transaction, one of the former Sumac principals retained 25% of the ownership of the Sumac business unit. This individual is employed by the Company and serves as the general manager of the Sumac business unit. During fiscal 2017, this individual, together with the two other former principals of Sumac, who are not employed by the Company were paid \$5,805 in the aggregate in full satisfaction of the Company's obligations under the \$5,905 non-interest bearing performance-based note issued in connection with the Sumac transaction.

#### 11. Commitments and Contingencies

At December 31, 2017, the Company had in place letter of credit guarantees and performance bonds securing performance obligations of the Company. These arrangements totaled approximately \$18,178. Of this amount, \$1,738 is secured by cash deposits at the Company's financial institutions and an additional \$4,915 represents a reduction of the available amount of the Company's short-term and long-term revolving lines of credit. Included in prepaid expenses and other current assets at December 31, 2017 and March 31, 2017 was approximately \$1,738 and \$1,450, respectively, of cash deposits pledged as collateral on performance bonds and letters of credit. Our Indian subsidiary also has \$5,678 in customs bonds outstanding to secure the Company's customs and duties obligations in India. We are involved in various legal and administrative proceedings that arise from time to time in the ordinary course of doing business. Some of these proceedings may result in fines, penalties or judgments being assessed against us, which may adversely affect our financial results. In addition, from time to time, we are involved in various disputes, which may or may not be settled prior to legal proceedings being instituted and which may result in losses in excess of accrued liabilities, if any, relating to such unresolved disputes. Expenses related to litigation and other such proceedings or disputes reduce operating income. As of December 31, 2017, management believes that adequate reserves have been established for any probable and reasonably estimable losses. We do not believe that the outcome of any of these proceedings or disputes would have a significant adverse effect on our financial position, long-term results of operations, or cash flows. It is possible, however, that charges related to these matters could be significant to our results of operations or cash flows in any one accounting period.

The Company has no outstanding legal matters outside of matters arising in the ordinary course of business. We can give no assurances we will prevail in any of these matters.

#### 12. Stock-Based Compensation Expense

Our board of directors has adopted and the shareholders have approved two stock option award plans. The 2010 Thermon Group Holdings, Inc. Restricted Stock and Stock Option Plan ("2010 Plan") was approved on July 28, 2010. The 2010 Plan authorized the issuance of 2,767,171 stock options or restricted shares (on a post-stock split basis). On April 8, 2011, the board of directors approved the Thermon Group Holdings, Inc. 2011 Long-Term Incentive Plan ("2011 LTIP"). The 2011 LTIP made available 2,893,341 shares of the Company's common stock that may be awarded to employees, directors or non-employee contractors as compensation in the form of stock options, restricted stock awards or restricted stock units.

At December 31, 2017, there were 391,598 options outstanding. For the three months ended December 31, 2017 and 2016, stock compensation expense was \$895 and \$837, respectively, and \$2,627 and \$2,658 for the nine months ended December 31, 2017, and 2016, respectively.

During the nine months ended December 31, 2017, 106,891 restricted stock units were issued to our employees with an aggregate grant date fair value as determined by the closing price of our stock on the respective grant dates of \$1,985. The awards will be expensed on a straight-line basis over the three-year service period. At each anniversary of the restricted stock units' grant date, a proportionate number of stock units will become vested for the employees and

the shares will become issued and outstanding.

We maintain a plan to issue our directors awards of fully vested common stock every three months for a total award over a twelve-month period of approximately \$420. During the three and nine months ended December 31, 2017, 5,782 and 15,834 fully vested common shares, respectively, were issued in the aggregate to our directors. The aggregate grant date fair value as determined by the closing price of our common stock on the grant date was \$105 and \$306, respectively, for the three and nine months ended December 31, 2017. The fair value of the awards is expensed on each grant date.

