

RELIANCE STEEL & ALUMINUM CO

Form 10-Q

August 02, 2018

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2018

OR

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

For the transition period from _____ to _____

Commission file number: 001-13122

RELIANCE STEEL & ALUMINUM CO.

(Exact name of registrant as specified in its charter)

Delaware

95-1142616

(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

350 South Grand Avenue, Suite 5100

Los Angeles, California 90071

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(Address of principal executive offices, including zip code)

(213) 687-7700

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

Large accelerated filer

Accelerated filer

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 July 27, 2018, 72,350,258 shares of the registrant's common stock, \$0.001 par value, were outstanding.

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RELIANCE STEEL & ALUMINUM CO.

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PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements

RELIANCE STEEL & ALUMINUM CO.

UNAUDITED CONSOLIDATED BALANCE SHEETS

(in millions, except share and par value amounts)

	June 30, 2018	December 31, 2017*
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 124.3	\$ 154.4
Accounts receivable, less allowance for doubtful accounts of \$21.2 at June 30, 2018 and \$15.5 at December 31, 2017	1,379.2	1,087.3
Inventories	2,062.1	1,726.0
Prepaid expenses and other current assets	82.6	80.7
Income taxes receivable	—	2.9
Total current assets	3,648.2	3,051.3
Property, plant and equipment:		
Land	230.5	229.7
Buildings	1,122.6	1,095.3
Machinery and equipment	1,797.4	1,738.6
Accumulated depreciation	(1,484.1)	(1,407.3)
Property, plant and equipment, net	1,666.4	1,656.3
Goodwill	1,848.7	1,842.6
Intangible assets, net	1,101.5	1,112.1
Cash surrender value of life insurance policies, net	41.0	47.8
Other assets	46.8	40.9
Total assets	\$ 8,352.6	\$ 7,751.0
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 517.8	\$ 346.7
Accrued expenses	83.0	83.6
Accrued compensation and retirement costs	141.8	139.3
Accrued insurance costs	43.9	42.1
Current maturities of long-term debt and short-term borrowings	104.4	92.0
Income taxes payable	8.5	—

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Total current liabilities	899.4	703.7
Long-term debt	1,932.7	1,809.4
Long-term retirement costs	88.0	85.4
Other long-term liabilities	14.2	11.8
Deferred income taxes	437.5	440.8
Commitments and contingencies		
Equity:		
Preferred stock, \$0.001 par value:		
Authorized shares — 5,000,000		
None issued or outstanding	—	—
Common stock and additional paid-in capital, \$0.001 par value:		
Authorized shares — 200,000,000		
Issued and outstanding shares – 72,350,258 at June 30, 2018 and 72,609,540 at December 31, 2017	561.3	594.6
Retained earnings	4,470.6	4,144.1
Accumulated other comprehensive loss	(85.7)	(71.6)
Total Reliance stockholders' equity	4,946.2	4,667.1
Noncontrolling interests	34.6	32.8
Total equity	4,980.8	4,699.9
Total liabilities and equity	\$ 8,352.6	\$ 7,751.0

* Amounts were derived from audited financial statements.

See accompanying notes to unaudited consolidated financial statements.

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RELIANCE STEEL & ALUMINUM CO.

UNAUDITED CONSOLIDATED STATEMENTS OF INCOME

(in millions, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net sales	\$ 2,988.9	\$ 2,475.2	\$ 5,746.0	\$ 4,894.5
Costs and expenses:				
Cost of sales (exclusive of depreciation and amortization shown below)	2,071.4	1,773.1	4,008.6	3,470.8
Warehouse, delivery, selling, general and administrative	535.9	475.9	1,055.3	952.1
Depreciation and amortization	54.3	55.0	108.4	110.2
	2,661.6	2,304.0	5,172.3	4,533.1
Operating income	327.3	171.2	573.7	361.4
Other (income) expense:				
Interest expense	21.3	18.5	40.6	35.8
Other (income) expense, net	(0.6)	0.3	1.3	4.7
Income before income taxes	306.6	152.4	531.8	320.9
Income tax provision	73.5	47.6	127.6	102.7
Net income	233.1	104.8	404.2	218.2
Less: Net income attributable to noncontrolling interests	2.3	1.8	4.4	3.5
Net income attributable to Reliance	\$ 230.8	\$ 103.0	\$ 399.8	\$ 214.7
Earnings per share attributable to Reliance stockholders:				
Diluted	\$ 3.16	\$ 1.40	\$ 5.46	\$ 2.92
Basic	\$ 3.19	\$ 1.41	\$ 5.51	\$ 2.95
Cash dividends per share	\$ 0.50	\$ 0.45	\$ 1.00	\$ 0.90

See accompanying notes to unaudited consolidated financial statements.

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RELIANCE STEEL & ALUMINUM CO.

