

NATIONAL PRESTO INDUSTRIES INC  
Form 10-Q  
November 09, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-Q

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QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED September 30, 2018

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 1-2451

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NATIONAL PRESTO INDUSTRIES, INC.

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(Exact name of registrant as specified in its charter)

WISCONSIN 39-0494170  
(State or other jurisdiction of incorporation (I.R.S. Employer Identification No.)

or organization)

3925 NORTH HASTINGS WAY  
EAU CLAIRE, WISCONSIN 54703-3703  
(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code) 715-839-2121

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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 every Interactive Data File required to be submitted 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 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 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

There were 6,979,601 shares of the Issuer's Common Stock outstanding as of November 1, 2018.

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TABLE OF CONTENTS	
<u>PART I – FINANCIAL INFORMATION</u>	3
<u>Item 1 – Financial Statements</u>	3
<u>Condensed Consolidated Balance Sheets</u>	3
<u>Consolidated Statements of Comprehensive Income</u>	5
<u>Consolidated Statements of Cash Flows</u>	6
<u>Notes to Consolidated Financial Statements</u>	7
<u>Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	14
<u>Item 3 – Quantitative and Qualitative Disclosures About Market Risk</u>	18
<u>Item 4 – Controls and Procedures</u>	18
<u>PART II – OTHER INFORMATION</u>	19
<u>Item 1 – Legal Proceedings</u>	19
<u>Item 6 – Exhibits</u>	19
<u>SIGNATURES</u>	20
CERTIFICATIONS	21

## PART I – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## NATIONAL PRESTO INDUSTRIES, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

September 30, 2018 and December 31, 2017

(Dollars in thousands)

	September 30, 2018 (Unaudited)		December 31, 2017	
<b>ASSETS</b>				
<b>CURRENT ASSETS:</b>				
Cash and cash equivalents		\$ 80,538		\$ 11,222
Marketable securities		102,516		144,252
Accounts receivable, net		43,771		65,220
Inventories:				
Finished goods	\$ 32,772		\$ 27,242	
Work in process	58,818		72,219	
Raw materials	6,033	97,623	4,978	104,439
Income tax receivable		2,057		-
Assets held for sale		528		6,189
Other current assets		6,649		7,186
Total current assets		333,682		338,508
<b>PROPERTY, PLANT AND EQUIPMENT</b>	\$ 107,119		\$ 103,538	
Less allowance for depreciation	60,896	46,223	58,370	45,168
<b>GOODWILL</b>		11,485		11,485
<b>INTANGIBLE ASSETS, net</b>		1,118		3,330
<b>NOTES RECEIVABLE</b>		6,912		6,750
<b>DEFERRED INCOME TAXES</b>		986		995
<b>OTHER ASSETS</b>		3,966		5,637
		\$ 404,372		\$ 411,873

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



## NATIONAL PRESTO INDUSTRIES, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

September 30, 2018 and December 31, 2017

(Dollars in thousands)

	September 30, 2018 (Unaudited)	December 31, 2017
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 36,612	\$ 28,445
Federal and state income taxes	-	3,750
Accrued liabilities	13,801	13,092
Liabilities held for sale	-	210
Total current liabilities	50,413	45,497
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, \$1 par value:		
Authorized: 12,000,000 shares		
Issued: 7,440,518 shares	\$ 7,441	\$ 7,441
Paid-in capital	10,118	9,074
Retained earnings	350,906	364,757
Accumulated other comprehensive loss	(52)	(86)
	368,413	381,186
Treasury stock, at cost	14,454	14,810
Total stockholders' equity	353,959	366,376
	\$ 404,372	\$ 411,873

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



## NATIONAL PRESTO INDUSTRIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Three and Nine Months Ended September 30, 2018 and October 1, 2017

(Unaudited)

(In thousands except per share data)

	Three Months Ended		Nine Months Ended	
	2018	2017	2018	2017
Net sales	\$ 81,653	\$ 70,614	\$ 237,706	\$ 218,029
Cost of sales	65,956	51,722	182,287	161,451
Gross profit	15,697	18,892	55,419	56,578
Selling and general expenses	5,829	5,729	17,611	16,907
Intangibles amortization	5	1,479	2,166	1,851
Impairment of long-lived assets	3,021	-	3,021	-
Operating profit	6,842	11,684	32,621	37,820
Other income	1,189	792	3,081	2,722
Earnings from continuing operations before provision for income taxes	8,031	12,476	35,702	40,542
Provision for income taxes from continuing operations	1,791	4,138	7,692	13,290
Earnings from continuing operations	6,240	8,338	28,010	27,252
Earnings (loss) from discontinued operations, net of tax	131	(6)	122	8,947
Net earnings	\$ 6,371	\$ 8,332	\$ 28,132	\$ 36,199
Weighted average shares outstanding:				
Basic and diluted	7,007	6,991	7,004	6,987
Earnings per share, basic and diluted:				
From continuing operations	\$ 0.89	\$ 1.19	\$ 4.00	\$ 3.90
From discontinued operations	0.02	0.00	0.02	1.28
Net earnings per share	\$ 0.91	\$ 1.19	\$ 4.02	\$ 5.18
Comprehensive income:				
Net earnings	\$ 6,371	\$ 8,332	\$ 28,132	\$ 36,199
Other comprehensive income, net of tax:				
Unrealized gain (loss) on available-for-sale securities	(31)	12	34	35
Comprehensive income	\$ 6,340	\$ 8,344	\$ 28,166	\$ 36,234
Cash dividends declared and paid per common share	\$ 0.00	\$ 0.00	\$ 6.00	\$ 5.50

