

STARRETT L S CO  
Form 10-Q  
April 21, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended

March 31, 2016

OR

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

For the transition period from

to

Commission file number

1-367

**THE L. S. STARRETT COMPANY**

(Exact name of registrant as specified in its charter)

MASSACHUSETTS

(State or other jurisdiction of incorporation or organization)

04-1866480

(I.R.S. Employer Identification No.)

121 CRESCENT STREET, ATHOL, MASSACHUSETTS 01331-1915

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number,  
including area code

978-249-3551

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

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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

Large Accelerated  
Filer  
Accelerated  
Filer  
Non-Accelerated  
Filer  
Smaller  
Reporting  
Company

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

YES    NO

Common Shares  
outstanding as of                      April 21, 2016

Class A Common Shares    6,242,838

Class B Common Shares    771,825

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THE L. S. STARRETT COMPANY

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**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS**

## THE L. S. STARRETT COMPANY

## Consolidated Balance Sheets

(in thousands except share data)

|   | March 31,<br>2016<br>(unaudited) | June 30,<br>2015 |
|---|----------------------------------|------------------|
| <b>ASSETS</b>   |                                  |                  |
| Current assets:   |                                  |                  |
| Cash  | \$ 22,231                        | \$ 11,108        |
| Short-term investments  | -                                | 7,855            |
| Accounts receivable (less allowance for doubtful accounts of \$746 and \$612, respectively) | 31,738                           | 40,311           |
| Inventories   | 57,663                           | 63,003           |
| Current deferred income tax assets  | 4,274                            | 4,554            |
| Prepaid expenses and other current assets   | 5,897                            | 6,582            |
| Total current assets  | 121,803                          | 133,413          |
| Property, plant and equipment, net  | 42,555                           | 44,413           |
| Income taxes receivable   | 2,730                            | 3,383            |
| Deferred income tax assets, net of current portion  | 18,573                           | 18,803           |
| Intangible assets, net  | 6,647                            | 7,125            |
| Goodwill  | 3,034                            | 3,034            |
| Other assets  | 2,185                            | 2,101            |
| Total assets  | \$ 197,527                       | \$ 212,272       |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                                  |                  |
| Current liabilities:  |                                  |                  |
| Notes payable and current maturities of long-term debt                                      | \$ 1,531                         | \$ 1,552         |
| Accounts payable  | 10,415                           | 9,471            |
| Accrued expenses  | 5,347                            | 7,011            |
| Accrued compensation  | 4,022                            | 5,565            |
| Total current liabilities   | 21,315                           | 23,599           |
| Long-term debt, net of current portion  | 17,500                           | 18,552           |
| Other income tax obligations  | 4,615                            | 4,607            |
| Deferred income tax liabilities   | 1,441                            | 1,548            |
| Postretirement benefit and pension obligations  | 46,081                           | 49,536           |

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|  |            |            |
|--|------------|------------|
| Total liabilities  | 90,952     | 97,842     |
| Stockholders' equity:  |            |            |
| CI Class A Common stock \$1 par (20,000,000 shares authorized; 6,236,900 outstanding at March 31, 2016 and 6,223,558 outstanding at June 30, 2015) | 6,237      | 6,224      |
| CI Class B Common stock \$1 par (10,000,000 shares authorized; 772,500 outstanding at March 31, 2016 and 789,069 outstanding at June 30, 2015)     | 773        | 789        |
| Additional paid-in capital   | 55,020     | 54,869     |
| Retained earnings  | 96,933     | 98,164     |
| Accumulated other comprehensive loss   | (52,388 )  | (45,616 )  |
| Total stockholders' equity   | 106,575    | 114,430    |
| Total liabilities and stockholders' equity   | \$ 197,527 | \$ 212,272 |