During the nine months ended December 31, 2017, a target amount of 15,438 performance stock units were issued to certain members of our senior management that had a total grant date fair value of \$340. The performance indicator for these performance stock units is based on the market performance of our stock price, from the date of grant through March 31, 2020, relative to the market price performance of a pre-determined peer group of companies. Since the performance indicator is market-based, we used a Monte-Carlo valuation model to calculate the probable outcome of the performance measure to arrive at the fair value. The requisite service period required to earn the awards is through March 31, 2020. We will expense the fair value of the performance stock units over the service period on a straight-line basis whether or not the stock price performance condition is met. At the end of the performance period, the performance stock units will be evaluated with the requisite number of shares being issued. The possible number of shares that could be issued ranges from zero to 30,876 in the aggregate. Shares that are not awarded at the measurement date will be forfeited.

In addition to the market-based performance stock units issued to certain members of senior management, we also granted these individuals, during the nine months ended December 31, 2017, a target amount of 58,246 performance stock units based on the Company's Adjusted EBITDA performance over a three-year period ending March 31, 2020. The total grant date fair value, as determined by the closing price of our common stock on the date of the grant, was \$1,080. At each reporting period, we will estimate how many awards senior management may achieve and adjust our stock compensation expense accordingly. At the end of the performance period, the performance stock units will be evaluated with the requisite number of shares issued. The possible number of shares that could be issued under such performance stock units ranges from zero to 116,492 in the aggregate. Shares that are not awarded after the end of the measurement period will be forfeited.

### 13. Income Taxes

On December 22, 2017, the United States enacted significant changes to the U.S. tax law following the passage and signing of H.R.1, "An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018" (the "Tax Act") (previously known as "The Tax Cuts and Jobs Act"). The Tax Act included significant changes to existing tax law, including a permanent reduction to the U.S. federal corporate income tax rate from 35% to 21%, a one-time repatriation tax on deferred foreign income ("Transition Tax"), deductions, credits and business-related exclusions.

On December 22, 2017, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin 118 ("SAB 118"). SAB 118 expresses views of the SEC regarding ASC Topic 740, Income Taxes ("ASC 740") in the reporting period that includes the enactment date of the Tax Act. The SEC staff issuing SAB 118 (the "Staff") recognized that a registrant's review of certain income tax effects of the Tax Act may be incomplete at the time financial statements are issued for the reporting period that includes the enactment date, including interim periods therein. The Staff's view of the enactment of the Tax Act has been developed considering the principles of ASC Topic 805, Business Combinations, which addresses the accounting for certain items in a business combination for which the accounting is incomplete upon issuance of the financial statements that include the reporting period in which the business combination occurs. Specifically, the Staff provides that the accounting guidance in ASC Topic 805 may be analogized to the accounting for impacts of the Tax Act. If a company does not have the necessary information available, prepared or analyzed for certain income tax effects of the Tax Act, SAB 118 allows a company to report provisional numbers and adjust those amounts during the measurement period not to extend beyond one year. For the three and nine months ended December 31, 2017, the Company has recorded all known and estimable impacts of the Tax Act that are effective for fiscal year 2018. Future adjustments to the provisional numbers will be recorded as discrete adjustments to income tax expense in the period in which those adjustments become estimable and/or are finalized.

Accordingly, our income tax provision as of December 31, 2017 reflects (i) the current year impacts of the Tax Act on the estimated annual effective tax rate and (ii) the following discrete items resulting directly from the enactment of the Tax Act based on the information available, prepared, or analyzed (including computations) in reasonable detail.

	Three and Nine Months Ended December 31, 2017
Transition Tax (provisional)	\$ 5,126
Net impact on U.S. deferred tax assets and liabilities (provisional)	(6,030 )
Net changes in deferred tax liability associated with anticipated repatriation taxes (provisional)	1,704
Net discrete impacts of the enactment of the Tax Act	800

Consistent with provisions allowed under the Tax Act, the \$5,126 estimated Transition Tax liability will be paid over an eight year period beginning in fiscal year 2019. The entire amount of the estimated Transition Tax liability has been included in "Other liabilities- long term" in the Condensed Consolidated Balance Sheets.

The net benefit of \$6,030 related to deferred tax assets and liabilities is primarily associated with a reduction in deferred liabilities for unamortized intangible assets. Since these intangible assets are not tax deductible, the reduction of the liability is non-cash and will not reduce future tax payments.