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

## NATIONAL PRESTO INDUSTRIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

Nine Months Ended September 30, 2018 and October 1, 2017

(Unaudited)

(Dollars in thousands)

	2018	2017
Cash flows from operating activities:		
Net earnings	\$ 28,132	\$ 36,199
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Provision for depreciation	3,079	5,211
Intangibles amortization	2,166	1,851
Provision for doubtful accounts	18	41
Non-cash retirement plan expense	527	504
Gain on involuntary conversion of machinery and equipment	-	(1,997)
Loss on disposal of property, plant and equipment	-	14
Impairment of long-lived assets	3,021	-
Gain on divestiture of business	-	(11,413)
Other	86	292
Changes in operating accounts:		
Accounts receivable, net	20,958	22,560
Inventories	6,816	(33,834)
Other assets and current assets	2,208	(1,543)
Accounts payable and accrued liabilities	8,666	(12,223)
Federal and state income taxes	(5,698)	(11,114)
Net cash provided by (used in) operating activities	69,979	(5,452)
Cash flows from investing activities:		
Marketable securities purchased	(84,753)	(121,723)
Marketable securities - maturities and sales	126,532	84,942

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Proceeds from divestiture of business, net of cash paid	3,660	64,033
Purchase of property, plant and equipment	(7,110)	(5,707)
Acquisition of intangible assets	-	(1,000)
Proceeds from insurance settlement	2,474	1,997
Sale of property, plant and equipment	1	1
Net cash provided by investing activities	40,804	22,543
Cash flows from financing activities:		
Dividends paid	(41,989)	(38,405)
Proceeds from sale of treasury stock	528	519
Other	(6)	(114)
Net cash used in financing activities	(41,467)	(38,000)
Net increase (decrease) in cash and cash equivalents	69,316	(20,909)
Cash and cash equivalents at beginning of period	11,222	27,034
Cash and cash equivalents at end of period	\$ 80,538	\$ 6,125

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

NATIONAL PRESTO INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE A – BASIS OF PRESENTATION

The consolidated interim financial statements included herein are unaudited and have been prepared by the Company pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”). In the opinion of management of the Company, the consolidated interim financial statements reflect all the adjustments which were of a normal recurring nature necessary for a fair presentation of the results of the interim periods. The condensed consolidated balance sheet as of December 31, 2017 is summarized from audited consolidated financial statements, but does not include all the disclosures contained therein and should be read in conjunction with the 2017 Annual Report on Form 10-K. Interim results for the period are not indicative of those for the year.

On January 3, 2017, the Company and its wholly-owned subsidiary, Presto Absorbent Products, Inc. (“PAPI”), entered into an asset purchase agreement wherein substantially all PAPI assets were sold and certain liabilities were assigned to Drylock Technologies, LTD. (“Drylock”) in exchange for \$68,448,000. The proceeds amount differs from the amount previously disclosed because of the customary post-closing adjustments that were finalized during the second quarter of 2017, totaling \$1,448,000. The asset purchase agreement also provided for additional proceeds of \$4,000,000 upon the sale of certain delayed assets, consisting of machinery and equipment that were the subject of an involuntary conversion. The sale of the delayed assets was consummated during the second quarter of 2018 and resulted in no gain or loss. As a result of this transaction, the Company classified its results of operations for all periods presented to reflect its Absorbent Products business as a discontinued operation and classified the assets and liabilities of its Absorbent Products business as held for sale. See Note J for further discussion.

NOTE B – RECLASSIFICATIONS

Certain reclassifications have been made to the prior periods’ financial statements to conform to the current period’s financial statement presentation. These reclassifications did not affect net earnings or stockholders’ equity as previously reported.

NOTE C – REVENUES

The Company’s revenues are derived from short-term contracts and programs that are typically completed within 3 to 24 months and are recognized in accordance with ASC Topic 606, Revenue from Contracts with Customers. The standard was adopted on January 1, 2018 and did not result in any change to the Company’s pattern of revenue recognition. The Company’s contracts each contain one or more performance obligations: the physical delivery of

distinct ordered product or products. The Company provides an assurance type product warranty on its products to the original owner. In addition, for the Housewares/Small Appliances segment, the Company estimates returns of seasonal products and returns of newly introduced products sold with a return privilege. Stand-alone selling prices are set forth in each contract and are used to allocate revenue to the corresponding performance obligations. For the Housewares/Small Appliances segment, contracts include variable consideration, as the prices are subject to customer allowances, which principally consist of allowances for cooperative advertising, defective product, and trade discounts. Customer allowances are generally allocated to the performance obligations based on budgeted rates agreed upon with customers, as well as historical experience, and yield the Company's best estimate of the expected value for the variable consideration.

The Company's contracts in the Defense segment are primarily with the U.S. Department of Defense (DOD) and DOD prime contractors. As a consequence, this segment's business essentially depends on the product needs and governmental funding of the DOD. Substantially all of the work performed by the Defense segment directly or indirectly for the DOD is performed on a fixed-price basis. Under fixed-price contracts, the price paid to the contractor is awarded based on competition at the outset of the contract and therefore, with the exception of limited escalation provisions on specific materials, is generally not subject to any adjustments reflecting the actual costs incurred by the contractor.

Revenue is recognized at a point in time. For the Housewares/Small Appliance segment, revenue is generally recognized as the completed, ordered product is shipped to the customer from the Company's warehouses. For the relatively few situations in which revenue should be recognized when product is received by the customer, the Company adjusts revenue accordingly. For the Defense segment, revenue is recognized when the customer has legal title and formally documents that it has accepted the products. In some situations, the customer may obtain legal title and accept the products at the Company's facilities, arranging for transportation at a later date, typically in one to four weeks. The Company does not consider the short-term

storage of the customer owned products to be a material performance obligation, and no part of the transaction price is allocated to it.