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net income	\$ 233.1	\$ 104.8	\$ 404.2	\$ 218.2
Other comprehensive (loss) income:				
Foreign currency translation (loss) gain	(11.2)	6.4	(14.1)	14.0
Pension and postretirement benefit adjustments, net of tax	—	—	—	2.3
Total other comprehensive (loss) income	(11.2)	6.4	(14.1)	16.3
Comprehensive income	221.9	111.2	390.1	234.5
Less: Comprehensive income attributable to noncontrolling interests	2.3	1.8	4.4	3.5
Comprehensive income attributable to Reliance	\$ 219.6	\$ 109.4	\$ 385.7	\$ 231.0

See accompanying notes to unaudited consolidated financial statements.

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RELIANCE STEEL & ALUMINUM CO.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

	Six Months Ended June 30,	
	2018	2017
Operating activities:		
Net income	\$ 404.2	\$ 218.2
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	108.4	110.2
Provision for uncollectible accounts	7.1	4.1
Deferred income tax benefit	(2.8)	(2.1)
Gain on sales of property, plant and equipment	(0.1)	(3.9)
Stock-based compensation expense	19.3	14.9
Other	4.1	5.6
Changes in operating assets and liabilities (excluding effect of businesses acquired):		
Accounts receivable	(295.0)	(219.5)
Inventories	(332.0)	(216.5)
Prepaid expenses and other assets	(1.5)	1.4
Accounts payable and other liabilities	185.3	102.8
Net cash provided by operating activities	97.0	15.2
Investing activities:		
Purchases of property, plant and equipment	(98.6)	(72.8)
Acquisitions, net of cash acquired	(39.6)	(1.3)
Other	9.2	7.2
Net cash used in investing activities	(129.0)	(66.9)
Financing activities:		
Net short-term debt (repayments) borrowings	(2.1)	3.3
Proceeds from long-term debt borrowings	670.0	541.0
Principal payments on long-term debt	(533.3)	(406.7)
Dividends and dividend equivalents paid	(74.6)	(66.5)
Exercise of stock options	2.8	2.8
Share repurchases	(50.0)	—
Other	(8.0)	(3.3)
Net cash provided by financing activities	4.8	70.6
Effect of exchange rate changes on cash and cash equivalents	(2.9)	4.8
(Decrease) increase in cash and cash equivalents	(30.1)	23.7
Cash and cash equivalents at beginning of year	154.4	122.8
Cash and cash equivalents at end of period	\$ 124.3	\$ 146.5
Supplemental cash flow information:		
Interest paid during the period	\$ 39.7	\$ 36.1
Income taxes paid during the period, net	\$ 114.5	\$ 107.1

See accompanying notes to unaudited consolidated financial statements.

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RELIANCE STEEL & ALUMINUM CO.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2018

1. Basis of Presentation

Principles of Consolidation

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information and with the instructions of Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary for a fair presentation with respect to the interim financial statements, have been included. The results of operations for the six months ended June 30, 2018 are not necessarily indicative of the results for the full year ending December 31, 2018. These financial statements should be read in conjunction with the consolidated financial statements and footnotes thereto for the year ended December 31, 2017, included in Reliance Steel & Aluminum Co.’s (“Reliance”, the “Company”, “we”, “our” or “us”) Annual Report on Form 10-K.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and the disclosure of contingent amounts in our consolidated financial statements and the accompanying notes. Actual results could differ from those estimates.

Our consolidated financial statements include the assets, liabilities and operating results of majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. The ownership of the other interest holders of consolidated subsidiaries is reflected as noncontrolling interests. Our investments in unconsolidated subsidiaries are recorded under the equity method of accounting.

2. Impact of Recently Issued Accounting Guidance

Impact of Recently Issued Accounting Standards—Adopted

Revenue from Contracts with Customers—In May 2014, the Financial Accounting Standards Board (“FASB”) issued accounting changes that replaced most of the detailed guidance on revenue recognition that previously existed under U.S. GAAP. Under the new standard, an entity should recognize revenue when goods or services are transferred to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. We adopted these changes as of January 1, 2018 using the modified retrospective method. See Note 4—“Revenues” for further details.

Classification of Certain Cash Receipts and Cash Payments—In August 2016, the FASB issued accounting changes that clarify the presentation and classification of certain cash receipts and payments in the statement of cash flows with the objective of reducing the existing diversity in practice with respect to eight types of cash flows. We adopted these changes as of January 1, 2018. The adoption of this standard did not have a material impact on our consolidated financial statements.