Given the Tax Act's significant changes and potential opportunities to repatriate cash tax free, we are in the process of evaluating our current permanent reinvestment assertions. Accordingly, we will no longer assert a permanent reinvestment position in most of our foreign subsidiaries. We expect to repatriate certain earnings which will be subject to withholding taxes. These additional withholding taxes are being recorded as an additional deferred tax liability associated with the basis difference in such jurisdictions. The uncertainty related to the taxation of such withholding taxes on distributions under the Tax Act and finalization of the cash repatriation plan makes the deferred tax liability a provisional amount.

We continue to review the anticipated impacts of the global intangible low taxed income ("GILTI") and base erosion anti-abuse tax ("BEAT"), which are not effective until fiscal year 2019. We have not recorded any impact associated with either GILTI or BEAT in the tax rate for our third quarter of fiscal year 2018.

Within the calculation of our annual effective tax rate we have used assumptions and estimates that may change as a result of future guidance, interpretation, and rule-making from the Internal Revenue Service, the SEC, and the Financial Accounting Standards Board and/or various other taxing jurisdictions. For example, we anticipate that the state jurisdictions will continue to determine and announce their conformity to the Tax Act which could have an impact on the annual effective tax rate.

Our anticipated annual effective income tax rate before discrete events was 25.4% and 24.7% for the nine months ended December 31, 2017 and 2016, respectively. The anticipated annual effective tax rate is established by estimating anticipated tax rates in each of the countries where we earn taxable income as adjusted for known differences as well as our ability to apply any jurisdictional tax losses to prior or future periods. Discrete tax events include the net impact of the enactment of the Tax Act. Additionally, during the three months ended December 31, 2017 and 2016, we reduced our liabilities for uncertain tax positions in the amount of \$554 and \$176, respectively as the uncertain tax positions related to these periods are no longer subject to audit.

#### 14. Segment Information

We operate in four reportable segments based on four geographic countries or regions in which we operate: the United States, Canada, Europe and Asia. Within our four reportable segments, our primary products and services are focused on thermal solutions primarily related to the electrical heat tracing industry. Each of our reportable segments serves a similar class of customers, including engineering, procurement and construction ("EPC") companies, international and regional oil and gas companies, commercial sub-contractors, electrical component distributors and direct sales to existing plant or industrial applications. Profitability within our segments is measured by operating income.

Profitability can vary in each of our reportable segments based on the competitive environment within the region, the level of corporate overhead, such as the salaries of our senior executives, and the level of research and development and marketing activities in the region, as well as the mix of products and services. Since March 2015, we acquired THS, Unitemp, IPI and Sumac. THS (formerly known as CCI) develops and designs advanced industrial heating and filtration solutions that closely align with Thermon's core business and serve similar end markets in North America. As such, we have elected to report THS's operations through our United States and Canada reportable segments. Both Unitemp and IPI offer thermal solutions and have been included in our Europe and United States reportable segments, respectively. Sumac provides temporary power products that differ from our core thermal solutions business. As we anticipate that our full year operating results from Sumac will comprise less than 10% of our total sales and operating income, Sumac has been aggregated in our Canada segment. For purposes of this note, revenue is attributed to individual countries or regions on the basis of the physical location and jurisdiction of organization of the subsidiary



Edgar Filing: Thermon Group Holdings, Inc. - Form 10-Q

that invoices the material and services.

Total sales to external customers, inter-segment sales, depreciation expense, amortization expense, income from operations, property, plant and equipment, net and total assets for each of our four reportable segments are as follows:

	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016
<b>Sales to External Customers:</b>				
United States	\$ 32,828	\$ 28,945	\$ 77,697	\$ 88,937
Canada	30,178	9,126	57,714	32,286
Europe	20,309	18,100	48,373	50,417
Asia	9,345	8,169	22,243	24,908
	\$ 92,660	\$ 64,340	\$ 206,027	\$ 196,548
<b>Inter-Segment Sales:</b>				
United States	\$ 13,232	\$ 11,355	\$ 37,123	\$ 35,090
Canada	1,862	1,345	5,221	2,370
Europe	487	267	1,210	1,273
Asia	546	129	1,093	762
	\$ 16,127	\$ 13,096	\$ 44,647	\$ 39,495
<b>Depreciation Expense:</b>				
United States	\$ 1,126	\$ 905	\$ 3,190	\$ 2,656
Canada	897	467	2,137	1,418
Europe	133	74	347	216
Asia	35	39	99	108
	\$ 2,191	\$ 1,485	\$ 5,773	\$ 4,398
<b>Amortization Expense:</b>				
United States	\$ 1,505	\$ 1,505	\$ 4,515	\$ 4,355
Canada	2,632	870	4,373	2,661
Europe	351	322	1,030	990
Asia	266	266	798	798
	\$ 4,754	\$ 2,963	\$ 10,716	\$ 8,804
<b>Income (loss) from operations:</b>				
United States	\$ 340	\$ 3,848	\$(1,757 )	\$ 4,311
Canada	7,622	1,343	17,619	5,787
Europe	2,008	2,344	4,240	6,908
Asia	1,444	914	2,751	3,797
<b>Unallocated:</b>				
Stock compensation	(895 )	(837 )	(2,627 )	(2,658 )
Public company costs	(309 )	(313 )	(1,041 )	(981 )
	\$ 10,210	\$ 7,299	\$ 19,185	\$ 17,164

	December 31, 2017	March 31, 2017
Property, plant and equipment, net:		
United States	\$ 36,744	\$34,563
Canada	32,744	4,674
Europe	3,521	3,532
Asia	741	497
	\$ 73,750	\$43,266
Total Assets:		
United States	\$ 205,132	\$186,300
Canada	343,506	136,688
Europe	87,843	80,589
Asia	44,487	50,503
	\$ 680,968	\$454,080

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

### Introduction and Special Note Regarding Forward-Looking Statements

Management's discussion and analysis of our financial condition and results of operations is provided as a supplement to the unaudited interim condensed consolidated financial statements and accompanying notes thereto for the three and nine months ended December 31, 2017 and 2016 to help provide an understanding of our financial condition, changes in our financial condition and results of our operations. In this quarterly report, we refer to the three month periods ended December 31, 2017 and 2016 as "Interim 2018" and "Interim 2017," respectively, and the nine month periods ended December 31, 2017 and 2016 as "YTD 2018" and "YTD 2017," respectively. The following discussion should be read in conjunction with, and is qualified in its entirety by reference to, our unaudited condensed consolidated financial statements and related notes included in Item 1 above.

This quarterly report includes forward-looking statements within the meaning of the U.S. federal securities laws in addition to historical information. These forward-looking statements include, without limitation, statements regarding our industry, business strategy, plans, goals and expectations concerning our market position, future operations, margins, profitability, capital expenditures, liquidity and capital resources and other financial and operating information. When used in this discussion, the words "anticipate," "assume," "believe," "budget," "continue," "could," "should," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "will," "future" and similar terms and phrases are used to identify forward-looking statements in this quarterly report.

Forward-looking statements reflect our current expectations regarding future events, results or outcomes. These expectations may or may not be realized. Some of these expectations may be based upon assumptions, data or judgments that prove to be incorrect. In addition, our business and operations involve numerous risks and uncertainties, many of which are beyond our control, which could result in our expectations not being realized or otherwise materially affect our financial condition, results of operations and cash flows. The forward-looking statements include but are not limited to statements regarding: (i) our plans to strategically pursue emerging growth opportunities, including strategic acquisitions, in diverse regions and across industry sectors; (ii) our plans to secure more new facility, or Greenfield, project bids; (iii) our ability to generate more facility maintenance, repair and operations or upgrades or expansions, or MRO/UE, revenue from our existing and future installed base; (iv) our ability to timely deliver backlog; (v) our ability to respond to new market developments and technological advances; (vi) our expectations regarding energy consumption and demand in the future and its impact on our future results of operations; (vii) our plans to develop strategic alliances with major customers and suppliers; (viii) our expectations that our revenues will increase; (ix) our belief in the sufficiency of our cash flows to meet our needs for the next year; and (x) our ability to achieve the anticipated benefits from the CCI acquisition.