See Notes to Unaudited Consolidated Financial Statements

## THE L. S. STARRETT COMPANY

## Consolidated Statements of Operations

(in thousands except per share data) (unaudited)

|   | 3 Months Ended |           | 9 Months Ended |           |
|---|----------------|-----------|----------------|-----------|
|   | 3/31/2016      | 3/31/2015 | 3/31/2016      | 3/31/2015 |
| Net sales   | \$50,329       | \$56,116  | \$155,038      | \$180,109 |
| Cost of goods sold  | 35,596         | 37,422    | 108,454        | 120,108   |
| Gross margin  | 14,733         | 18,694    | 46,584         | 60,001    |
| % of Net sales  | 29.3 %         | 33.3 %    | 30.0 %         | 33.3 %    |
| Selling, general and administrative expenses                        | 13,819         | 15,574    | 44,288         | 52,112    |
| Operating income  | 914            | 3,120     | 2,296          | 7,889     |
| Other income  | 285            | 388       | 377            | 1,683     |
| Income before income taxes  | 1,199          | 3,508     | 2,673          | 9,572     |
| Income tax expense  | 602            | 1,071     | 1,796          | 3,765     |
| Net income  | \$597          | \$2,437   | \$877          | \$5,807   |
| Basic income per share  | \$0.09         | \$0.35    | \$0.13         | \$0.83    |
| Diluted income per share  | \$0.08         | \$0.35    | \$0.12         | \$0.83    |
| Weighted average outstanding shares used in per share calculations: |                |           |                |           |
| Basic   | 7,013          | 6,992     | 7,016          | 6,977     |
| Diluted   | 7,031          | 7,045     | 7,045          | 7,024     |
| Dividends per share   | \$0.10         | \$0.10    | \$0.30         | \$0.30    |

See Notes to Unaudited Consolidated Financial Statements





## THE L. S. STARRETT COMPANY

## Consolidated Statements of Comprehensive Income (Loss)

(in thousands) (unaudited)

|   | 3 Months Ended |             | 9 Months Ended |             |
|---|----------------|-------------|----------------|-------------|
|   | 3/31/2016      | 3/31/2015   | 3/31/2016      | 3/31/2015   |
| Net income  | \$597          | \$ 2,437    | \$877          | \$ 5,807    |
| Other comprehensive income (loss):  |                |             |                |             |
| Translation gain (loss)   | 2,906          | (8,952 )    | (6,772)        | (20,720 )   |
| Pension and postretirement plans, net of tax of \$0,\$0,\$0 and \$22 respectively | -              | -           | -              | (22 )       |
| Other comprehensive income (loss)   | 2,906          | (8,952 )    | (6,772)        | (20,742 )   |
| Total comprehensive income (loss)   | \$3,503        | \$ (6,515 ) | \$(5,895)      | \$(14,935 ) |

See Notes to Unaudited Consolidated Financial Statements

## THE L. S. STARRETT COMPANY

## Consolidated Statements of Stockholders' Equity

For the Nine Months Ended March 31, 2016

(in thousands except per share data) (unaudited)

|                                   | Common<br>Stock<br><br>Outstanding |            | Addi-<br>tional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Com-prehensive<br>Loss | Total       |
|-----------------------------------|------------------------------------|------------|---------------------------------------|----------------------|--|-------------|
|                                   | Class<br>A                         | Class<br>B |                                       |                      |  |             |
| Balance June 30, 2015             | \$6,224                            | \$789      | \$54,869                              | \$98,164             | \$ (45,616                                     | ) \$114,430 |
| Total comprehensive income (loss) | -                                  | -          | -                                     | 877                  | (6,772   | ) (5,895 )  |
| Dividends (\$0.30 per share)      | -                                  | -          | -                                     | (2,108 )             | -  | (2,108 )    |
| Repurchase of shares              | (37 )                              | (3 )       | (406 )                                | -                    | -  | (446 )      |
| Issuance of stock                 | 28                                 | 9          | 397                                   | -                    | -  | 434         |
| Stock-based compensation          | -                                  | -          | 160                                   | -                    | -  | 160         |
| Conversion                        | 22                                 | (22 )      | -                                     | -                    | -  | -           |
| Balance March 31, 2016            | \$6,237                            | \$773      | \$55,020                              | \$96,933             | \$ (52,388                                     | ) \$106,575 |