Impact of Recently Issued Accounting Standards—Not Yet Adopted

Leases—In February 2016, the FASB issued accounting changes which will require lessees to recognize most long-term leases on the balance sheet through the recognition of a right-of-use asset and a lease liability. The guidance will be effective for fiscal years and interim periods beginning after December 15, 2018, or January 1, 2019 for the Company. Early adoption is permitted. We have implemented a lease management system and are developing processes necessary to implement these accounting changes. We anticipate adopting this new standard on January 1, 2019 with modified retrospective application, using the available practical expedients. We expect the adoption of these accounting changes will materially increase our assets and liabilities, but will not have a material impact on our net income, equity, or cash

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flows. We are unable to quantify the ultimate impact of adopting this new standard at this time as the actual impact will depend on the total amount of our lease commitments as of the adoption date.

Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income—In February 2018, the FASB issued accounting changes that allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017 (“Tax Reform”). The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted in any interim period. The adoption of this standard will not have a material impact on our consolidated financial statements.

3. Acquisitions

On March 1, 2018, we acquired DuBose National Energy Services, Inc. (“DuBose Energy”) and its affiliate, DuBose National Energy Fasteners & Machined Parts, Inc. (“DuBose Fasteners” and, together with DuBose Energy, “DuBose”). DuBose was founded in 1990 and is headquartered in Clinton, North Carolina. DuBose specializes in fabrication, supply and distribution of metal and metal products to the nuclear industry, including utilities, component manufacturers and contractors. DuBose’s net sales during the period from March 1, 2018 to June 30, 2018 were \$9.1 million.

On October 2, 2017, through our wholly owned subsidiary Diamond Manufacturing Company, we acquired Ferguson Perforating Company (“Ferguson”). Ferguson, headquartered in Providence, Rhode Island, specializes in manufacturing highly engineered and complex perforated metal parts for diverse end markets including industrial machinery, automotive, aerospace, sugar products and consumer electronics manufacturers. Ferguson’s net sales were \$19.4 million for the six months ended June 30, 2018.

We funded our acquisitions of DuBose and Ferguson with borrowings on our revolving credit facility and cash on hand.

The acquisitions discussed in this note have been accounted for under the acquisition method of accounting and, accordingly, the respective purchase price has been allocated to the assets acquired and liabilities assumed based on their estimated fair values at the date of each acquisition. The accompanying consolidated statements of income include the revenues and expenses of each acquisition since its respective acquisition date. The consolidated balance sheets reflect the allocation of each acquisition’s purchase price as of June 30, 2018 and December 31, 2017, as applicable. The purchase price allocation for our acquisition of DuBose is preliminary and is pending the completion of pre-acquisition period income tax returns. The measurement periods for purchase price allocations do not exceed 12 months from the acquisition date.

4. Revenues

Revenue from Contracts with Customers

On January 1, 2018, we adopted new accounting guidance relating to the recognition of revenue from contracts with our customers using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. We did not record a cumulative-effect adjustment to retained earnings upon adoption and comparable period financial statement amounts have not been adjusted. Our reported results for the six months ended June 30, 2018 would not have been different if reported under the previous accounting standard.

Revenue Recognition

We recognize revenue when control of metal products or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. There are no significant judgments or estimates made to determine the amount or timing of our reported revenues. The amount of transaction price associated with unperformed performance obligations and the amount of our contract balances is not significant.

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The following table presents our sales disaggregated by product and service. Certain sales taxes or value-added taxes collected from customers are excluded from our reported sales.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
	(in millions)			
Carbon Steel	\$ 1,642.2	\$ 1,331.8	\$ 3,103.4	\$ 2,617.3
Aluminum	570.0	487.8	1,120.2	970.9
Stainless Steel	428.7	348.0	831.9	695.3
Alloy	172.5	145.8	341.5	291.1
Toll processing and logistics	104.3	85.8	205.4	173.0
Other and eliminations	71.2	76.0	143.6	146.9
Total	\$ 2,988.9	\$ 2,475.2	\$ 5,746.0	\$ 4,894.5

Metal Sales

Metal product sales represented approximately 94% of our revenues for the six months ended June 30, 2018. We have minimal contract sales with our customers as we primarily sell our inventories in the “spot market” under fixed price sales orders. The contracts with our customers generally have only one performance obligation. Control of the metal products we sell transfers to our customers upon delivery for orders with FOB destination terms or upon shipment for orders with FOB shipping point terms. Shipping and handling charges to our customers are included in net sales. We account for all shipping and handling of our products as fulfillment activities and not as a promised good or service. Costs incurred in connection with the shipping and handling of our products are typically included in operating expenses whether we use a third-party carrier or our own trucks. Shipment and delivery of our orders generally occur on the same day due to the close proximity of our customers and our metals service center locations.

Toll Processing and Logistics

Toll processing services relate to the processing of customer-owned metal. Logistics services primarily include transportation services for metal we toll-process. Revenue for these services is recognized over time as the toll processing or logistics services are performed. These services are generally short-term in nature with the service being performed in less than one day.

