

ALMADEN MINERALS LTD
Form 6-K
March 30, 2009

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

March 27, 2009

ALMADEN MINERALS LTD.

(Translation of registrant's name into English)

750 West Pender Street, Suite 1103, Vancouver, B.C. Canada V6C 2T8

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No ...

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____

Exhibit List:

- 99.1 Annual Financial Statements
- 99.2 Management's Discussion & Analysis

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.

Almaden Minerals Ltd.

(Registrant)

By: /s/ "Duane Poliquin"

(Signature)

Duane Poliquin, CEO & Chairman

Date: March 27, 2009

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Cash and cash equivalents:

Cash and cash equivalents—beginning of period

\$
718,912

\$
347,700

\$
—

\$
1,066,612

Net decrease in cash and cash equivalents

(145,017
)

(14,915
)

—

(159,932
)

Cash and cash equivalents—end of period

\$
573,895

\$
332,785

\$
—

\$
906,680

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Year Ended December 31, 2013

	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations & Adjustments	Consolidated
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Cash flows from operating activities:

Net income	\$745,077	\$173,916	\$(185,000)	\$733,993
Adjustments to reconcile net income to cash provided by operating activities:				
Depreciation	160,181	6,891	—	167,072
Amortization of deferred loan origination costs	—	86,181	—	86,181
Amortization of financing origination fees	473	8,903	—	9,376
Provision for employee long-term benefits	66,877	—	—	66,877
Contributions to pension and postretirement plans	(204,796)	—	—	(204,796)
Stock compensation expense	38,367	2,877	—	41,244
Net change in wholesale finance receivables	—	—	28,865	28,865
Provision for credit losses	—	60,008	—	60,008
Loss on debt extinguishment	—	4,947	—	4,947
Deferred income taxes	54,568	(1,988)	—	52,580
Foreign currency adjustments	16,269	—	—	16,269
Other, net	10,942	(819)	—	10,123
Change in current assets and current liabilities:				
Accounts receivable	(24,273)	—	(12,380)	(36,653)
Finance receivables – accrued interest and other	—	(346)	—	(346)
Inventories	(46,474)	—	—	(46,474)
Accounts payable and accrued liabilities	(60,907)	(5,096)	12,380	(53,623)
Restructuring reserves	(25,042)	—	—	(25,042)
Derivative instruments	(2,161)	(28)	—	(2,189)
Prepaid and other	70,900	(2,219)	—	68,681
Total adjustments	54,924	159,311	28,865	243,100
Net cash provided by operating activities	800,001	333,227	(156,135)	977,093
Cash flows from investing activities:				
Capital expenditures	(199,354)	(8,967)	—	(208,321)
Origination of finance receivables	—	(7,140,533)	3,896,528	(3,244,005)
Collections of finance receivables	—	6,757,387	(3,925,393)	2,831,994
Purchases of marketable securities	(4,998)	—	—	(4,998)
Sales and redemptions of marketable securities	40,108	—	—	40,108
Other	16,355	—	—	16,355
Net cash used by investing activities	(147,889)	(392,113)	(28,865)	(568,867)

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Year Ended December 31, 2013

	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations & Adjustments	Consolidated
Cash flows from financing activities:				
Repayments of medium-term notes	—	(27,858)	—	(27,858)
Intercompany borrowing activity	(50,000)	50,000	—	—
Proceeds from securitization debt	—	647,516	—	647,516
Repayments of securitization debt	—	(840,387)	—	(840,387)
Borrowings of asset-backed commercial paper	—	88,456	—	88,456
Net increase in credit facilities and unsecured commercial paper	—	371,085	—	371,085
Repayments of asset-backed commercial paper	—	(78,765)	—	(78,765)
Net change in restricted cash	—	43,201	—	43,201
Dividends paid	(187,688)	(185,000)	185,000	(187,688)
Purchase of common stock for treasury, net of issuances	(479,231)	—	—	(479,231)
Excess tax benefits from share based payments	19,895	—	—	19,895
Issuance of common stock under employee stock option plans	50,567	—	—	50,567
Net cash (used by) provided by financing activities	(646,457)	68,248	185,000	(393,209)
Effect of exchange rate changes on cash and cash equivalents	(14,459)	(2,084)	—	(16,543)
Net (decrease) increase in cash and cash equivalents	\$(8,804)	\$7,278	\$—	\$(1,526)
Cash and cash equivalents:				
Cash and cash equivalents – beginning of period	\$727,716	\$340,422	\$—	\$1,068,138
Net (decrease) increase in cash and cash equivalents	(8,804)	7,278	—	(1,526)
Cash and cash equivalents – end of period	\$718,912	\$347,700	\$—	\$1,066,612