Accumulated balance consists of:

|  |            |   |
|--|------------|---|
| Translation loss                               | \$ (44,072 | ) |
| Pension and postretirement plans, net of taxes | (8,316     | ) |
|  | \$ (52,388 | ) |

See Notes to Unaudited Consolidated Financial Statements

## THE L. S. STARRETT COMPANY

## Consolidated Statements of Cash Flows

(in thousands of dollars) (unaudited)

9 Months Ended  
3/31/2016 3/31/2015

|   |          |           |
|---|----------|-----------|
| Cash flows from operating activities:               |          |           |
| Net income  | \$877    | \$5,807   |
| Non-cash operating activities:                      |          |           |
| Depreciation  | 4,385    | 5,817     |
| Amortization  | 1,036    | 951       |
| Stock-based compensation                            | 315      | 287       |
| Net long-term tax obligations                       | 627      | 2,893     |
| Deferred taxes                                      | 57       | 821       |
| Unrealized transaction gain                         | 66       | (2 )      |
| Income on equity method investment                  | (89 )    | (170 )    |
| Working capital changes:                            |          |           |
| Accounts receivable                                 | 4,744    | 5,669     |
| Inventories   | 1,425    | (10,607 ) |
| Other current assets                                | 190      | (1,399 )  |
| Other current liabilities                           | 441      | 499       |
| Postretirement benefit and pension obligations      | (2,481 ) | (4,184 )  |
| Other   | 60       | 480       |
| Net cash provided by operating activities           | 11,653   | 6,862     |
| Cash flows from investing activities:               |          |           |
| Additions to property, plant and equipment          | (4,048 ) | (4,048 )  |
| Software development                                | (557 )   | (440 )    |
| Purchase of investments                             | -        | (45 )     |
| Proceeds from sale of investments                   | 7,621    | 201       |
| Net cash provided by (used in) investing activities | 3,016    | (4,332 )  |
| Cash flows from financing activities:               |          |           |
| Proceeds from short-term borrowings                 | -        | 922       |
| Proceeds from long-term borrowings                  | 750      | -         |
| Long-term debt repayments                           | (1,822 ) | (1,159 )  |
| Proceeds from common stock issued                   | 280      | 325       |
| Shares repurchased                                  | (446 )   | (64 )     |
| Dividends paid                                      | (2,108 ) | (2,095 )  |
| Net cash used in financing activities               | (3,346 ) | (2,071 )  |
| Effect of exchange rate changes on cash             | (200 )   | (3,046 )  |

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|                                 |          |           |
|---------------------------------|----------|-----------|
| Net increase (decrease) in cash | 11,123   | (2,587 )  |
| Cash, beginning of period       | 11,108   | 16,233    |
| Cash, end of period             | \$22,231 | \$ 13,646 |

Supplemental cash flow information:

|                        |       |        |
|------------------------|-------|--------|
| Interest paid          | \$487 | \$ 547 |
| Income taxes paid, net | 732   | 1,238  |

See Notes to Unaudited Consolidated Financial Statements

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THE L. S. STARRETT COMPANY

Notes to Unaudited Consolidated Financial Statements

March 31, 2016

**Note 1: Basis of Presentation and Summary of Significant Account Policies**

The balance sheet as of June 30, 2015, which has been derived from audited financial statements, and the unaudited interim financial statements as of and for the three and nine months ended March 31, 2016 and March 31, 2015, have been prepared by The L.S. Starrett Company (the “Company”) in accordance with accounting principles generally accepted in the United States of America for interim financial reporting. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. These unaudited financial statements, which, in the opinion of management, reflect all adjustments (including normal recurring adjustments) necessary for a fair presentation, should be read in conjunction with the financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2015. Operating results are not necessarily indicative of the results that may be expected for any future interim period or for the entire fiscal year.

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, assumptions and estimates that affect amounts reported in the consolidated financial statements and accompanying notes. Note 2 to the Company’s Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended June 30, 2015 describes the significant accounting policies and methods used in the preparation of the consolidated financial statements.