Seasonality

Some of our customers are in seasonal businesses, especially customers in the construction industry and related businesses. However, our overall operations have not shown any material seasonal trends as a result of our geographic, product and customer diversity. Typically, revenues in the months of July, November and December have been lower than in other months because of a reduced number of working days for shipments of our products, resulting from holidays observed by the Company as well as vacation and extended holiday closures at some of our customers.

5. Goodwill

The change in the carrying amount of goodwill is as follows:

	(in millions)
Balance at January 1, 2018	\$ 1,842.6
Acquisition	9.1
Effect of foreign currency translation	(3.0)
Balance at June 30, 2018	\$ 1,848.7

We had no accumulated impairment losses related to goodwill at June 30, 2018.

The goodwill recorded from our acquisition of DuBose is tax deductible.

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6. Intangible Assets, net

Intangible assets, net consisted of the following:

		June 30, 2018		December 31, 2017	
	Weighted Average Amortizable Life in Years	Gross Carrying Amount (in millions)	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Intangible assets subject to amortization:					
Covenants not to compete	4.8	\$ 0.8	\$ (0.5)	\$ 0.8	\$ (0.4)
Customer lists/relationships	14.5	751.1	(413.3)	745.0	(391.3)
Software	10.0	8.1	(8.1)	8.1	(8.1)
Other	4.7	5.9	(5.7)	6.3	(5.9)
		765.9	(427.6)	760.2	(405.7)
Intangible assets not subject to amortization:					
Trade names		763.2	—	757.6	—
		\$ 1,529.1	\$ (427.6)	\$ 1,517.8	\$ (405.7)

Intangible assets recorded in connection with our acquisition of DuBose were \$15.7 million as of June 30, 2018 (see Note 3—"Acquisitions"). A total of \$6.6 million was allocated to the trade names acquired, which is not subject to amortization.

We recognized amortization expense for intangible assets of \$23.7 million and \$26.7 million for the six months ended June 30, 2018 and 2017, respectively. Foreign currency translation losses related to intangible assets, net, were \$2.3 million during the six months ended June 30, 2018.

The following is a summary of estimated aggregate amortization expense for the remaining six months of 2018 and each of the succeeding five years:

	(in millions)
2018 (remaining six months)	\$ 23.7
2019	47.3
2020	47.3

2021	43.2
2022	35.1
2023	29.1

7. Debt

Debt consisted of the following:

	June 30, 2018	December 31, 2017
	(in millions)	
Unsecured revolving credit facility due September 30, 2021	\$ 690.0	\$ 538.0
Unsecured term loan due from September 28, 2018 to September 30, 2021	547.5	562.5
Senior unsecured notes due April 15, 2023	500.0	500.0
Senior unsecured notes due November 15, 2036	250.0	250.0
Other notes and revolving credit facilities	61.4	64.0
Total	2,048.9	1,914.5
Less: unamortized discount and debt issuance costs	(11.8)	(13.1)
Less: amounts due within one year and short-term borrowings	(104.4)	(92.0)
Total long-term debt	\$ 1,932.7	\$ 1,809.4

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Unsecured Credit Facility

On September 30, 2016, we entered into a \$2.1 billion unsecured five-year credit agreement (“Credit Agreement”) comprised of a \$1.5 billion unsecured revolving credit facility and a \$600.0 million unsecured term loan, with an option to increase the revolving credit facility up to an additional \$500.0 million at our request, subject to approval of the lenders and certain other customary conditions. The term loan due September 30, 2021 amortizes in quarterly installments, with an annual amortization of 5% through September 2018 and 10% thereafter until June 2021, with the balance to be paid at maturity. Interest on borrowings from the revolving credit facility and term loan at June 30, 2018 was at variable rates based on LIBOR plus 1.25% or the bank prime rate plus 0.25% and included a commitment fee at an annual rate of 0.15% on the unused portion of the revolving credit facility. The applicable margins over LIBOR and base rate borrowings, along with commitment fees, are subject to adjustment every quarter based on our leverage ratio, as defined in the Credit Agreement. All borrowings under the Credit Agreement may be prepaid without penalty.

Weighted average interest rates on borrowings outstanding on the revolving credit facility were 3.40% and 2.96% as of June 30, 2018 and December 31, 2017, respectively. Weighted average interest rates on borrowings outstanding on the term loan were 3.34% and 2.82% as of June 30, 2018 and December 31, 2017, respectively. As of June 30, 2018, we had \$690.0 million of outstanding borrowings, \$49.2 million of letters of credit issued and \$760.8 million available for borrowing on the revolving credit facility.

Senior Unsecured Notes

On November 20, 2006, we entered into an indenture (the “2006 Indenture”), for the issuance of \$600.0 million of unsecured debt securities. The total debt issued was comprised of two tranches, (a) \$350.0 million aggregate principal amount of senior unsecured notes bearing interest at the rate of 6.20% per annum, which matured and were repaid on November 15, 2016 and (b) \$250.0 million aggregate principal amount of senior unsecured notes bearing interest at the rate of 6.85% per annum, maturing on November 15, 2036.