Actual events, results and outcomes may differ materially from our expectations expressed in such forward-looking statements due to a variety of factors. Although it is not possible to identify all of these factors, they include, among others, (i) general economic conditions and cyclicalities in the markets we serve; (ii) future growth of energy and

chemical processing capital investments; (iii) our ability to deliver existing orders within our backlog; (iv) our ability to bid and win new contracts; (v) competition from various other sources providing similar heat tracing products and services, or alternative technologies, to customers; (vi) changes in relevant currency exchange rates; (vii) potential liability related to our products as well as the

delivery of products and services; (viii) our ability to comply with the complex and dynamic system of laws and regulations applicable to international operations; (ix) our ability to protect data and thwart potential cyber attacks; (x) a material disruption at any of our manufacturing facilities; (xi) our dependence on subcontractors and suppliers; (xii) our ability to obtain standby letters of credit, bank guarantees or performance bonds required to bid on or secure certain customer contracts; (xiii) our ability to attract and retain qualified management and employees, particularly in our overseas markets; (xiv) our ability to continue to generate sufficient cash flow to satisfy our liquidity needs; and (xv) the extent to which federal, state, local, and foreign governmental regulation of energy, chemical processing and power generation products and services limits or prohibits the operation of our business. See also Item 1A, "Risk Factors" for information regarding the additional factors that have impacted or may impact our business and operations in our Annual Report on Form 10-K for the fiscal year ended March 31, 2017 filed with the SEC on May 30, 2017 and in any subsequent Quarterly Reports on Form 10-Q that we may file with the SEC. Any one of these factors or a combination of these factors could materially affect our future results of operations and could influence whether any forward-looking statements contained in this quarterly report ultimately prove to be accurate.

Our forward-looking statements are not guarantees of future performance, and actual results and future performance may differ materially from those suggested in any forward-looking statements. We do not intend to update these statements unless we are required to do so under applicable securities laws.

#### Overview

We are one of the largest providers of highly engineered industrial process heating solutions for process industries. For over 60 years, we have served a diverse base of thousands of customers around the world in attractive and growing markets, including oil & gas, chemical processing and power generation. We are a global leader and one of the few thermal solutions providers with a global footprint. We offer a full suite of products (heating units, heating cables, tubing bundles and control systems) and services (design optimization, engineering, installation and maintenance services) required to deliver comprehensive solutions to complex projects. We serve our customers through a global network of sales and service professionals and distributors in more than 30 countries and through our five manufacturing facilities on three continents. These global capabilities and longstanding relationships with some of the largest multinational oil & gas, chemical processing, power and engineering, procurement and construction ("EPC") companies in the world have enabled us to diversify our revenue streams and opportunistically access high growth markets worldwide. During YTD 2018 and YTD 2017, approximately 62% and 55% of our revenues were generated outside of the United States, respectively. Since March 2015, we have acquired four companies, Thermon Heating Systems, Inc. (formerly known as CCI Thermal Technologies Inc.) ("THS"), Unitemp Close Corporation ("Unitemp"), Sumac Fabrication Co. Ltd. ("Sumac") and Industrial Process Insulators, Inc. ("IPI"), that offer complementary products and services to our core thermal solution offerings. We actively pursue both organic and inorganic growth opportunities that serve to advance our corporate strategy.

Revenue. Our revenues are derived from providing customers with a full suite of innovative and reliable heat tracing solutions, including electric and steam heat tracing, tubing bundles, control systems, design optimization, engineering services, installation services and portable power solutions. Additionally, THS offers a complementary suite of advanced heating and filtration solutions for industrial and hazardous area applications. Historically, our sales are primarily to industrial customers for petroleum and chemical plants, oil and gas production facilities and power generation facilities. Our petroleum customers represent a significant portion of our business. We serve all three major categories of customers in the petroleum industry - upstream exploration/production, midstream transportation and downstream refining. Overall, demand for industrial heat tracing solutions falls into two categories: (i) new facility construction, which we refer to as Greenfield projects, and (ii) recurring maintenance, repair and operations and facility upgrades or expansions, which we refer to as MRO/UE. Greenfield construction projects often require comprehensive heat tracing solutions. We believe that Greenfield revenue consists of sales revenues by a customer in excess of \$1 million annually (excluding sales to resellers), and typically includes most orders for projects related to facilities that are new or that are built independent of existing facilities. We refer to sales revenues by a customer of less than \$1 million annually, which we believe are typically derived from MRO/UE, as MRO/UE revenue. Based on our experience, we believe that \$1 million in annual sales is an appropriate threshold for distinguishing between