**Note 2: Recent Accounting Pronouncements**

In May 2014, the FASB issued a new standard related to the “Revenue from Contracts with Customers” which amends the existing accounting standards for revenue recognition. The standard requires entities to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. This standard is applicable for fiscal years beginning after December 15, 2017 and for interim periods within those years. Earlier application will be permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company expects to adopt this standard on July 1, 2018. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements.

Accounting Standards Update (ASU) 2015-11, "Inventory - Simplifying the Measurement of Inventory" requires companies to measure most inventory at the lower of cost or net realizable value, thereby simplifying the current guidance under which a company must measure inventory at the lower of cost or market. This Update eliminates the need to determine replacement cost and evaluate whether said cost is within a quantitative range. This Update also further aligns U.S. GAAP and international accounting standards. For public companies, the guidance in ASU 2015-11 is effective for annual periods beginning after December 15, 2016, and interim periods thereafter. Early adoption is permitted. Management does not expect ASU 2015-11 to have a material impact on the Company's financial statements and disclosures.

Accounting Standards Update 2015-17, "Balance Sheet Classification of Deferred Taxes" requires that companies classify all deferred taxes as non-current assets or liabilities. This change is applicable for fiscal years beginning after December 15, 2016 and for interim periods within those years. There is no impact to earnings as a result of this change; however, current assets will be reduced by the amount of the current deferred tax asset as that amount will be included with the long term deferred tax asset upon adoption of this ASU.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The amendments in this update will increase the transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This amendment is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is evaluating the effect, if any, on its financial statements.

### **Note 3: Stock-based Compensation**

On September 5, 2012, the Board of Directors adopted The L.S. Starrett Company 2012 Long Term Incentive Plan (the "2012 Stock Plan"). The 2012 stock plan was approved by shareholders on October 17, 2012. The 2012 Stock Plan permits the granting of the following types of awards to officers, other employees and non-employee directors: stock options; restricted stock awards; unrestricted stock awards; stock appreciation rights; stock units including restricted stock units; performance awards; cash-based awards; and awards other than previously described that are convertible or otherwise based on stock. The 2012 Stock Plan provides for the issuance of up to 500,000 shares of common stock.

Options granted vest in periods ranging from one year to three years and expire ten years after the grant date. Restricted stock units (“RSU”) granted generally vest from one year to three years. Vested restricted stock units will be settled in shares of common stock. As of March 31, 2016, there were 20,000 stock options and 73,367 restricted stock units outstanding. In addition, there were 391,600 shares available for grant under the 2012 Stock Plan as of March 31, 2016.

For stock option grants the fair value of each grant is estimated at the date of grant using the Binomial Options pricing model. The Binomial Options pricing model utilizes assumptions related to stock volatility, the risk-free interest rate, the dividend yield, and employee exercise behavior. Expected volatilities utilized in the model are based on the historic volatility of the Company’s stock price. The risk free interest rate is derived from the U.S. Treasury Yield curve in effect at the time of the grant. The expected life is determined using the average of the vesting period and contractual term of the options (Simplified Method).

No stock options were granted during the nine months ended March 31, 2016 and 2015.

The weighted average contractual term for stock options outstanding as of March 31, 2016 was 6.75 years. The aggregate intrinsic value of stock options outstanding as of March 31, 2016 was \$0.1 million. Stock options exercisable as of March 31, 2016 were 20,000.

The Company accounts for stock options and RSU awards by recognizing the expense of the grant date fair value ratably over vesting periods generally ranging from one year to three years. The related expense is included in selling, general and administrative expenses.

There were 40,200 RSU awards with a fair value of \$15.11 per RSU granted during the nine months ended March 31, 2016. There were 9,067 RSUs settled during the nine months ended March 31, 2016. The aggregate intrinsic value of RSU awards outstanding as of March 31, 2016 was \$0.8 million. As of March 31, 2016 all vested awards had been issued and settled.

On February 5, 2013, the Board of Directors adopted The L.S. Starrett Company 2013 Employee Stock Ownership Plan (the “2013 ESOP”). The purpose of the plan is to supplement existing Company programs through an employer funded individual account plan dedicated to investment in common stock of the Company, thereby encouraging increased ownership of the Company while providing an additional source of retirement income. The plan is intended as an employee stock ownership plan within the meaning of Section 4975 (e) (7) of the Internal Revenue Code of 1986, as amended. U.S. employees who have completed a year of service are eligible to participate.