The timing of revenue recognition, billings, and cash collections results in billed accounts receivable, and customer advances and deposits (contract liabilities) on the Company's Condensed Consolidated Balance Sheets. For the Defense segment, the Company occasionally receives advances or deposits from certain customers before revenue is recognized, resulting in contract liabilities. These advances or deposits do not represent a significant financing component. As of September 30, 2018 and December 31, 2017, \$11,026,000 and \$8,364,000, respectively, of contract liabilities were included in Accounts Payable on the Company's Condensed Consolidated Balance Sheets. The Company recognized revenue of \$5,093,000 during the nine-month period ended September 30, 2018 that was included in the Defense segment contract liability at the beginning of that period. The Company monitors its estimates of variable consideration, which includes customer allowances for cooperative advertising, defective product, and trade discounts, and returns of seasonal and newly introduced product, all of which pertain to the Housewares/Small Appliances segment, and periodically makes cumulative adjustments to the carrying amounts of these contract liabilities as appropriate. During both the three and nine month periods ended September 30, 2018 and October 1, 2017, there were no material adjustments to the aforementioned estimates. There were no amounts of revenue recognized during the same periods related to performance obligations satisfied in a previous period. The portion of contract transaction prices allocated to unsatisfied performance obligations, also known as the contract backlog, in the Company's Defense segment were \$358,440,000 and \$308,173,000 as of September 30, 2018 and December 31, 2017, respectively. The Company anticipates that the unsatisfied performance obligations will be fulfilled in an 18 to 24-month period. The performance obligations in the Housewares/Small Appliances segment have original expected durations of less than one year.

The Company's principal sources of revenue are derived from two segments: Housewares/Small Appliance and Defense, as shown in Note E. Management utilizes the performance measures by segment to evaluate the financial performance of and make operating decisions for the Company.

#### NOTE D – EARNINGS PER SHARE

Basic earnings per share is based on the weighted average number of common shares and participating securities outstanding during the period. Diluted earnings per share also includes the dilutive effect of additional potential common shares issuable. Unvested stock awards, which contain non-forfeitable rights to dividends whether paid or unpaid ("participating securities"), are included in the number of shares outstanding for both basic and diluted earnings per share calculations.

## NOTE E – BUSINESS SEGMENTS

In the following summary, operating profit represents earnings before other income and income taxes. The Company's segments operate discretely from each other with no shared manufacturing facilities. Costs associated with corporate activities (such as cash and marketable securities management) and the assets associated with such activities are included within the Housewares/Small Appliances segment for all periods presented.

	(in thousands)			
	Housewares / Small Appliances	Defense Products	Assets Held for Sale	Total
Quarter ended September 30, 2018				
External net sales	\$ 22,714	\$ 58,939	\$	\$ 81,653
Gross profit	3,040	12,657		15,697
Operating profit	56	6,786		6,842
Total assets	276,907	126,937	528	404,372
Depreciation and amortization	343	684		1,027
Capital expenditures	1,781	39		1,820
Quarter ended October 1, 2017				
External net sales	\$ 20,935	\$ 49,679	\$	\$ 70,614
Gross profit	3,148	15,744		18,892
Operating profit	299	11,385		11,684
Total assets	219,811	169,762	4,065	393,638
Depreciation and amortization	344	2,434		2,778
Capital expenditures	579	(215)		364

	(in thousands)			
	Housewares / Small Appliances	Defense Products	Assets Held for Sale	Total
Nine Months ended September 30, 2018				
External net sales	\$ 56,749	\$ 180,957	\$	\$ 237,706
Gross profit	7,187	48,232		55,419
Operating profit (loss)	(1,117)	33,738		32,621
Total assets	276,907	126,937	528	404,372
Depreciation and amortization	1,011	4,234		5,245
Capital expenditures	6,693	417		7,110

Nine Months ended October 1, 2017

External net sales	\$ 57,883	\$ 160,146	\$	\$ 218,029
Gross profit	7,845	48,733		56,578
Operating profit (loss)	(103)	37,923		37,820
Total assets	219,811	169,762	4,065	393,638
Depreciation and amortization	955	6,058		7,013
Capital expenditures	1,502	1,374		2,876

#### NOTE F - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company utilizes the methods of fair value as described in Financial Accounting Standard Board (“FASB”) Accounting Standard Codification (“ASC”) 820, Fair Value Measurements and Disclosures, to value its financial assets and liabilities. ASC 820 utilizes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. These tiers include:

9

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Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying amounts for cash and cash equivalents, accounts receivable, notes receivable, accounts payable, and accrued liabilities approximate fair value due to the immediate or short-term maturity of these financial instruments.

#### NOTE G - CASH, CASH EQUIVALENTS AND MARKETABLE SECURITIES

The Company considers all highly liquid marketable securities with an original maturity of three months or less to be cash equivalents. Cash equivalents include money market funds. The Company deposits its cash in high quality financial institutions. The balances, at times, may exceed federally insured limits. Money market funds are reported at fair value determined using quoted prices in active markets for identical securities (Level 1, as defined by FASB ASC 820).

The Company has classified all marketable securities as available-for-sale which requires the securities to be reported at estimated fair value, with unrealized gains and losses, net of tax, reported as a separate component of stockholders' equity. Highly liquid, tax-exempt variable rate demand notes with put options exercisable in three months or less are classified as marketable securities.