Year Ended December 31, 2012

	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations & Adjustments	Consolidated
Cash flows from operating activities:				
Net income	\$677,048	\$171,877	\$(225,000)	\$623,925
Adjustments to reconcile net income to cash provided by operating activities:				
Depreciation	162,659	6,319	—	168,978
Amortization of deferred loan origination costs	—	78,592	—	78,592
Amortization of financing origination fees	473	9,496	—	9,969
Provision for employee long-term benefits	67,612	3,735	—	71,347
Contributions to pension and postretirement plans	(244,416)	—	—	(244,416)
Stock compensation expense	37,544	3,271	—	40,815
Net change in wholesale finance receivables	—	—	2,513	2,513
Provision for credit losses	—	22,239	—	22,239
Loss on debt extinguishment	—	4,323	—	4,323
Pension and postretirement healthcare plan curtailment and settlement expense	6,242	—	—	6,242

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Deferred income taxes	117,772	10,680	—	128,452	
Foreign currency adjustments	9,773	—	—	9,773	
Other, net	(2,290) (4,926) —	(7,216)

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Year Ended December 31, 2012

	Motorcycles & Related Products Operations	Financial Services Operations	Eliminations & Adjustments	Consolidated
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Change in current assets and current liabilities:

Accounts receivable	9,323	—	(23,013)	(13,690)
Finance receivables – accrued interest and other	—	(4)	—	(4)
Inventories	21,459	—	—	21,459
Accounts payable and accrued liabilities	(6,368)	(27,443)	23,013	(10,798)
Restructuring reserves	(16,087)	—	—	(16,087)
Derivative instruments	2,906	(148)	—	2,758
Prepaid and other	(95,162)	(2,554)	—	(97,716)
Total adjustments	71,440	103,580	2,513	177,533
Net cash provided by operating activities	748,488	275,457	(222,487)	801,458
Cash flows from investing activities:				
Capital expenditures	(180,416)	(8,586)	—	(189,002)
Origination of finance receivables	—	(6,544,828)	3,686,127	(2,858,701)
Collections of finance receivables	—	6,456,729	(3,688,640)	2,768,089
Purchases of marketable securities	(4,993)	—	—	(4,993)
Sales and redemptions of marketable securities	23,296	—	—	23,296
Net cash used by investing activities	(162,113)	(96,685)	(2,513)	(261,311)
Cash flows from financing activities:				
Proceeds from issuance of medium-term notes	—	993,737	—	993,737
Repayment of medium-term notes	—	(420,870)	—	(420,870)
Intercompany borrowing activity	(400,000)	400,000	—	—
Proceeds from securitization debt	—	763,895	—	763,895
Repayments of securitization debt	—	(1,405,599)	—	(1,405,599)
Borrowings of asset-backed commercial paper	—	200,417	—	200,417
Net decrease in credit facilities and unsecured commercial paper	—	(744,724)	—	(744,724)
Repayments of asset-backed commercial paper	—	(24,301)	—	(24,301)
Net change in restricted cash	—	41,647	—	41,647
Dividends paid	(141,681)	(225,000)	225,000	(141,681)
Purchase of common stock for treasury, net of issuances	(311,632)	—	—	(311,632)
Excess tax benefits from share based payments	13,065	—	—	13,065
Issuance of common stock under employee stock option plans	45,973	—	—	45,973
Net cash used by financing activities	(794,275)	(420,798)	225,000	(990,073)
Effect of exchange rate changes on cash and cash equivalents	(7,714)	(1,172)	—	(8,886)
Net decrease in cash and cash equivalents	\$(215,614)	\$(243,198)	\$—	\$(458,812)
Cash and cash equivalents:				
Cash and cash equivalents – beginning of period	\$943,330	\$583,620	\$—	\$1,526,950
Net decrease in cash and cash equivalents	(215,614)	(243,198)	—	(458,812)
Cash and cash equivalents – end of period	\$727,716	\$340,422	\$—	\$1,068,138