Compensation expense related to all stock based plans for the nine month periods ended March 31, 2016 and 2015 was \$0.3 million and \$0.2 million, respectively. As of March 31, 2016, there was \$1.1 million of total unrecognized compensation costs related to outstanding stock-based compensation arrangements. Of this cost \$0.7 million relates to performance based RSU grants that are not expected to be awarded. The remaining \$0.4 million is expected to be recognized over a weighted average period of 2.0 years.

#### Note 4: Inventories

Inventories consist of the following (in thousands):

|                                     | 3/31/2016   | 6/30/2015 |
|-------------------------------------|-------------|-----------|
|                                     | (Unaudited) |           |
| Raw material and supplies           | \$ 30,632   | \$ 32,784 |
| Goods in process and finished parts | 16,493      | 18,569    |
| Finished goods                      | 38,885      | 39,689    |
|                                     | 86,010      | 91,042    |
| LIFO Reserve                        | (28,347 )   | (28,039 ) |
| Inventories                         | \$ 57,663   | \$ 63,003 |

LIFO inventories were \$10.7 million and \$14.6 million at March 31, 2016 and June 30, 2015, respectively, such amounts being approximately \$28.3 million and \$28.0 million, respectively, less than if determined on a FIFO basis. The use of LIFO, as compared to FIFO, resulted in a \$0.3 million increase in cost of sales for the nine months ended March 31, 2016 compared to a \$0.2 million increase for the nine months ended March 31, 2015.

**Note 5: Goodwill and Intangible Assets**

The Company's acquisition of Bytewise in 2011 gave rise to a goodwill asset balance. The Company performed a qualitative analysis in accordance with ASU 2011-08 for its October 1, 2015 annual assessment of goodwill (commonly referred to as "Step Zero"). From a qualitative perspective, in evaluating whether it is more likely than not that the fair value of the reporting unit exceeds its respective carrying amount, relevant events and circumstances were taken into account, with greater weight assigned to events and circumstances that most affect the fair value or the carrying amounts of its assets. Items that were considered included, but were not limited to, the following: macroeconomic conditions, industry and market conditions, cost factors, overall financial performance and changes in management or key personnel. After assessing these and other factors the Company determined that it was more likely than not that the fair value of the reporting unit exceeded its carrying amount as of October 1, 2015.

Amortizable intangible assets consist of the following (in thousands):

|                            | 3/31/2016<br>(Unaudited) | 6/30/2015 |
|----------------------------|--------------------------|-----------|
| Non-compete agreement      | \$ 600                   | \$ 600    |
| Trademarks and trade names | 1,480                    | 1,480     |
| Completed technology       | 2,358                    | 2,358     |
| Customer relationships     | 4,950                    | 4,950     |
| Software development       | 2,213                    | 1,655     |
| Other intangible assets    | 325                      | 325       |
| Total                      | 11,926                   | 11,368    |
| Accumulated amortization   | (5,279 )                 | (4,243 )  |
| Total net balance          | \$ 6,647                 | \$ 7,125  |

Amortizable intangible assets are being amortized on a straight-line basis over the period of expected economic benefit.

The estimated useful lives of the intangible assets subject to amortization are 14 years for trademarks and trade names, 8 years for non-compete agreements, 10 years for completed technology, 8 years for customer relationships and 5 years for software development.