At September 30, 2018 and December 31, 2017, cost for marketable securities was determined using the specific identification method. A summary of the amortized costs and fair values of the Company's marketable securities at the end of the periods presented is shown in the following table. All of the Company's marketable securities are classified as Level 2, as defined by FASB ASC 820, with fair values determined using significant other observable inputs, which include quoted prices in markets that are not active, quoted prices of similar securities, recently executed transactions, broker quotations, and other inputs that are observable.

	(In Thousands)			
	MARKETABLE SECURITIES			
	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
September 30, 2018				
Tax-exempt Municipal Bonds	\$ 29,606	\$ 29,541	\$ -	\$ 65
Variable Rate Demand Notes	72,975	72,975	-	-

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Total Marketable Securities	\$ 102,581	\$ 102,516	\$ -	\$ 65
December 31, 2017				
Tax-exempt Municipal Bonds	\$ 30,103	\$ 29,994	\$ -	\$ 109
Variable Rate Demand Notes	114,258	114,258	-	-
Total Marketable Securities	\$ 144,361	\$ 144,252	\$ -	\$ 109

Proceeds from maturities and sales of available-for-sale securities totaled \$51,866,000 and \$19,692,000 for the three month periods ended September 30, 2018 and October 1, 2017, respectively, and totaled \$126,532,000 and \$84,942,000 for the nine month periods then ended, respectively. There were no gross gains or losses related to sales of marketable securities during the same periods. Net unrealized gains (losses) included in other comprehensive income were \$(39,000) and \$18,000 before taxes for the three month periods ended September 30, 2018 and October 1, 2017, respectively, and were \$43,000 and \$53,000 before taxes for the nine month periods then ended, respectively. No unrealized gains or losses were reclassified out of accumulated other comprehensive income during the same periods.

The contractual maturities of the marketable securities held at September 30, 2018 are as follows: \$14,316,000 within one year; \$28,573,000 beyond one year to five years; \$13,195,000 beyond five years to ten years, and \$46,432,000 beyond ten years. All of the instruments in the beyond five year ranges are variable rate demand notes which can be tendered for cash at par plus interest within seven days. Despite the stated contractual maturity date, to the extent a tender is not honored, the notes become immediately due and payable.

#### NOTE H – OTHER ASSETS

Other Assets includes prepayments that are made from time to time by the Company for certain materials used in the manufacturing process in the Housewares/Small Appliances segment. The Company expects to utilize the prepayments and related materials over an estimated period of up to two years. As of September 30, 2018 and December 31, 2017, \$8,396,000 and \$11,567,000 of such prepayments, respectively, remained unused and outstanding. At September 30, 2018 and December 31, 2017, \$4,430,000 and \$5,930,000, respectively, of these amounts were included in Other Current Assets, representing the Company's best estimate of the expected utilization of the prepayments and related materials during the twelve-month periods following those dates.

#### NOTE I – COMMITMENTS AND CONTINGENCIES

The Company is involved in largely routine litigation incidental to its business. Management believes the ultimate outcome of the litigation will not have a material effect on the Company's consolidated financial position, liquidity, or results of operations.

#### NOTE J – DISCONTINUED OPERATIONS

On January 3, 2017, the Company and its wholly-owned subsidiary, Presto Absorbent Products, Inc. ("PAPI"), entered into an asset purchase agreement wherein substantially all PAPI assets were sold and certain liabilities were assigned to Drylock Technologies, LTD. ("Drylock") in exchange for \$68,448,000. The proceeds amount differs from the amount previously disclosed because of the customary post-closing adjustments that were finalized during the second quarter of 2017, totaling \$1,448,000. The asset purchase agreement also provided for additional proceeds of \$4,000,000 upon the sale of certain delayed assets, consisting of machinery and equipment that were the subject of an involuntary conversion. The sale of the delayed assets was consummated during the second quarter of 2018 and resulted in no gain or loss. As a result of this transaction, the Company classified its results of operations for all periods presented to reflect its Absorbent Products business as a discontinued operation and classified the assets and liabilities of its Absorbent Products business as held for sale. The Company's pre-tax gain on sale of \$11,413,000, net of one-time transaction costs, was recorded in 2017 within earnings from discontinued operations. This amount differs from the gain previously reported as a result of the post-closing adjustments mentioned above that were finalized in the second quarter of 2017.

The following table summarizes the results of the Absorbent Products business within discontinued operations for each of the periods presented:

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	Three Months		Nine Months	
	Ended		Ended	
	September		September	
(in thousands) (unaudited)	30,	October	30,	October
	2018	1, 2017	2018	1, 2017
Net sales	\$ -	\$ -	\$ -	\$ 421
Cost of sales	68	(133)	57	(618)
Selling and general expenses	-	-	-	(24)
Gain on divestiture, net	-	-	-	11,413
Other income	-	-	-	2,078
Earnings (loss) from discontinued operations before provision for income taxes	68	(133)	57	13,270
Provision for (benefit from) income taxes from discontinued operations	(63)	(127)	(65)	4,323
Earnings (loss) from discontinued operations, net of tax	\$ 131	\$ (6)	\$ 122	\$ 8,947

The following table summarizes the major classes of assets and liabilities of the Absorbent Products business held for sale for each of the periods presented:

(in thousands)	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
Accounts receivable, net	\$ 528	\$ 2,529
Property, plant and equipment, net	-	3,660
Assets held for sale	\$ 528	\$ 6,189
Accounts payable	\$ -	\$ 210
Liabilities held for sale	\$ -	\$ 210

The Consolidated Statements of Cash Flows do not present the cash flows from discontinued operations separately from cash flows from continuing operations. Cash used in operating activities from discontinued operations was \$562,000 and \$5,437,000 for the nine months ended September 30, 2018 and October 1, 2017, respectively. Cash provided by investing activities related to discontinued operations was \$6,134,000 and \$63,199,000 for the nine months ended September 30, 2018 and October 1, 2017, respectively.