22. Subsequent Events

On January 22, 2015, HD FS issued \$700.0 million of secured notes through a term asset-backed securitization transaction at a weighted average interest rate of 1.19%.

SUPPLEMENTARY DATA

Quarterly financial data (unaudited)
(In millions, except per share data)

	1 st Quarter		2 nd Quarter		3 rd Quarter		4 th Quarter	
	Mar 30, 2014	Mar 31, 2013	June 29, 2014	June 30, 2013	Sep 28, 2014	Sep 29, 2013	Dec 31, 2014	Dec 31, 2013
Motorcycles:								
Revenue	\$1,571.7	\$1,414.2	\$1,834.3	\$1,631.5	\$1,130.6	\$1,180.3	\$1,031.2	\$1,032.3
Operating income ^(a)	\$347.7	\$276.8	\$473.3	\$357.7	\$146.3	\$175.5	\$35.9	\$60.7
Financial Services:								
Revenue	\$154.4	\$157.0	\$166.4	\$162.8	\$171.0	\$163.4	\$169.0	\$158.3
Operating income	\$63.2	\$71.5	\$74.4	\$74.2	\$77.8	\$76.1	\$62.4	\$61.3
Consolidated:								
Income before taxes	\$408.9	\$338.5	\$549.1	\$422.4	\$225.5	\$241.3	\$99.9	\$112.1
Net income	\$265.9	\$224.1	\$354.2	\$271.7	\$150.1	\$162.7	\$74.5	\$75.4
Earnings per common share:								
Basic	\$1.21	\$1.00	\$1.63	\$1.22	\$0.70	\$0.73	\$0.35	\$0.34
Diluted	\$1.21	\$0.99	\$1.62	\$1.21	\$0.69	\$0.73	\$0.35	\$0.34

(a) Operating income for the Motorcycles segment includes restructuring expense (benefit) as discussed in Note 3 for the following periods (in millions):

	1 st Quarter		2 nd Quarter		3 rd Quarter		4 th Quarter	
	Mar 30, 2014	Mar 31, 2013	June 29, 2014	June 30, 2013	Sep 28, 2014	Sep 29, 2013	Dec 31, 2014	Dec 31, 2013
Restructuring expense (benefit)	\$—	\$2.9	\$—	\$(5.3)	\$—	\$0.6	\$—	\$(0.4)

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure
None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the Exchange Act), as of the end of the period covered by this Annual Report on Form 10-K, the Company's management evaluated, with the participation of the Company's Chairman, President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer, the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based upon their evaluation of these disclosure controls and procedures, the Chairman, President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer have concluded that the disclosure controls and procedures were effective as of the end of the period covered by this Annual Report on Form 10-K to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the Securities and Exchange Commission rules and forms, and to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chairman, President and Chief Executive Officer and its Senior Vice President and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure.

Management's Report on Internal Control over Financial Reporting

The report of management required under this Item 9A is contained in Item 8 of Part II of this Annual Report on Form 10-K under the heading "Management's Report on Internal Control over Financial Reporting."

Attestation Report of Independent Registered Public Accounting Firm

The attestation report required under this Item 9A is contained in Item 8 of Part II of this Annual Report on Form 10-K under the heading “Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting.”