The estimated aggregate amortization expense for the remainder of fiscal 2016 and for each of the next five years and thereafter, is as follows (in thousands):

|                          |       |
|--------------------------|-------|
| 2016 (Remainder of year) | \$386 |
| 2017                     | 1,543 |
| 2018                     | 1,475 |
| 2019                     | 1,397 |
| 2020                     | 873   |
| 2021                     | 430   |
| Thereafter               | 543   |

### Note 6: Pension and Post-retirement Benefits

Net periodic benefit costs for the Company's defined benefit pension plans consist of the following (in thousands):

|                                | Three Months Ended<br>3/31/2016 |             | 3/31/2015   |             |
|--------------------------------|---------------------------------|-------------|-------------|-------------|
|                                | (Unaudited)                     | (Unaudited) | (Unaudited) | (Unaudited) |
| Service cost                   | \$714                           | \$ 694      | \$2,143     | \$ 2,081    |
| Interest cost                  | 1,732                           | 1,673       | 5,259       | 5,085       |
| Expected return on plan assets | (1,560)                         | (1,724)     | (4,739)     | (5,236)     |
| Amortization of net loss       | 13                              | 7           | 39          | 23          |
|                                | \$899                           | \$ 650      | \$2,702     | \$ 1,953    |

Net periodic benefit costs for the Company's Postretirement Medical Plan consists of the following (in thousands):

|                                      | Three Months<br>Ended<br>3/31/2016 |           | Nine Months Ended<br>3/31/2016 |           |
|--------------------------------------|------------------------------------|-----------|--------------------------------|-----------|
|                                      | (Unaudited)                        |           | (Unaudited)                    |           |
| Service cost                         | \$26                               | \$ 29     | \$79                           | \$ 85     |
| Interest cost                        | 71                                 | 61        | 215                            | 183       |
| Amortization of prior service credit | (195)                              | (200 )    | (586)                          | (599 )    |
| Amortization of net loss             | 4                                  | -         | 11                             | -         |
|                                      | \$(94 )                            | \$ (110 ) | \$(281)                        | \$ (331 ) |

The Company's pension plans use fair value as the market-related value of plan assets and recognize net actuarial gains or losses in excess of ten percent (10%) of the greater of the market-related value of plan assets or of the plans' projected benefit obligation in net periodic (benefit) cost as of the plan measurement date, which is the same as the fiscal year end of the Company. Net actuarial gains or losses that are less than 10% of the thresholds noted above are accounted for as part of the accumulated other comprehensive loss.

Effective March 31, 2015, the Company terminated the eligibility of employees ages 55 - 64 years old to enter into the Post-retirement Medical Plan.

#### Note 7: Debt

Debt, including capitalized lease obligations, is comprised of the following (in thousands):

|   | 3/31/2016   | 6/30/2015 |
|---|-------------|-----------|
|   | (Unaudited) |           |
| <u>Notes payable and current maturities of long term debt</u> |             |           |
| Loan and Security Agreement                                   | \$ 1,525    | \$ 1,474  |
| Capitalized leases  | 6           | 78        |
|   | 1,531       | 1,552     |
| <u>Long-term debt</u>   |             |           |
| Loan and Security Agreement                                   | 17,500      | 18,552    |
|   | \$ 19,031   | \$ 20,104 |

The Company amended its Loan and Security Agreement, which includes a Line of Credit and a Term Loan, in January 2015 with changes that took effect on April 25, 2015. Borrowings under the Line of Credit may not exceed \$23.0 million. The agreement expires on April 30, 2018 and has an interest rate of LIBOR plus 1.5%. As of March 31, 2016, \$9.4 million was outstanding on the Line of Credit.

The financial covenants of the amended Loan and Security Agreement are: 1) funded debt to EBITDA, excluding non-cash and retirement benefit expenses (“maximum leverage”), not to exceed 2.25 to 1.0 2) annual capital expenditures not to exceed \$15.0 million, 3) maintain a Debt Service Coverage Rate of a minimum of 1.25 to 1.0 and 4) maintain consolidated cash plus liquid investments of not less than \$10.0 million at any time. The Company was in compliance with all debt covenants as of March 31, 2016.

On November 22, 2011, in conjunction with the Bytewise acquisition, the Company entered into a \$15.5 million term loan (the “Term Loan”) under the existing Loan and Security Agreement with TD Bank N.A. The Term Loan is a ten year loan bearing a fixed interest rate of 4.5% and is payable in fixed monthly payments of principal and interest of \$160,640. The Term Loan, which had a balance of \$9.6 million at March 31, 2016, is subject to the same financial covenants contained in the Loan and Security Agreement.