In connection with the asset purchase agreement discussed above, the Company entered into a 10-year lease agreement with Drylock for a portion of its manufacturing and warehouse facilities. The lease agreement provided for total annual payments of \$1,288,000 initially. During the fourth quarter of 2018, the lease agreement was amended to incorporate additional facilities that the Company built for Drylock. The amended lease provides for an initial term of approximately 14 years, and allows for successive three-year renewal periods, as well as options to terminate the lease early after five and ten years. The amended lease also provides for adjustments to the rental payments based on certain price indices, taxes, and space occupied. The Company estimates that annual payments under the lease will total \$1,755,000. The Company also entered into a transition services agreement with Drylock, which terminated at the end of 2017. The amounts received from Drylock for transition services and rental income are recorded in Other Income on the Consolidated Statements of Comprehensive Income.

#### NOTE K – SUBSEQUENT EVENT

On October 17, 2018, the Company, through its wholly owned subsidiary AMTEC Corporation, sold the stock of its wholly owned subsidiary AMTEC Less Lethal Systems, Inc. (“ALS”) to PACEM Defense LLC (“PACEM”), a third party,

in exchange for cash and promissory notes totaling \$10,636,000, subject to customary post-closing adjustments. Based on the high probability of the sale of ALS to PACEM at September 30, 2018, the Company tested long-lived assets for recoverability as of that date and recorded an impairment charge of \$3,021,000.

#### NOTE L – RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment, which eliminates the performance of Step 2 from the goodwill impairment test. In performing its annual or interim impairment testing, an entity will instead compare the fair value of the reporting unit with its carrying amount and recognize any impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. Additionally, an entity should consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss. The standard is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual impairment tests performed on testing dates after January 1, 2017. The Company does not expect the adoption of ASU 2017-04 to have a material impact on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU 2016-13 provides guidance for estimating credit losses on certain types of financial instruments, including trade receivables, by introducing an approach based on expected losses. The expected loss approach will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. ASU 2016-13 also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The guidance requires a modified retrospective transition method and early

adoption is permitted. The Company does not expect the adoption of ASU 2016-13 to have a material impact on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which establishes a right-of-use (ROU) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required. The Company continues to evaluate the impact of the adoption of ASU 2016-02 on its consolidated financial statements. The evaluation includes identifying, cataloging, and categorizing its current leasing arrangements and evaluating new disclosure requirements and certain practical expedients.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-looking statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations, elsewhere in this Form 10-Q, in the Company's 2017 Annual Report to Shareholders, in the Proxy Statement for the annual meeting held on May 15, 2018, and in the Company's press releases and oral statements made with the approval of an authorized executive officer are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. There are certain important factors that could cause results to differ materially from those anticipated by some of the statements made herein. Investors are cautioned that all forward-looking statements involve risks and uncertainty. In addition to the factors discussed herein and in the Notes to Consolidated Financial Statements, among the other factors that could cause actual results to differ materially are the following: consumer spending and debt levels; interest rates; continuity of relationships with and purchases by major customers; product mix; the benefit and risk of business acquisitions; competitive pressure on sales and pricing; development and market acceptance of new products; increases in material, freight/shipping, tariffs, or production cost which cannot be recouped in product pricing; delays or interruptions in shipping or production; reliance on third-party suppliers in Asia; shipment of defective product which could result in product liability claims or recalls; work or labor disruptions stemming from a unionized work force; changes in government requirements, military spending, and funding of government contracts, which could result in, among other things, the modification or termination of existing contracts; dependence on subcontractors or vendors to perform as required by contract; the efficient start-up and utilization of capital equipment investments; political actions of federal and state governments which could have an impact on everything from the value of the U.S dollar vis-à-vis other currencies to the availability of affordable labor and energy; and information technology system failures or security breaches. Additional information concerning these and other factors is contained in the Company's Securities and Exchange Commission filings.

### Discontinued Operations

On January 3, 2017, the Company and its wholly-owned subsidiary, Presto Absorbent Products, Inc. ("PAPI"), entered into an asset purchase agreement wherein substantially all PAPI assets were sold and certain liabilities were assigned to Drylock Technologies, LTD. As a result of this transaction, the Company classified its results of operations for all periods presented to reflect its Absorbent Products business as a discontinued operation and classified the assets and liabilities of its Absorbent Products business as held for sale. The operations of PAPI previously comprised the Company's Absorbent Products segment.

### Comparison of Third Quarter 2018 and 2017

Readers are directed to Note E to the Consolidated Financial Statements, "Business Segments," for data on the financial results of the Company's two business segments for the quarters ended September 30, 2018 and October 1, 2017.

On a consolidated basis, net sales increased by \$11,039,000 (16%), gross profit decreased by \$3,195,000 (17%), selling and general expenses increased by \$100,000 (2%), intangibles amortization decreased by \$1,474,000, and impairment of long-lived assets increased by 3,021,000. Other income increased by \$397,000 (50%), while earnings from continuing operations before provision for income taxes decreased by \$4,445,000 (36%), and earnings from continuing operations decreased by \$2,098,000 (25%). Earnings from discontinued operations, net of tax, increased by \$137,000. Details concerning these changes can be found in the comments by segment below.

Housewares/Small Appliance net sales increased by \$1,779,000 from \$20,935,000 to \$22,714,000, or 9%, primarily attributable to an increase in shipments. Defense net sales increased by \$9,260,000 from \$49,679,000 to \$58,939,000, or 19%, primarily reflecting an increase in units shipped.