Changes in Internal Controls

There were no changes in the Company’s internal control over financial reporting that occurred during the quarter ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information to be included in the Company's definitive proxy statement for the 2015 annual meeting of shareholders, which will be filed on or about March 16, 2015 (the Proxy Statement), under the captions "Questions and Answers about the Company – Who are our Executive Officers for SEC Purposes?," "Corporate Governance Principles and Board Matters – Audit Committee," "Proposal I – Election of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," "Audit Committee Report," and "Corporate Governance Principles and Board Matters – Independence of Directors" is incorporated by reference herein.

The Company has adopted the Harley-Davidson, Inc. Financial Code of Ethics applicable to the Company's chief executive officer, the chief financial officer, the principal accounting officer and the controller and other persons performing similar finance functions. The Company has posted a copy of the Harley-Davidson, Inc. Financial Code of Ethics on the Company's website at www.harley-davidson.com. The Company intends to satisfy the disclosure requirements under Item 5.05 of the Securities and Exchange Commission's Current Report on Form 8-K regarding amendments to, or waivers from, the Harley-Davidson, Inc. Financial Code of Ethics by posting such information on its website at www.harley-davidson.com. The Company is not including the information contained on or available through its website as a part of, or incorporating such information by reference into, this Annual Report on Form 10-K.

Item 11. Executive Compensation

The information to be included in the Proxy Statement under the captions "Executive Compensation" and "Human Resources Committee Report on Executive Compensation" is incorporated by reference herein.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters
Information to be included in the Proxy Statement under the caption "Common Stock Ownership of Certain Beneficial Owners and Management" is incorporated by reference herein.

The following table provides information about the Company's equity compensation plans (including individual compensation arrangements) as of December 31, 2014:

Plan Category	Number of securities to be issued upon the exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by shareholders:			
Management employees	2,716,768	\$43.34	9,465,837
Equity compensation plans not approved by shareholders:			
Union employees:			
Kansas City, MO	—	\$—	26,718
York, PA	—	\$—	96,770
Non employees:			
Board of Directors	—	\$—	142,449
	—	\$—	265,937
Total all plans	2,716,768		9,731,774

Plan documents for each of the Company's equity compensation plans have been filed with the Securities and Exchange Commission on a timely basis and are included in the list of exhibits to this annual report on Form 10-K. Equity compensation plans not submitted to shareholders for approval were adopted prior to current regulations requiring such approval and have not been materially altered since adoption.

The material features of the union employees' stock option awards are the same as those of the management employees' stock option awards. Under the Company's management and union plans, stock options have an exercise price equal to the fair

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market value of the underlying stock at the date of grant and expire ten years from the date of grant. Stock options vest ratably over a three-year period with the first one-third of the grant becoming exercisable one year after the date of grant.

The Director Compensation Policy provides non-employee Directors with compensation that includes an annual retainer as well as a grant of share units. The payment of share units is deferred until a director ceases to serve as a director and the share units are payable at that time in actual shares of common stock. The Director Compensation Policy also provides that a non-employee Director may elect to receive 50% or 100% of the annual retainer to be paid in each calendar year in the form of common stock based upon the fair market value of the common stock at the time of the annual meeting of shareholders. Each Director must receive a minimum of one-half of his or her annual retainer in common stock until the Director reaches the Director stock ownership guidelines defined below.

In August 2002, the Board approved “Director and Senior Executive Stock Ownership Guidelines” (Ownership Guidelines) which were most recently revised in September 2012. The Ownership Guidelines stipulate that all Directors hold 15,000 shares of Common Stock and senior executives hold from 15,000 to 200,000 shares of the common stock, or certain rights to acquire common stock, depending on their level. The Directors and senior executives have five years from the date they are elected a Director or promoted to a senior executive to accumulate the appropriate number of shares of common stock. Restricted stock, restricted stock units, shares held in 401(k) accounts, vested unexercised stock options and stock appreciation rights, and shares of common stock held directly count toward satisfying the guidelines for common stock ownership.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information to be included in the Proxy Statement under the caption “Certain Transactions” and “Corporate Governance Principles and Board Matters – Independence of Directors” is incorporated by reference herein.