On April 12, 2013, we entered into an indenture (the “2013 Indenture” and, together with the 2006 Indenture, the “Indentures”), for the issuance of \$500.0 million aggregate principal amount of senior unsecured notes at the rate of 4.50% per annum, maturing on April 15, 2023.

Under the Indentures, the notes are senior unsecured obligations and rank equally in right of payment with all of our existing and future unsecured and unsubordinated obligations. If we experience a change in control accompanied by a downgrade in our credit rating, we will be required to repurchase the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest.

Other Notes and Revolving Credit Facilities

Revolving credit facilities with a combined credit limit of approximately \$63.0 million are in place for operations in Asia and Europe with combined outstanding balances of \$51.3 million and \$53.9 million as of June 30, 2018 and December 31, 2017, respectively.

Various industrial revenue bonds had combined outstanding balances of \$10.1 million as of June 30, 2018 and December 31, 2017, and have maturities through 2027.

Covenants

The Credit Agreement and the Indentures include customary representations, warranties, covenants, acceleration, indemnity and events of default provisions. The covenants under the Credit Agreement include, among other things, two financial maintenance covenants that require us to comply with a minimum interest coverage ratio and a maximum leverage ratio.

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8. Income Taxes

Our effective income tax rates for the three-month periods ended June 30, 2018 and 2017 were 24.0% and 31.2%, respectively. Our effective income tax rates for the six-month periods ended June 30, 2018 and 2017 were 24.0% and 32.0%, respectively. Our 2018 three-month and six-month period effective income tax rates were favorably impacted by the Tax Cuts and Jobs Act of 2017 (“Tax Reform”), which included significant changes to the taxation of U.S. corporations, including a reduction of the U.S. federal statutory rate from 35% to 21%, effective January 1, 2018. Based on our preliminary assessment of the impact of Tax Reform, we recognized a one-time, provisional net tax benefit of \$207.3 million in the fourth quarter of 2017, primarily related to the remeasurement of deferred tax assets and liabilities at the lowered federal statutory tax rate, which was partially offset by repatriation and related liabilities. Given the substantial changes to the Internal Revenue Code as a result of Tax Reform, our estimated financial impacts from Tax Reform are subject to further analysis, interpretation and clarification of the new law, which could result in changes to our estimates in future quarters in 2018. We did not make an adjustment during the six months ended June 30, 2018 to our provisional estimate recognized in 2017. State income taxes offset by the effects of company-owned life insurance policies mainly accounted for the difference between our effective income tax rate and the federal statutory rate for the six months ended June 30, 2018.

9. Equity

Common Stock and Share Repurchase Plan

On October 20, 2015, our Board of Directors increased the number of shares authorized to be repurchased under our share repurchase plan by 7.5 million shares and extended the duration of the plan through December 31, 2018. We repurchase shares through open market purchases under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). During the six months ended June 30, 2018, we repurchased 592,564 shares of our common stock at an average cost of \$84.38 per share for a total of \$50.0 million. Since initiating the share repurchase plan in 1994, we have repurchased approximately 23.1 million shares at an average cost of \$32.94 per share. As of June 30, 2018, we had authorization under the plan to purchase approximately 7.5 million shares, or about 10% of our current outstanding shares. Repurchased and subsequently retired shares are restored to the status of authorized but unissued shares.

Common stock and additional paid-in capital activity included the following:

Three Months Ended June 30, 2018	Six Months Ended June 30, 2018
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			Weighted Average Exercise Price		Weighted Average Exercise Price
	Shares (in millions, except share amounts)	Amount	Price	Shares (in millions, except share amounts)	Amount
Stock-based compensation(1)	15,574	\$ 12.9		285,007	\$ 13.9
Stock options exercised	—	—		48,275	2.8
Share repurchases	—	—		(592,564)	(50.0)
Total	15,574	\$ 12.9		(259,282)	\$ (33.3)

(1) The six months ended June 30, 2018 amount is comprised of stock-based compensation expense of \$19.3 million reduced by \$5.4 million of payments we made to tax authorities on our employees' behalf for shares withheld related to net share settlements.

Dividends

On July 25, 2018, our Board of Directors declared the 2018 third quarter cash dividend of \$0.50 per share. The dividend is payable on September 7, 2018 to stockholders of record as of August 17, 2018.

During the second quarters of 2018 and 2017, we declared and paid quarterly dividends of \$0.50 and \$0.45 per share, or \$36.1 million and \$32.8 million in total, respectively. During the six months ended June 30, 2018 and 2017, we declared

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and paid quarterly dividends of \$1.00 and \$0.90 per share, or \$72.6 million and \$65.6 million in total, respectively. During the six months ended June 30, 2018 and 2017, we paid \$2.0 million and \$0.9 million in dividend equivalents with respect to vested restricted stock units (“RSUs”), respectively.