Housewares/Small Appliance gross profit decreased \$108,000 from \$3,148,000 to \$3,040,000, primarily reflecting higher product costs on the increased sales mentioned above. Defense gross profit decreased \$3,087,000 from \$15,744,000 to \$12,657,000, primarily reflecting a less favorable product mix of the increased sales mentioned above.

Selling and general expenses for both the Housewares/Small Appliance and Defense segments were essentially flat.

Intangibles amortization decreased by \$1,474,000. The decrease primarily reflects the Defense segment's amortization of the value of an acquired government sales contract that was fully amortized during the second quarter of 2018. For the three

months ended September 30, 2018 and October 1, 2017, the Company recorded amortization expense of \$0 and \$1,474,000, respectively, associated with the customer contract intangible asset.

On October 17, 2018, the Company, through its wholly owned subsidiary AMTEC Corporation, sold the stock of its wholly owned subsidiary AMTEC Less Lethal Systems, Inc. to PACEM Defense LLC in exchange for cash and promissory notes totaling \$10,636,000, subject to customary post-closing adjustments. As the carrying value of the assets and liabilities included with the transaction exceeded the selling price less selling costs, the Company recorded an impairment on the related long-lived assets of \$3,021,000 in the third quarter of 2018.

The above items were responsible for the change in operating profit.

The \$397,000 increase in other income was primarily attributable to an increase in marketable securities with higher yields stemming from the Federal Reserve's ongoing rate increases.

Earnings from continuing operations before provision for income taxes decreased \$4,445,000 from \$12,476,000 to \$8,031,000. The provision for income taxes from continuing operations decreased from \$2,347,000 to \$1,791,000, which resulted in an effective income tax rate of 22% in 2018 versus 33% in 2017. The decrease in the effective income tax rate relates primarily to United States income tax reform enacted in December 2017, which included a reduction of the corporate income tax rate from 35% to 21%, beginning in 2018. Earnings from continuing operations decreased \$2,098,000 from \$8,338,000 to \$6,240,000, or 25%.

On January 3, 2017, the Company and its wholly-owned subsidiary, Presto Absorbent Products, Inc. ("PAPI"), entered into an asset purchase agreement wherein substantially all PAPI assets were sold and certain liabilities were assigned to Drylock Technologies, LTD. As a result of this transaction, the Company classified its results of operations for all periods presented to reflect its Absorbent Products business as a discontinued operation and classified the assets and liabilities of its Absorbent Products business as held for sale. Earnings (loss) from discontinued operations, net of tax, for the three months ended September 30, 2018 and October 1, 2017 were \$131,000 and \$(6,000), respectively. The change in earnings from discontinued operations primarily relates to favorable adjustments related to workers compensation insurance and legal and professional expenses in the current quarter.

Net earnings decreased \$1,961,000 from \$8,332,000 to \$6,371,000.

Comparison of First Nine Months 2018 and 2017

Readers are directed to Note E to the Consolidated Financial Statements, "Business Segments," for data on the financial results of the Company's two business segments for the first nine months ended September 30, 2018 and October 1, 2017.

On a consolidated basis, sales increased by \$19,677,000 (9%), gross profit decreased by \$1,159,000 (2%), selling and general expenses increased by \$704,000 (4%), intangibles amortization increased by \$315,000 (17%), and impairment of long-lived assets increased by \$3,021,000. Other income increased by \$359,000 (13%), while earnings from continuing operations before provision for income taxes decreased by \$4,840,000 (12%), and earnings from continuing operations increased by \$758,000 (3%). Earnings from discontinued operations, net of tax, decreased \$8,825,000 (99%). Details concerning these changes can be found in the comments by segment below.

Housewares/Small Appliance net sales decreased by \$1,134,000 from \$57,883,000 to \$56,749,000, or 2%, primarily attributable to a decrease in shipments. Defense net sales increased by \$20,811,000 from \$160,146,000 to \$180,957,000, or 13%, primarily reflecting an increase in units shipped.

Housewares/Small Appliance gross profit decreased \$658,000 from \$7,845,000 to \$7,187,000, primarily reflecting the decrease in sales mentioned above and higher product costs. Defense gross profit decreased \$501,000 from \$48,733,000 to \$48,232,000, primarily reflecting a less favorable product mix of the increased sales mentioned above.

Selling and general expenses for the Housewares/Small Appliance segment increased \$356,000, primarily reflecting higher employee compensation costs of \$240,000, higher marketing costs of \$163,000, and higher software costs of \$69,000, partially offset by net decreases in self-insurance reserves of \$154,000. Selling and general expenses for the Defense segment increased

\$348,000, primarily reflecting higher compensation costs of \$537,000, partially offset by lower legal and professional costs of \$210,000.

Intangibles amortization increased by \$315,000. The increase primarily reflects the Defense segment's amortization of the value of an acquired government sales contract corresponding to the period's comparatively higher shipments from the contract's backlog. For the first nine months ended September 30, 2018 and October 1, 2017, the Company recorded amortization expense of \$2,150,000 and \$1,835,000, respectively, associated with the customer contract intangible asset.

On October 17, 2018, the Company, through its wholly owned subsidiary AMTEC Corporation, sold the stock of its wholly owned subsidiary AMTEC Less Lethal Systems, Inc. to PACEM Defense LLC in exchange for cash and promissory notes totaling \$10,636,000, subject to customary post-closing adjustments. As the carrying value of the assets and liabilities included with the transaction exceeded the selling price less selling costs, the Company recorded an impairment on the related long-lived assets of \$3,021,000 in the third quarter of 2018.