Item 14. Principal Accounting Fees and Services

The information to be included in the Proxy Statement under the caption “Ratification of Selection of Independent Registered Public Accounting Firm – Fees Paid to Ernst & Young LLP” is incorporated by reference herein.

PART IV

Item 15. Exhibits and Financial Statements

(a) The following documents are filed as part of this Form 10-K:

(1)	Financial Statements	
	Consolidated statements of income for each of the three years in the period ended December 31, 2014	<u>51</u>
	Consolidated statements of comprehensive income for each of the three years in the period ended December 31, 2014	<u>52</u>
	Consolidated balance sheets at December 31, 2014 and December 31, 2013	<u>53</u>
	Consolidated statements of cash flows for each of the three years in the period ended December 31, 2014	<u>55</u>
	Consolidated statements of shareholders' equity for each of the three years in the period ended December 31, 2014	<u>56</u>
	Notes to consolidated financial statements	<u>57</u>
(2)	Financial Statement Schedule	
	Schedule II – Valuation and qualifying accounts	<u>111</u>
(3)	Exhibits	<u>114</u>

Reference is made to the separate Index to Exhibits contained on pages 114 through 117 filed herewith.

All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedules.

Schedule II

HARLEY-DAVIDSON, INC.

CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS

Years ended December 31, 2014, 2013 and 2012

(In thousands)

	2014	2013	2012
Accounts receivable – allowance for doubtful accounts			
Balance, beginning of period	\$4,960	\$4,954	\$4,952
Provision charged to expense	(471	) 245	424
Reserve adjustments	(394	) (136	) (401
Write-offs, net of recoveries	(637	) (103	) (21
Balance, end of period	\$3,458	\$4,960	\$4,954
Finance receivables – allowance for credit losses			
Balance, beginning of period	\$110,693	\$107,667	\$125,449
Provision for credit losses	80,946	60,008	22,239
Charge-offs, net of recoveries	(64,275	) (56,982	) (40,021
Balance, end of period	\$127,364	\$110,693	\$107,667
Inventories – allowance for obsolescence ^(a)			
Balance, beginning of period	\$17,463	\$22,936	\$23,204
Provision charged to expense	19,044	5,254	9,489
Reserve adjustments	(399	) (1,281	) (696
Write-offs, net of recoveries	(18,333	) (9,446	) (9,061
Balance, end of period	\$17,775	\$17,463	\$22,936
Deferred tax assets – valuation allowance			
Balance, beginning of period	\$21,818	\$16,314	\$14,914
Adjustments	3,644	5,504	1,400
Balance, end of period	\$25,462	\$21,818	\$16,314

(a) Inventory obsolescence reserves deducted from cost determined on first-in first-out (FIFO) basis, before deductions for last-in, first-out (LIFO) valuation reserves.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on February 19, 2015.

HARLEY-DAVIDSON, INC.

By: /s/ Keith E. Wandell
Keith E. Wandell
Chairman, President and Chief Executive Officer

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 19, 2015.

Name	Title
/S/ Keith E. Wandell Keith E. Wandell	Chairman, President and Chief Executive Officer (Principal executive officer)
/S/ Matthew S. Levatich Matthew S. Levatich	Director, HDMC President and Chief Operating Officer
/S/ John A. Olin John A. Olin	Senior Vice President and Chief Financial Officer (Principal financial officer)
/S/ Mark R. Kornetzke Mark R. Kornetzke	Chief Accounting Officer (Principal accounting officer)
/S/ Barry K. Allen Barry K. Allen	Director
/S/ R. John Anderson R. John Anderson	Director
/S/ Richard I. Beattie Richard I. Beattie	Presiding Director
/S/ Michael J. Cave Michael J. Cave	Director
/S/ George H. Conrades George H. Conrades	Director
/S/ Donald A. James Donald A. James	Director
/S/ Sara L. Levinson Sara L. Levinson	Director
/S/ N. Thomas Linebarger N. Thomas Linebarger	Director
/S/ George L. Miles, Jr. George L. Miles, Jr.	Director
/S/ James A. Norling James A. Norling	Director
/S/ Jochen Zeitz	Director