Stock-Based Compensation

We make annual grants of long-term incentive awards to officers and key employees in the forms of service-based and performance-based RSUs that generally have approximately 3-year vesting periods. The performance-based RSU awards are subject to both service and performance goal criteria. We also make annual grants of stock to the non-employee members of the Board of Directors that include dividend rights and vest immediately upon grant. The fair value of the RSUs and stock grants is determined based on the closing stock price of our common stock on the grant date.

A summary of the status of our unvested service-based and performance-based RSUs as of June 30, 2018 and changes during the six-month period then ended is as follows:

		Weighted Average Grant Date Fair Value
Unvested Shares	Shares	
Unvested at January 1, 2018	924,575	\$ 74.09
Granted ⁽¹⁾	474,715	84.26
Vested	(3,362)	71.72
Cancelled or forfeited	(13,318)	74.93
Unvested at June 30, 2018	1,382,610	\$ 77.58
Shares reserved for future grants (all plans)	1,368,824	

⁽¹⁾ 474,715 RSUs, including 178,970 performance-based RSUs, were granted in March 2018.

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss included the following:

	Foreign Currency Translation Loss (in millions)	Pension and Postretirement Benefit Adjustments, Net of Tax	Accumulated Other Comprehensive Loss
Balance as of January 1, 2018	\$ (51.1)	\$ (20.5)	\$ (71.6)
Current-period change	(14.1)	—	(14.1)
Balance as of June 30, 2018	\$ (65.2)	\$ (20.5)	\$ (85.7)

Foreign currency translation adjustments have not been adjusted for income taxes. Pension and postretirement benefit adjustments are net of taxes of \$13.6 million as of June 30, 2018 and December 31, 2017.

10. Commitments and Contingencies

Environmental Contingencies

We are currently involved with an environmental remediation project related to activities at former manufacturing operations of Earle M. Jorgensen Company (“EMJ”), our wholly owned subsidiary, which operations were sold many years prior to our acquisition of EMJ in 2006. Although the potential cleanup costs could be significant, EMJ maintained insurance policies during the time it owned the manufacturing operations that have covered costs incurred to date, and are expected to continue to cover the majority of the related costs. We do not expect that this obligation will have a material adverse impact on our consolidated financial position, results of operations or cash flows.

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Legal Matters

From time to time, we are named as a defendant in legal actions. Generally, these actions arise in the ordinary course of business. We are not currently a party to any pending legal proceedings other than routine litigation incidental to the business. We expect that these matters will be resolved without having a material adverse effect on our results of operations, financial condition or cash flows. We maintain general liability insurance against risks arising out of our normal course of business.

11. Earnings Per Share

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(in millions, except share and per share amounts)			
Numerator:				
Net income attributable to Reliance	\$ 230.8	\$ 103.0	\$ 399.8	\$ 214.7
Denominator:				
Weighted average shares outstanding	72,343,422	72,891,406	72,579,567	72,866,779
Dilutive effect of stock-based awards	644,376	609,295	638,203	591,391
Weighted average diluted shares outstanding	72,987,798	73,500,701	73,217,770	73,458,170
Earnings per share attributable to Reliance stockholders:				
Diluted	\$ 3.16	\$ 1.40	\$ 5.46	\$ 2.92
Basic	\$ 3.19	\$ 1.41	\$ 5.51	\$ 2.95

Potentially dilutive securities whose effect would have been antidilutive were not significant for the three-month and six-month periods ended June 30, 2018 and 2017.

12. Subsequent Events

On August 1, 2018, we acquired KMS Fab, LLC and KMS South, Inc. (collectively, “KMS” or “the KMS Companies”). The KMS Companies specialize in precision sheet metal fabrication ranging from prototypes to large production runs which utilize a wide variety of metals and fabrication methods including: laser cutting, stamping, turret punching, machining, powder coating and welding. For the fiscal year ended December 31, 2017, the KMS Companies’ combined net sales were \$23.3 million.

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RELIANCE STEEL & ALUMINUM CO.

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

This report contains certain statements that are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Our forward-looking statements may include, but are not limited to, discussions of our industry, our end markets, our business strategies and our expectations concerning future demand and our results of operations, margins, profitability, impairment charges, taxes, liquidity, litigation matters and capital resources. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” and “continue,” the negative of these terms, and similar expressions. statements contained in this report, other than statements of historical fact, are forward-looking statements. These forward-looking statements are based on management's estimates, projections and assumptions as of the date of such statements.

