

MILLER INDUSTRIES INC /TN/  
Form 10-Q  
May 08, 2013

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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 March 31, 2013  
ended

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 001-14124

MILLER INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)

Tennessee  
(State or other jurisdiction of incorporation or organization)

62-1566286  
(I.R.S. Employer Identification No.)

8503 Hilltop Drive  
Ooltewah, Tennessee  
(Address of principal executive offices)

37363  
(Zip Code)

(423) 238-4171  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

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

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

Yes  No

The number of shares outstanding of the registrant's common stock, par value \$.01 per share, as of May 1, 2013 was 11,232,929.

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FORWARD-LOOKING STATEMENTS

Certain statements in this Form 10-Q, including but not limited to statements made in Part I, Item 2—"Management's Discussion and Analysis of Financial Condition and Results of Operations," may be deemed to be forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the use of words such as "may," "will," "should," "could," "continue," "future," "potential," "believe," "pro," "intend," "seek," "estimate," "predict," "expect," "anticipate" and similar expressions, or the negative of such words, or comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. Such forward-looking statements are made based on our management's beliefs as well as assumptions made by, and information currently available to, our management. These forward-looking statements are subject to a number of risks and uncertainties, including, economic and market conditions; the risks related to the general economic health of our customers; the success and timing of existing and additional export and governmental orders; our customers' access to capital and credit to fund purchases, including the ability of our customers to secure floor plan financing; changes in fuel and other transportation costs; the cyclical nature of our industry; our dependence on outside suppliers of raw materials; changes in the cost of aluminum, steel and related raw materials; and those other risks referenced herein, including those risks referred to in Part II, Item 1A—"Risk Factors" and those risks discussed in our other filings with the Securities and Exchange Commission, including those risks discussed under the caption "Risk Factors" in our Annual Report on Form 10-K for fiscal 2012, which discussion is incorporated herein by this reference. Such factors are not exclusive. We do not undertake to update any forward-looking statement that may be made from time to time by, or on behalf of, our company.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

MILLER INDUSTRIES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	March 31, 2013 (Unaudited)	December 31, 2012
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and temporary investments	\$47,427	\$48,591
Accounts receivable, net of allowance for doubtful accounts of \$1,657 and \$1,614 at March 31, 2013 and December 31, 2012, respectively	64,133	59,113
Inventories	49,973	45,045
Prepaid expenses	3,350	1,951
Current deferred income taxes	3,578	3,581
Total current assets	168,461	158,281
PROPERTY, PLANT, AND EQUIPMENT, net	32,089	32,188
GOODWILL	11,619	11,619
OTHER ASSETS	286	263
	<b>\$212,455</b>	<b>\$202,351</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$39,745	\$30,745
Accrued liabilities	13,101	12,358
Total current liabilities	52,846	43,103
DEFERRED INCOME TAX LIABILITIES	1,758	1,758
COMMITMENTS AND CONTINGENCIES (Notes 6 and 8)		
<b>SHAREHOLDERS' EQUITY:</b>		
Preferred stock, \$.01 par value; 5,000,000 shares authorized, none issued or outstanding	---	---
Common stock, \$.01 par value; 100,000,000 shares authorized, 11,232,929 and 11,158,631 outstanding at March 31, 2013 and December 31, 2012, respectively	112	112
Additional paid-in capital	149,294	148,688
Accumulated earnings	8,519	8,760
Accumulated other comprehensive income (loss)	23	(70 )
Total Miller Industries, Inc. shareholders' equity	157,948	157,490
Noncontrolling interests	(97 )	---
Total Shareholders' equity	\$157,851	\$157,490
	<b>\$212,455</b>	<b>\$202,351</b>

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

MILLER INDUSTRIES, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)  
 (Unaudited)

	Three Months Ended March 31	
	2013	2012
NET SALES	\$84,950	\$94,957
COSTS OF OPERATIONS	76,316	84,073
GROSS PROFIT	8,634	10,884
OPERATING EXPENSES:		
Selling, general and administrative expenses	6,699	7,002
Interest expense, net	67	217
Other (income) expense	(23	) 336
Total operating expenses	6,743	7,555
CONSOLIDATED INCOME BEFORE INCOME TAXES	1,891	3,329
CONSOLIDATED INCOME TAX PROVISION	684	1,319
CONSOLIDATED NET INCOME	1,207	2,010
NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS	121	---