Jochen Zeitz

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INDEX TO EXHIBITS

[Items 15(a)(3) and 15(c)]

Exhibit No	Description
3.1	Restated Articles of Incorporation as September 8, 2011 (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated September 8, 2011 (File No. 1-9183))
3.2	Harley-Davidson, Inc. By-Laws, as amended through December 4, 2012 (incorporated herein by reference by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 (File No. 1-9183))
4.1	Indenture to provide for the issuance of indebtedness dated as of November 21, 2003 between Harley-Davidson Funding Corp., Issuer, Harley-Davidson Financial Services, Inc. and Harley-Davidson Credit Corp., Guarantors, to BNY Midwest Trust Company, Trustee (incorporated herein by reference to Exhibit 4.4 to the Registrant's Annual Report of Form 10-K for the year ended December 31, 2005 (File No. 1-9183))
4.2	4-Year Credit Agreement, dated as of April 28, 2011, among the Company, certain subsidiaries of the Company, the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as global administrative agent (incorporated herein by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K dated April 28, 2011 (File No. 1-9183))
4.3	Amendment No. 1, dated as of April 13, 2012, among the Company, certain subsidiaries of the Company, the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as global administrative agent, to 4-Year Credit Agreement dated as of April 28, 2011 among the Company, certain subsidiaries of the Company, the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as global administrative agent (incorporated herein by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 1, 2012 (File No. 1-9183))
4.4	5-Year Credit Agreement, dated as of April 13, 2012 among the Company, certain subsidiaries of the Company, the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as among other things, global administrative agent (incorporated herein by reference to Exhibit 4.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 1, 2012 (File No. 1-9183))
4.5	Amendment No. 1 5-year Credit Agreement, dated as of July 10, 2013, among the Company, certain subsidiaries of the Company, the financial institutions parties thereto, and JPMorgan Chase Bank, N.A., as, among other things, global administrative agent, including an Amended and Restated Syndicated Canadian Addendum, in each case relating to the 5-year Credit Agreement, dated as of April 13, 2012 among the Company, certain subsidiaries of the Company, the financial institutions parties thereto and JPMorgan Chase Bank, N.A., as among other things, global administrative agent (incorporated herein by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September, 29, 2013 (File No. 1-9183))
4.6	Indenture, dated as of March 4, 2011, among Harley-Davidson Financial Services, Inc., Issuer, Harley-Davidson Credit Corp., Guarantor, and Bank of New York Mellon Trust Company, N.A., Trustee (incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated March 1, 2011 (File No. 1-9183))
4.7	Officers' Certificate, dated March 4, 2011, pursuant to Sections 102 and 301 of the Indenture, dated March 4, 2011, with the forms of 3.875% Medium-Term Notes due 2016 (incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated March 1, 2011 (File No. 1-9183))
4.13	Officers' Certificate, dated January 31, 2012, pursuant to Sections 102 and 301 of the Indenture, dated March 4, 2011, with the forms of 2.700% Medium-Term Notes due 2017 (incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated January 26, 2012 (File No. 1-9183))

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- 4.14 Officers' Certificate, dated September 16, 2014, pursuant to Sections 102 and 301 of the Indenture, dated March 4, 2011, with the forms of 2.400% Medium-Term Notes due 2019
- 4.15 Officers' Certificate, dated November 18, 2014, pursuant to Sections 102 and 301 of the Indenture, dated March 4, 2011, with the forms of 1.550% Medium-Term Notes due 2017
- 10.1* Harley-Davidson, Inc. 1995 Stock Option Plan as amended through April 28, 2007 (incorporated herein by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 1, 2007 (File No. 1-9183))

Various instruments relating to the Company's long-term debt described in this report need not be filed herewith pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K. The registrant, by signing this report, agrees to furnish the Securities and Exchange Commission, upon its request, with a copy of any such instrument.