Forward-looking statements involve known and unknown risks and uncertainties and are not guarantees of future performance. Actual outcomes and results may differ materially from what is expressed or forecasted in these forward-looking statements as a result of various important factors, including, but not limited to, those disclosed in this report and in other reports we have filed with the Securities and Exchange Commission (the “SEC”). As a result, these statements speak only as of the date that they were made, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. Important risks and uncertainties about our business can be found in Item 1A “Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC, and such risk factors may be updated from time to time, including in Item 1A “Risk Factors” of this Quarterly Report on Form 10-Q.

Overview

We had strong operational execution in the three-month and six-month periods ended June 30, 2018, resulting in our highest quarterly sales, gross profit and pre-tax income in our history. Net sales for the second quarter of 2018 were \$2.99 billion, up 20.8% from \$2.48 billion in the second quarter of 2017. During the six-month period ended June 30, 2018, net sales were \$5.75 billion, up 17.4% from \$4.89 billion in the same period in 2017. Solid demand, coupled with favorable pricing impacts attributable to Section 232 of the Trade Expansion Act of 1962 (“Section 232”) tariffs, continued the positive pricing momentum experienced in the first quarter of 2018 into the second quarter of 2018, which resulted in pricing levels being significantly higher for almost every product we sell in the three-month and six-month periods ended June 30, 2018 compared to the same periods in 2017. Pricing levels gained strength throughout the 2018 second quarter, which drove our gross profit margins of 30.7% and 30.2% in the three-month and six-month periods ended June 30, 2018, respectively. We achieved several successes in the three-month and six-month periods ended June 30, 2018, including:

- Net sales of \$2.99 billion in the second quarter of 2018, the highest in our history, increased \$513.7 million, or 20.8%, compared to the second quarter of 2017;
- Our gross profit margin of 30.7% in the second quarter of 2018 resulted in our highest ever quarterly gross profit dollars of \$917.5 million. Our gross profit margins of 30.7% and 30.2% for the three-month and six month periods ended June 30, 2018, respectively, exceeded our estimated range of 27% to 29%;
- Pre-tax income of \$306.6 million in the second quarter of 2018, the highest in our history, was more than double our pre-tax income of \$152.4 million in the second quarter of 2017. Our pre-tax income of \$531.8 million for the six-months ended June 30, 2018 increased \$210.9 million, or 65.7%, from \$320.9 million in the same period in 2017; and
- Our earnings per diluted share of \$3.16 in the second quarter of 2018 were the second highest in our history, surpassed only by the fourth quarter of 2017, which included a significant benefit from tax reform.

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Our same-store tons sold increased 2.7% and 3.1% in the three-month and six-month periods ended June 30, 2018, respectively, compared to the same periods in 2017, due to continuing solid demand conditions.

Our same-store average selling price per ton sold in the three-month and six-month periods ended June 30, 2018 increased 17.7% and 13.9%, respectively, compared to the same periods in 2017. Our same-store average selling price per ton sold has increased sequentially in each of the past nine quarters, with the most significant price increases for certain carbon and stainless steel products. In the first quarter of 2018, pricing increased rapidly due to strong demand and accelerated Section 232 activity which drove higher metal pricing on nearly every product we sell. This trend continued throughout the second quarter of 2018 with increased prices in each month of the quarter across all of our major commodities.

Our S,G&A expense as a percent of sales of 17.9% and 18.4% in the three-month and six-month periods ended June 30, 2018, respectively, decreased from 19.2% and 19.5% in the same 2017 periods, respectively, due to higher metals pricing and higher tons sold that increased our sales levels.

Due to our higher average selling prices and shipment levels, along with our strong gross profit margin and effective working capital management, we generated cash flow from operations of \$97.0 million in the six months ended June 30, 2018, up from \$15.2 million in the same period of 2017, despite significantly higher working capital requirements. As of June 30, 2018, our net debt-to-total capital ratio was 27.9%, up from 27.2% as of December 31, 2017. We believe we have sufficient liquidity as of June 30, 2018, with approximately \$760.8 million available for borrowing on our revolving credit facility.

We believe that our exposure to diverse end markets, broad product base and wide geographic footprint will continue to mitigate earnings volatility compared to many of our competitors.

We will continue to focus on working capital management and maximizing profitability of our existing businesses, as well as executing our proven growth strategies and stockholder return activities.

Acquisitions

On August 1, 2018, we acquired KMS Fab, LLC and KMS South, Inc. (collectively, “KMS” or “the KMS Companies”). The KMS Companies specialize in precision sheet metal fabrication ranging from prototypes to large production runs which utilize a wide variety of metals and fabrication methods including: laser cutting, stamping, turret punching, machining, powder coating and welding. For the fiscal year ended December 31, 2017, the KMS Companies’ combined net sales were \$23.3 million.