The above items were responsible for the change in operating profit.

Other income increased \$359,000, which was primarily attributable to interest earned on an increase in marketable securities with higher yields stemming from the Federal Reserve's ongoing rate increases. The increase in interest income was partially offset by a \$563,000 decrease in transition services income mentioned in Note J to the Consolidated Financial Statements.

Earnings from continuing operations before provision for income taxes decreased \$4,840,000 from \$40,542,000 to \$35,702,000. The provision for income taxes from continuing operations decreased from \$13,290,000 to \$7,692,000, which resulted in an effective income tax rate of 22% in 2018 versus 33% in 2017. The decrease in the effective income tax rate relates primarily to United States income tax reform enacted in December 2017, which included a reduction of the corporate income tax rate from 35% to 21%, beginning in 2018. Earnings from continuing operations increased \$758,000 from \$27,252,000 to \$28,010,000, or 3%.

On January 3, 2017, the Company and its wholly-owned subsidiary, Presto Absorbent Products, Inc. ("PAPI"), entered into an asset purchase agreement wherein substantially all PAPI assets were sold and certain liabilities were assigned to Drylock Technologies, LTD. As a result of this transaction, the Company classified its results of operations for all periods presented to reflect its Absorbent Products business as a discontinued operation and classified the assets and liabilities of its Absorbent Products business as held for sale. Earnings from discontinued operations, net of tax, for the first nine months ended September 30, 2018 and October 1, 2017 were \$122,000 and \$8,947,000, respectively. The

change in earnings from discontinued operations primarily relates to the gain on sale of the Absorbent Products business recorded during the first nine months of 2017.

Net earnings decreased \$8,067,000 from \$36,199,000 to \$28,132,000.

#### Liquidity and Capital Resources

Net cash provided by (used in) operating activities was \$69,979,000 and \$(5,452,000) for the nine months ended September 30, 2018 and October 1, 2017, respectively. The principal factors contributing to the increase can be found in the changes in the components of working capital within the Consolidated Statements of Cash Flows. Of particular note during the first nine months of 2018 were net earnings of \$28,132,000, which included total non-cash depreciation and amortization expenses of \$5,245,000 and a non-cash impairment of long-lived assets of \$3,021,000. Also contributing to the cash provided were a decreases in accounts receivable levels stemming from cash collections on customer sales, inventory levels, and deposits made with raw material suppliers included in other assets and current assets; and a net increase in payable and accrual levels. Cash used in operating activities from discontinued operations was \$562,000. Of particular note during the first nine months of 2017 were net earnings of \$36,199,000, which included total non-cash depreciation and amortization expenses of \$7,062,000, and non-cash gains on the sale of the Absorbent Products business and on an involuntary conversion of machinery and equipment of \$11,413,000 and \$1,997,000, respectively. Contributing to the decrease were increases in inventory levels and deposits made with raw material suppliers included in other assets and current assets, and decreases in payable and accrual levels, which included payments of income taxes related to the 2017 divestiture of the Absorbent Products business. These were partially offset by a decrease in accounts receivable levels stemming from cash collections on customer sales. Cash used in operating activities from discontinued operations was \$5,437,000.

Net cash provided by investing activities was \$40,804,000 during the first nine months of 2018 as compared to \$22,543,000 during the first nine months of 2017. Significant factors contributing to the change were net maturities and sales of marketable securities in 2018 of \$41,779,000, in contrast with net purchases in 2017 of \$36,781,000; proceeds from the sale of the Absorbent Products business of \$64,033,000 in 2017 as compared to proceeds of \$3,660,000 in 2018 from the sale of the delayed assets described in Note A to the Consolidated Financial Statements; and proceeds from an insurance settlement of \$1,997,000 in 2017, as compared to \$2,474,000 in 2018. Also contributing to the change in cash provided was an increase in the purchase of property, plant, and equipment, and the acquisition of an intangible asset in 2017. Cash provided by discontinued operations for the first nine months of 2018 and 2017 were \$6,134,000 and \$63,199,000, respectively.

Cash flows from financing activities for the first nine months of 2018 and 2017 primarily differed as a result of the comparative \$0.50 per share increase in the extra dividend paid during the 2018 period. Cash flows for both nine-month periods also reflected the proceeds from the sale of treasury stock to a Company sponsored retirement plan.

Working capital decreased by \$9,742,000 during the first nine months of 2018 to \$283,269,000 at September 30, 2018 for the reasons stated above. The Company's current ratio was 6.6 to 1.0 at September 30, 2018 and 7.4 to 1.0 at December 31, 2017.

The Company expects to continue to evaluate acquisition opportunities that align with its business segments and will make further acquisitions, as well as continue to make capital investments in these segments per existing authorized projects and for additional projects, if the appropriate return on investment is projected.

The Company has substantial liquidity in the form of cash and cash equivalents and marketable securities to meet all of its anticipated capital requirements, to make dividend payments, and to fund future growth through acquisitions and other means. The bulk of its marketable securities are invested in the tax exempt variable rate demand notes described above and in fixed rate municipal notes and bonds. The Company intends to continue its investment strategy of safety and short-term liquidity throughout its investment holdings.

#### Critical Accounting Policies

The preparation of the Company's Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that affect the amount of reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and revenues and expenses during the periods reported. Actual results may differ

from those estimates. The Company reviewed the development and selection of the critical accounting policies and believes the following are the most critical accounting policies that could have an effect on the Company's reported results. These critical accounting policies and estimates have been reviewed with the Audit Committee of the Board of Directors.