* Represents a management contract or compensatory plan, contract or arrangement in which a director or named executive officer of the Company participated.

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INDEX TO EXHIBITS

[Items 15(a)(3) and 15(c)]

Exhibit No	Description
10.2	2001 York Hourly-Paid Employees Stock Option Plan (incorporated herein by reference to Exhibit 10.17 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 1-9183))
10.3*	Harley-Davidson, Inc. 2004 Incentive Stock Plan as amended through April 28, 2007 (incorporated herein by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 1, 2007 (File No. 1-9183))
10.4*	Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Appendix A to the Company's definitive proxy statement on Schedule 14A for the Company's Annual Meeting of Shareholders held on April 25, 2009 filed on April 3, 2009 (File No. 1-9183))
10.5*	Harley-Davidson, Inc. 2014 Incentive Stock Plan (incorporated herein by reference to Appendix A to the Company's definitive proxy statement on Schedule 14A for the Company's Annual Meeting of Shareholders held on April 26, 2014 filed on March 14, 2014 (File No. 1-9183))
10.6*	Amended and Restated Harley-Davidson, Inc. Director Stock Plan as amended effective December 1, 2014
10.7*	Director Compensation Policy effective April 28, 2012 (incorporated herein by reference from Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 1, 2012 (File No. 1-9183))
10.8*	Deferred Compensation Plan for Nonemployee Directors as amended and restated effective January 1, 2009 (incorporated herein by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 1-9183))
10.9*	Harley-Davidson Management Deferred Compensation Plan as amended and restated effective January 1, 2009 and further amended March 2, 2009 (incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 29, 2009 (File No. 1-9183))
10.10*	Harley-Davidson, Inc. Employee Incentive Plan (incorporated herein by reference to Appendix B to the Company's definitive proxy statement on Schedule 14A for the Company's Annual Meeting of Shareholders held April 24, 2010 (File No. 1-9183))
10.11*	Harley-Davidson, Inc. Short-Term Incentive Plan for Senior Executives (incorporated herein by reference to Appendix D to the Company's definitive proxy statement on Schedule 14A for the Company's Annual Meeting of Shareholders held April 30, 2011 (File No. 1-9183))
10.12*	Harley-Davidson Pension Benefit Restoration Plan as amended and restated effective January 1, 2009 (incorporated herein by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 1-9183))
10.13*	Harley-Davidson Retiree Insurance Allowance Plan, effective January 1, 2009, together with amendments adopted through May 31, 2009 (incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 28, 2009 (File No. 1-9183))
10.14*	Form of Notice of Grant of Stock Options and Option Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010 (File No. 1-9183))
10.15*	Form of Notice of Grant of Stock Options and Option Agreement (Transition Agreement) of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010 (File No. 1-9183))
10.16*	Form of Notice of Special Grant of Stock Options and Option Agreement (Transition Agreement) of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended

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March 28, 2010 (File No. 1-9183))

10.17*

Form of Notice of Award of Restricted Stock and Restricted Stock Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010 (File No. 1-9183))

10.18*

Form of Notice of Award of Restricted Stock and Restricted Stock Agreement (Transition Agreement) of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010 (File No. 1-9183))

* Represents a management contract or compensatory plan, contract or arrangement in which a director or named executive officer of the Company participated.