On March 1, 2018, we acquired DuBose National Energy Services, Inc. (“DuBose Energy”) and its affiliate, DuBose National Energy Fasteners & Machined Parts, Inc. (“DuBose Fasteners” and, together with DuBose Energy, “DuBose”). DuBose was founded in 1990 and is headquartered in Clinton, North Carolina. DuBose specializes in fabrication, supply and distribution of metal and metal products to the nuclear industry, including utilities, component manufacturers and contractors. DuBose’s net sales during the period from March 1, 2018 to June 30, 2018 were \$9.1 million.

On October 2, 2017, through our wholly owned subsidiary Diamond Manufacturing Company, we acquired Ferguson Perforating Company (“Ferguson”). Ferguson, headquartered in Providence, Rhode Island, specializes in manufacturing highly engineered and complex perforated metal parts for diverse end markets including industrial machinery, automotive, aerospace, sugar producers and consumer electronics manufacturers. Ferguson’s net sales were \$19.4 million for the six months ended June 30, 2018.

We funded our 2018 and 2017 acquisitions with borrowings on our revolving credit facility and cash on hand.

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Three Months and Six Months Ended June 30, 2018 Compared to Three Months and Six Months Ended June 30, 2017

The following table sets forth certain income statement data for the three-month and six-month periods ended June 30, 2018 and 2017 (dollars are shown in millions and certain amounts may not calculate due to rounding):

	Three Months Ended June 30, 2018			2017			Six Months Ended June 30, 2018			2017		
	\$	% of Net Sales	%	\$	% of Net Sales	%	\$	% of Net Sales	%	\$	% of Net Sales	%
Net sales	\$ 2,988.9	100.0	%	\$ 2,475.2	100.0	%	\$ 5,746.0	100.0	%	\$ 4,894.5	100.0	%
Cost of sales (exclusive of depreciation and amortization expense shown below)	2,071.4	69.3		1,773.1	71.6		4,008.6	69.8		3,470.8	70.9	
Gross profit (1)	917.5	30.7		702.1	28.4		1,737.4	30.2		1,423.7	29.1	
Warehouse, delivery, selling, general and administrative expense ("S,G&A")	535.9	17.9		475.9	19.2		1,055.3	18.4		952.1	19.5	
Depreciation expense	42.4	1.4		41.7	1.7		84.7	1.5		83.5	1.7	
Amortization expense	11.9	0.4		13.3	0.5		23.7	0.4		26.7	0.5	
Operating income	\$ 327.3	11.0	%	\$ 171.2	6.9	%	\$ 573.7	10.0	%	\$ 361.4	7.4	%

(1) Gross profit, calculated as net sales less cost of sales, and gross profit margin, calculated as gross profit divided by net sales, are non-GAAP financial measures as they exclude depreciation and amortization expense associated with the corresponding sales. About half of our orders are basic distribution with no processing services performed. For the remainder of our sales orders, we perform "first-stage" processing, which is generally not labor intensive as we are simply cutting the metal to size. Because of this, the amount of related labor and overhead, including depreciation and amortization, is not significant and is excluded from our cost of sales. Therefore, our cost of sales is substantially comprised of the cost of the material we sell. We use gross profit and gross profit margin as shown above as measures of operating performance. Gross profit and gross profit margin are important operating and financial measures, as their fluctuations can have a significant impact on our earnings. Gross profit and gross profit margin, as presented, are not necessarily comparable with similarly titled measures for other companies.

Net Sales

	June 30, 2018 (in millions)	2017	Dollar Change	Percentage Change	
Net sales (three months ended)	\$ 2,988.9	\$ 2,475.2	\$ 513.7	20.8	%
Net sales (six months ended)	\$ 5,746.0	\$ 4,894.5	\$ 851.5	17.4	%
Net sales, same-store (three months ended)	\$ 2,972.3	\$ 2,475.2	\$ 497.1	20.1	%
Net sales, same-store (six months ended)	\$ 5,717.5	\$ 4,894.5	\$ 823.0	16.8	%

	June 30, 2018 (in thousands)	2017	Tons Change	Percentage Change	
Tons sold (three months ended)	1,584.5	1,540.3	44.2	2.9	%
Tons sold (six months ended)	3,180.2	3,080.7	99.5	3.2	%
Tons sold, same-store (three months ended)	1,581.5	1,540.3	41.2	2.7	%
Tons sold, same-store (six months ended)	3,175.2	3,080.7	94.5	3.1	%

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	June 30, 2018	2017	Price Change	Percentage Change	
Average selling price per ton sold (three months ended)	\$ 1,890	\$ 1,600	\$ 290	18.1	%
Average selling price per ton sold (six months ended)	\$ 1,807	\$ 1,581	\$ 226	14.3	%
Average selling price per ton sold, same-store (three months ended)	\$ 1,883	\$ 1,600	\$ 283	17.7	%
Average selling price per ton sold, same-store (six months ended)	\$ 1,801	\$ 1,581	\$ 220		