STARRETT L S CO Form 10-Q October 27, 2016 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

September 30, 2016

ended

OR

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

For the transition period

to

from

Commission file number 1-367

THE L. S. STARRETT COMPANY

(Exact name of registrant as specified in its charter)

MASSACHUSETTS

04-1866480

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

121 CRESCENT STREET, ATHOL, MASSACHUSETTS 01331-1915

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including 978-249-3551

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

YES NO

files).

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of

"accelerated filer,"
"large accelerated
filer" and "smaller
reporting company"
in Rule 12b-2 of
the Exchange
Act. (Check One):

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

Common Shares outstanding as of

October 27, 2016

Class A Common Shares

6,279,715

Class B Common Shares

767,527

I

THE L. S. STARRETT COMPANY

CONTENTS

			Page No.
Part I.	Financial Information:		
	Item 1.	Financial Statements	
		Consolidated Balance Sheets – September 30, 2016 (unaudited) and June 30, 2016	3
		Consolidated Statements of Operations – three months ended September 30, 2016 and September 30, 2015 (unaudited)	4
		Consolidated Statements of Comprehensive Loss – three months ended September 30, 2016 and September 30, 2015 (unaudited)	
		Consolidated Statements of Stockholders' Equity – three months ended September 30, 2016 (unaudited)	6
		Consolidated Statements of Cash Flows - three months ended September 30, 2016 and September 30, 2015 (unaudited)	7
		Notes to Unaudited Consolidated Financial Statements	8-12
	Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	12-14
	Item 3.	Quantitative and Qualitative Disclosures About Market Risk	14
	Item 4.	Controls and Procedures	14
Part II.	Other Information:		
	Item 1A.	Risk Factors	15

	Item 6.	Exhibits	15
SIGNATUR	ES		16
2			

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE L. S. STARRETT COMPANY

Consolidated Balance Sheets

(in thousands except share data)

(
	September 30,	June 30,
	2016	2016
	(unaudited)	
ASSETS		
Current assets:		
Cash	\$ 21,307	\$19,794
Accounts receivable (less allowance for doubtful accounts of \$843 and \$887, respectively)	27,360	34,367
Inventories	59,018	56,321
Current deferred income tax assets	-	4,518
Prepaid expenses and other current assets	7,808	5,911
Total current assets	115,493	120,911
Property, plant and equipment, net	39,983	41,010
Income taxes receivable	2,603	2,655
Deferred income tax assets	29,266	25,284
Intangible assets, net	6,309	6,490
Goodwill	3,034	3,034
Other assets	2,224	2,214
Total assets	\$ 198,912	\$201,598
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable and current maturities of long-term debt	\$ 1,560	\$1,543
Accounts payable	8,538	8,981
Accrued expenses	5,570	6,372
Accrued compensation	4,501	4,922
Total current liabilities	20,169	21,818
Long-term debt, net of current portion	16,713	17,109
Other income tax obligations	4,398	3,813
Deferred income tax liabilities	-	187

Postretirement benefit and pension obligations		67,158
Total liabilities	107,988	110,085
Stockholders' equity:		
Class A Common stock \$1 par (20,000,000 shares authorized; 6,273,574 outstanding at	6,274	6,250
September 30, 2016 and 6,249,563 outstanding at June 30, 2016)		0,230
Class B Common stock \$1 par (10,000,000 shares authorized; 768,336 outstanding at		773
September 30, 2016 and 772,742 outstanding at June 30, 2016)		
Additional paid-in capital	55,376	55,227
Retained earnings	81,286	81,228
Accumulated other comprehensive loss	(52,780)	(51,965)
Total stockholders' equity	90,924	91,513
Total liabilities and stockholders' equity	\$ 198,912	\$201,598

See Notes to Unaudited Consolidated Financial Statements

3

THE L. S. STARRETT COMPANY

Consolidated Statements of Operations

(in thousands except per share data) (unaudited)

3 Months Ended 9/30/2015