Greenfield revenue and MRO/UE revenue. However, we often sell our products to intermediaries which subcontract our services; accordingly, we have limited visibility into how our products or services may ultimately be used and can provide no assurance that our categorization may accurately reflect the sources of such revenue. Furthermore, our customers do not typically enter into long-term forward maintenance contracts with us. In any given year, certain of our smaller Greenfield projects may generate less than \$1 million in annual sales, and certain of our larger plant expansions or upgrades may generate in excess of \$1 million in annual sales, though we believe that such exceptions are few in number and insignificant to our overall results of operations. We are currently in the process of assessing THS revenues, however, substantially all of THS revenue is MRO/UE.

We believe that our pipeline of planned projects, in addition to our backlog of signed purchase orders, provides us with visibility into our future revenue, as historically we have experienced few order cancellations, and the cancellations that have

occurred in the past have not been material compared to our total contract volume or total backlog. The small number of order cancellations is attributable in part to the fact that a large portion of our solutions are ordered and installed toward the end of Greenfield project construction. Our backlog at December 31, 2017 was \$167.7 million, inclusive of \$35.1 million for THS, as compared to \$106.9 million at March 31, 2017. The timing of recognition of revenue out of backlog is not always certain, as it is subject to a variety of factors that may cause delays, many of which are beyond our control (such as customers' delivery schedules and levels of capital and maintenance expenditures). When delays occur, the recognition of revenue associated with the delayed project is likewise deferred.

**Cost of sales.** Our cost of sales includes primarily the cost of raw material items used in the manufacture of our products, cost of ancillary products that are sourced from external suppliers and construction labor cost. Additional costs of revenue include contract engineering cost directly associated to projects, direct labor cost, shipping and handling costs, and other costs associated with our manufacturing/fabrication operations. The other costs associated with our manufacturing/fabrication operations are primarily indirect production costs, including depreciation, indirect labor costs, and the costs of manufacturing support functions such as logistics and quality assurance. Key raw material costs include polymers, copper, stainless steel, insulating material, and other miscellaneous parts related to products manufactured or assembled as part of our heat tracing solutions. Historically, our primary raw materials have been readily available from multiple suppliers and raw material costs have been stable, and we have been generally successful with passing along raw material cost increases to our customers. Therefore, increases in the cost of key raw materials of our products have not generally affected our gross margins. We cannot provide any assurance that we may be able to pass along such cost increases to our customers in the future, and if we are unable to do so, our results of operations may be adversely affected.

**Operating expenses.** Our marketing, general and administrative and engineering expenses are primarily comprised of compensation and related costs for sales, marketing, pre-sales engineering and administrative personnel, as well as other sales related expenses and other costs related to research and development, insurance, professional fees, the global integrated business information system, provisions for bad debts and warranty expense.

**Key drivers affecting our results of operations.** Our results of operations and financial condition are affected by numerous factors, including those described under the caption "Risk Factors" in our Annual Report on Form 10-K filed with the SEC on May 30, 2017 and elsewhere in this quarterly report and those described below:

**Timing of Greenfield projects.** Our results of operations in recent years have been impacted by the various construction phases of large Greenfield projects. On our large Greenfield projects, we are typically designated as the heat tracing provider of choice by the project owner. We then engage with multiple contractors to address incorporating various heat tracing solutions throughout the overall project. Our largest Greenfield projects may generate revenue for several quarters. In the early stages of a Greenfield project, our revenues are typically realized from the provision of engineering services. In the middle stages, or the material requirements phase, we typically experience the greatest demand for our heat tracing cable, at which point our revenues tend to accelerate. Revenues tend to decrease gradually in the final stages of a project and are generally derived from installation services and demand for electrical panels and other miscellaneous electronic components used in the final installation of heat tracing cable, which we frequently outsource from third-party manufacturers. Therefore, we typically provide a mix of products and services during each phase of a Greenfield project, and our margins fluctuate accordingly.