#### Inventories

New Housewares/Small Appliance product introductions are an important part of the Company's sales to offset the morbidity rate of other Housewares/Small Appliance products and/or the effect of lowered acceptance of seasonal products due to weather conditions. New products entail unusual risks and have occasionally in the past resulted in losses related to obsolete or excess inventory as a result of low or diminishing demand for a product. There were no such obsolescence issues that had a material effect during the current period, and accordingly, the Company did not record a reserve for obsolete product. In the future should product demand issues arise, the Company may incur losses related to the obsolescence of the related inventory. Inventory risk for the Company's Defense segment is not deemed to be significant, as products are largely built pursuant to customers' specific orders.

#### Self-Insured Product Liability and Health Insurance

The Company is subject to product liability claims in the normal course of business and is self-insured for health care costs, although it does carry stop loss and other insurance to cover claims once a health care claim reaches a specified threshold. The Company's insurance coverage varies from policy year to policy year, and there are typically limits on all types of insurance coverage, which also vary from policy year to policy year. Accordingly, the Company records an accrual for known claims and incurred but not reported claims, including an estimate for related legal fees in the Company's Consolidated Financial Statements. The Company utilizes historical trends and other analysis to assist in determining the appropriate accrual. There are no known claims that would have a material adverse impact on the Company beyond the reserve levels that have been accrued and recorded on the Company's books and records. An increase in the number or magnitude of claims could have a material impact on the Company's financial condition and results of operations.

## Revenues

Sales are recorded net of discounts and returns for the Housewares/Small Appliance segment. Sales discounts and returns are key aspects of variable consideration, which is a significant estimate utilized in revenue recognition. Sales returns pertain primarily to warranty returns, returns of seasonal items, and returns of those newly introduced products sold with a return privilege. The calculation of warranty returns is based in large part on historical data, while seasonal and new product returns are primarily developed using customer provided information.

## Impairment and Valuation of Long-lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Long-lived assets consist of property, plant and equipment and intangible assets, including the value of a government sales contract. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, the amounts of the cash flows and the asset's residual value, if any. In turn, measurement of an impairment loss requires a determination of fair value, which is based on the best information available. The Company uses internal discounted cash flows estimates, quoted market prices when available and independent appraisals, as appropriate, to determine fair value. The Company derives the required cash flow estimates from its historical experience and its internal business plans.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's interest income on cash equivalents and marketable securities is affected by changes in interest rates in the United States. Cash equivalents primarily consist of money market funds. Based on the accounting profession's interpretation of cash equivalents under FASB ASC Topic 230, the Company's seven-day variable rate demand notes are classified as marketable securities rather than as cash equivalents. The demand notes are highly liquid instruments with interest rates set every seven days that can be tendered to the trustee or remarketer upon seven days notice for payment of principal and accrued interest amounts. The seven-day tender feature of these variable rate demand notes is further supported by an irrevocable letter of credit from highly rated U.S. banks. To the extent a bond is not remarketed at par plus accrued interest, the difference is drawn from the bank's letter of credit. The Company has had no issues tendering these notes to the trustees or remarketers. Other than a failure of a major U.S. bank, there are no risks of which the Company is aware that relate to these notes in the current market. The balance of the Company's investments is held primarily in fixed and variable rate municipal bonds with a weighted average life of 1.3 years. Accordingly, changes in interest rates have not had a material effect on the Company, and the Company does not anticipate that future exposure to interest rate market risk will be material. The Company uses sensitivity analysis to determine its exposure to changes in interest rates.

The Company has no history of, and does not anticipate in the future, investing in derivative financial instruments. Most transactions with international customers are entered into in U.S. dollars, precluding the need for foreign currency cash flow hedges. As the majority of the Housewares/Small Appliance segment's suppliers are located in China, periodic changes in the U.S. dollar and Chinese Renminbi (RMB) exchange rates do have an impact on that segment's product costs. It is anticipated that any potential material impact from fluctuations in the exchange rate will be to the cost of products secured via purchase orders issued subsequent to the revaluation.

#### ITEM 4. CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and Chief Financial Officer, have conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 (the "1934 Act") as of September 30, 2018. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of that date.

There were no changes to internal controls over financial reporting during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See Note I to the Consolidated Financial Statements set forth under Part I - Item 1 above.

Item 6. Exhibits

- Exhibit 3(i) Restated Articles of Incorporation - incorporated by reference from Exhibit 3 (i) of the Company's annual report on Form 10-K for the year ended December 31, 2005
- Exhibit 3(ii) By-Laws - incorporated by reference from Exhibit 3 (ii) of the Company's current report on Form 8-K dated July 6, 2007
- Exhibit 9.1 Voting Trust Agreement - incorporated by reference from Exhibit 9 of the Company's quarterly report on Form 10-Q for the quarter ended July 6, 1997
- Exhibit 9.2 Voting Trust Agreement Amendment - incorporated by reference from Exhibit 9.2 of the Company's annual report on Form 10-K for the year ended December 31, 2008
- Exhibit 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- Exhibit 32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- Exhibit 101 The following financial information from National Presto Industries, Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 2018, formatted in eXtensible Business Reporting Language (XBRL): (i) Condensed Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Statements of Cash Flows, and (iv) Notes to Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NATIONAL PRESTO INDUSTRIES, INC.

/s/ Maryjo Cohen  
Maryjo Cohen, Chair of the Board,  
President, Chief Executive Officer  
(Principal Executive Officer), Director

/s/ Randy F. Lieble  
Randy F. Lieble, Director, Vice President,  
Chief Financial Officer (Principal  
Financial Officer), Treasurer

Date: November 9, 2018