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[Items 15(a)(3) and 15(c)]

Exhibit No	Description
10.19*	Form of Notice of Grant of Stock Appreciation Rights and Stock Appreciation Rights Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.10 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010 (File No. 1-9183))
10.20*	Form of Notice of Award of Restricted Stock Units and Restricted Stock Unit Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010 (File No. 1-9183))
10.21*	Form of Notice of Award of Restricted Stock Units and Restricted Stock Unit Agreement (Transition Agreement) of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010 (File No. 1-9183))
10.22*	Form of Notice of Award of Restricted Stock Units and Restricted Stock Unit Agreement (International) of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010 (File No. 1-9183))
10.23*	Form of Notice of Grant of Stock Options and Option Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan to each of Messrs. Hund, Levatich, Olin and Wandell (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated May 1, 2009 (File No. 1-9183))
10.24*	Form of Notice of Grant of Restricted Stock and Restricted Stock Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2009 Incentive Stock Plan to each of Messrs. Hund and Wandell (incorporated herein by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K dated May 1, 2009 (File No. 1-9183))
10.25*	Form of Notice of Grant of Stock Options and Option Agreement of Harley-Davidson, Inc. under the Harley-Davidson Inc. 1995 Stock Option Plan and the Harley-Davidson, Inc. 2004 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.21 to the Registrant's Annual Report of Form 10-K for the year ended December 31, 2005 (File No. 1-9183))
10.26*	Form of Notice of Special Grant of Stock Options and Option Agreement of Harley-Davidson, Inc. under the Harley-Davidson Inc. 1995 Stock Option Plan and the Harley-Davidson, Inc. 2004 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.22 to the Registrant's Annual Report of Form 10-K for the year ended December 31, 2005 (File No. 1-9183))
10.27*	Form of Notice of Award of Restricted Stock and Restricted Stock Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2004 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report of Form 10-Q for the quarter ended March 29, 2009 (File No. 1-9183))
10.28*	Form of Notice of Special Award of Restricted Stock and Restricted Stock Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2004 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.6 to the Registrant's Quarterly Report of Form 10-Q for the quarter ended April 1, 2007 (File No. 1-9183))
10.29*	Form of Notice of Award of Restricted Stock Unit and Restricted Stock Unit Agreement of Harley-Davidson, Inc. under the Harley-Davidson, Inc. 2004 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 1, 2007 (File No. 1-9183))
10.30*	

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- 10.31* Form of Amended and Restated Severance Benefits Agreement as amended through April 25, 2008 between the Registrant and Mr. Richer (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 30, 2008 (File No. 1-9183))
- 10.32* Form of Severance Benefits Agreement between the Registrant and each of Messrs. Hund, Jones, Levatic, Olin and Wandell (incorporated herein by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 1-9183))
- 10.32* Form of Transition Agreement between the Registrant and each of Messrs. Levatic, Olin and Wandell (incorporated herein by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 1-9183))

* Represents a management contract or compensatory plan, contract or arrangement in which a director or named executive officer of the Company participated.

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[Items 15(a)(3) and 15(c)]

Exhibit No	Description
10.33*	Transition Agreement between the Registrant and Mr. Hund dated November 30, 2009 (incorporated herein by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 1-9183))
10.34*	Form of Aircraft Time Sharing Agreement between the Registrant and each of Messrs. Wandell, Levatich, Olin, Jones and Hund and Mesdames Bischmann and Calaway (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 (File No. 1-9183))
21	List of Subsidiaries
23	Consent of Independent Registered Public Accounting Firm
31.1	Chief Executive Officer Certification pursuant to Rule 13a-14(a)
31.2	Chief Financial Officer Certification pursuant to Rule 13a-14(a)
32	Written Statement of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. §1350
101	Financial statements from the annual report on Form 10-K of Harley-Davidson, Inc. for the year ended December 31, 2014, filed on February 19, 2015 formatted in XBRL: (i) the Consolidated Statements of Income; (ii) the Consolidated Statements of Comprehensive Income; (iii) the Consolidated Balance Sheets; (iv) the Consolidated Statements of Cash Flows; (v) the Consolidated Statements of Shareholders' Equity; and (vi) the Notes to Consolidated Financial Statements.

Various instruments relating to the Company's long-term debt described in this report need not be filed herewith pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K. The registrant, by signing this report, agrees to furnish the Securities and Exchange Commission, upon its request, with a copy of any such instrument.

*Represents a management contract or compensatory plan, contract or arrangement in which a director or named executive officer of the Company participated.