**Cyclical nature of end-users' markets.** Demand for our products and services depends in large part upon the level of capital and maintenance expenditures of our customers and end users, in particular those in the energy, chemical processing and power generation industries, and firms that design and construct facilities for these industries. These customers' expenditures historically have been cyclical in nature and vulnerable to economic downturns. Greenfield projects, and in particular large Greenfield projects (i.e., new facility construction projects generating in excess of \$5 million in annual sales), historically have been a substantial source of revenue growth, and Greenfield revenues tend to be more cyclical than MRO/UE revenues. In recent years we have experienced particular cyclical nature in capital spending for new facilities in Canada, Eastern Europe and the Middle East. During fiscal year 2017, we experienced a 27% year-over-year revenue decline in our Canadian operations, where the decline in the price of oil resulted in the

postponement or suspension of a number of significant upstream exploration and production projects. In YTD 2018, our Canadian operations experienced a revenue increase of 79% as compared to YTD 2017 due to an increase in MRO/UE demand and the THS transaction. A sustained decrease in capital and maintenance spending or in new facility construction by our customers could have a material adverse effect on the demand for our products and services and our business, financial condition and results of operations.

Acquisition strategy. In recent years, we have begun executing on a strategy to grow the Company through the acquisition of businesses that are either in the heat tracing solutions industry or provide complementary products and solutions for the markets and customers we serve. Since March 2015, we have acquired four companies, Thermon Heating Systems, Inc. (formerly known as CCI Thermal Technologies Inc.) ("THS"), Unitemp Close Corporation ("Unitemp"), Sumac Fabrication Co. Ltd. ("Sumac") and Industrial Process Insulators, Inc. ("IPI"), that offer complementary products and services to our core thermal solution offerings. We actively pursue both organic and inorganic growth opportunities that serve to advance our corporate strategy.

Impact of product mix. Typically, both Greenfield and MRO/UE customers require our products as well as our engineering and construction services. The level of service and construction needs will affect the profit margin for each type of revenue. We tend to experience lower margins from our design optimization, engineering, installation and maintenance services than we do from sales of our heating cable, tubing bundle and control system products. We also tend to experience lower margins from our outsourced products, such as electrical switch gears and transformers, than we do from our manufactured products. Accordingly, our results of operations are impacted by our mix of products and services.

We estimate that Greenfield and MRO/UE related revenues have each made the following contribution as a percentage of total revenue in the periods listed:

	Three Months Ended December 31,* 2017	Nine Months Ended December 31,* 2016	37%	38%
Greenfield	38%	33%	37%	38%
MRO/UE	62%	67%	63%	62%

\* THS has been excluded from table above. Substantially all of THS's revenue would be classified as MRO.

We believe that our analysis of Greenfield and MRO/UE is an important measure to explain the trends in our business to investors. Greenfield revenue is an indicator of both our ability to successfully compete for new capital projects as well as the economic health of the industries we serve. Furthermore, Greenfield revenue is an indicator of potential MRO/UE revenue in future years. THS has been excluded from MRO/UE calculations to enhance comparability across periods as substantially all of THS's revenue is MRO.

For MRO/UE orders, the sale of our manufactured products typically represents a higher proportion of the overall revenues associated with such orders than the provision of our services. Greenfield projects, on the other hand, require a higher level of our services than MRO/UE orders and often require us to purchase materials from third party vendors. Therefore, we typically realize higher margins from MRO/UE revenues than Greenfield revenues.

Large and growing installed base. Customers typically use the incumbent heat tracing provider for MRO/UE projects to avoid complications and compatibility problems associated with switching providers. As new Greenfield projects are completed, our installed base continues to grow, and we expect that such installed base will continue to generate ongoing high margin MRO/UE revenues. For YTD 2018 and YTD 2017, MRO/UE sales comprised approximately 63% and 62% of our consolidated revenues, respectively. Over the last year, we have experienced a decline in Greenfield revenues in our United States segment. A sustained decline in Greenfield projects could slow the growth in our installed base and reduce demand for our MRO/UE business and have a material adverse effect on our business, financial condition and results of operations.

Seasonality of MRO/UE revenues. Revenues realized from MRO/UE orders tend to be less cyclical than Greenfield projects and more consistent quarter over quarter, although MRO/UE revenues are impacted by seasonal factors. MRO/UE revenues are typically highest during the second and third fiscal quarters, as most of our customers perform preventative maintenance prior to the winter season.

Recent Events-Acquisition of CCI Thermal Technologies Inc. On October 30, 2017, MergerSub, an indirect, wholly owned subsidiary of the Company, completed the acquisition of 100% of the equity interests of CCI and certain



related real estate assets for \$262.0 CAD (approximately \$204.2 USD at the exchange rate as of October 30, 2017) in cash. MergerSub and CCI amalgamated immediately after the closing of the acquisition to form THS, an indirect, wholly-owned subsidiary of the Company. THS is engaged in industrial process heating, focused on the development and production of advanced heating and filtration solutions for industrial and hazardous area applications and is headquartered in Edmonton, Alberta, Canada. The THS

transaction was funded in part by a new \$250.0 million senior secured term loan B facility that was consummated on October 30, 2017.

To date, we have incurred \$3.8 million in transaction related expenses associated with the THS transaction. The addition of THS into our operations will also have a material impact on our forecasted results for the balance of fiscal 2018 including additional revenue and expenses. Our discussion and analysis of the interim and year to date results of operations does not include the estimated future impact of the THS transaction on these results. Specifically, we have not included an estimate for the impact of the CCI acquisition as it relates to our forecast items such as transaction expenses, intangible amortization and the impact on our effective tax rate.

Recent Developments-United States and Canadian operations. Goodwill is tested for impairment on an annual basis, and between annual tests if indicators of potential impairment exist. We perform a qualitative analysis to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. If required, we also perform a quantitative analysis using the income approach, based on discounted future cash flows, which are derived from internal forecasts and economic expectations, and the market approach based on market multiples of guideline public companies. The most significant inputs in the Company's quantitative goodwill impairment tests are projected financial information, the weighted average cost of capital and market multiples for similar transactions. Our annual impairment test is performed during the fourth quarter of our fiscal year.

In prior years, we experienced sizable declines in revenue and operating results within our Canadian operations, and considered such to be an indication of potential goodwill and intangible asset impairment. These declines in operating results principally resulted from lower crude oil prices, which had a significant adverse impact on capital spending in Canada. During fiscal year 2018, we have experienced increased revenues and operating results in Canada, and project continued growth. Accordingly, during the third quarter of fiscal 2018, we did not conclude a triggering event existed within our Canadian reporting units requiring further analysis. We will continue to evaluate our Canadian operations and assess on a quarterly basis whether it is more likely than not that the fair value of the Canadian reporting unit is less than its carrying amount.

Similarly, based upon our qualitative analysis, we have not determined that it is more likely than not that the fair value of our U.S. reporting unit is less than its carrying amount; however, we have experienced losses in the U.S. in two of the three quarters of fiscal 2018. If changes in estimates and assumptions used to determine whether impairment exists, or if we experience future declines in actual and forecasted operating results and/or market conditions in the United States, we may be required to reevaluate the fair value of our United States reporting unit, which could ultimately result in an impairment to goodwill and/or indefinite-lived intangible assets in future periods

## Results of Operations (Three-month periods ended December 31, 2017 and 2016)

The following table sets forth our consolidated statements of operations for the three months ended December 31, 2017 and 2016 and indicates the amount of change and percentage change between periods.

	Three Months Ended December 31, (dollars in thousands)		Increase/(Decrease)	
	2017	2016	\$	%
Consolidated Statements of Operations Data:				
Sales	\$92,660	\$64,340	\$ 28,320	44 %
Cost of sales	50,446	35,721	14,725	41 %
Gross profit	\$42,214	\$28,619	\$ 13,595	48 %
Gross margin %	45.6 %	44.5 %		
Operating expenses:				
Marketing, general and administrative and engineering	\$26,356	\$17,520	\$ 8,836	50 %
Stock compensation expense	895	837	58	7 %
Amortization of intangible assets	4,753	2,963	1,790	60 %
Income from operations	\$10,210	\$7,299	\$ 2,911	40 %
Interest expense, net:				
Interest income	161	131	30	23 %
Interest expense	(2,528 )	(765 )	(1,763 )	230 %
Loss on extinguishment of debt	(376 )	—	(376 )	100 %
Amortization of debt costs	(259 )	(97 )	(162 )	167 %