The effective interest rate on the Line of Credit under the Loan and Security Agreement for the nine months ended March 31, 2016 and 2015 was 2.2% and 2.0%, respectively.

**Note 8:     Income  
          Taxes**

The Company is subject to U.S. federal income tax and various state, local and foreign income taxes in numerous jurisdictions. The Company's domestic and foreign tax liabilities are subject to the allocation of revenues and expenses in different jurisdictions and the timing of recognizing revenues and expenses. Additionally, the amount of income taxes paid is subject to the Company's interpretation of applicable tax laws in the jurisdictions in which it files.

The Company provides for income taxes on an interim basis based on an estimate of the effective tax rate for the year. This estimate is reassessed on a quarterly basis. Discrete tax items are accounted for in the quarterly period in which they occur.

The effective tax rate for the third quarter of fiscal 2016 was 50.2% and the effective tax rate for the third quarter of fiscal 2015 was 30.5%. For the first nine months of fiscal 2016, the effective tax rate was 67.2% and for the first nine months of fiscal 2015, it was 39.3%. The tax rate is higher than the U.S. statutory rate for the year to date results in part due to losses in some foreign jurisdictions for which no tax benefit is recognized. In the third quarter of fiscal 2016, there was a benefit of \$140,000 to reflect the reversal of the valuation allowance to recognize the benefit of foreign subsidiary tax loss carryforwards. In the first nine months of fiscal 2016, there were additional discrete reductions of tax expense of \$216,000 for tax return to provision adjustments. In addition, there were discrete increases of \$70,000 for interest on audit exposures. In the first nine months of fiscal 2015, there were discrete reductions to tax expense of \$66,000 related to use of tax loss carryforwards, \$42,000 for reduction in audit exposure due to the expiration of the statute of limitations and \$332,000 related to return to provision adjustments; the last item was fully booked in the third quarter which is the primary reason for the tax rate in this quarter being lower than the U.S. statutory rate.

U.S. Federal tax returns through fiscal 2012 are generally no longer subject to review by tax authorities; however, tax loss carryforwards from years before fiscal 2013 are still subject to adjustment. As of March 31, 2016, the Company has substantially resolved all open income tax audits and there were no other local or federal income tax audits in progress. In international jurisdictions including Australia, Brazil, Canada, China, Germany, Mexico, New Zealand, Singapore and the UK, which comprise a significant portion of the Company's operations, the years that may be examined vary by country. The Company's most significant foreign subsidiary in Brazil is subject to audit for the years 2010 – 2015. The Company has identified no new uncertain tax positions during the nine month period ended March 31, 2016 for which it is currently likely that the total amount of unrecognized tax benefits will significantly increase or decrease within the next twelve months.

Accounting for income taxes requires estimates of future benefits and tax liabilities. Due to the temporary differences in the timing of recognition of items included in income for accounting and tax purposes, deferred tax assets or liabilities are recorded to reflect the impact arising from these differences on future tax payments. With respect to recorded tax assets, the Company assesses the likelihood that the asset will be realized by addressing the positive and

negative evidence to determine whether realization is more likely than not to occur. If realization is in doubt because of uncertainty regarding future profitability, the Company provides a valuation allowance related to the asset to the extent that it is more likely than not that the deferred tax asset will not be realized. Should any significant changes in the tax law or the estimate of the necessary valuation allowance occur, the Company would record the impact of the change, which could have a material effect on the Company's financial position.

No valuation allowance has been recorded for the Company's domestic federal net operating loss (NOL) carry forwards. The Company continues to believe that due to forecasted future taxable income and certain tax planning strategies available, it is more likely than not that it will be able to utilize the U.S. federal NOL carryforwards. In certain other countries where Company operations are in a loss position, the deferred tax assets for tax loss carryforwards and other temporary differences are fully offset by a valuation allowance.

**Note 9: Contingencies**

The Company is involved in certain legal matters which arise in the normal course of business. These matters are not expected to have a material impact on the Company's financial condition, results of operations or cash flows.

**ITEM 2.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**RESULTS OF OPERATIONS**

**Three months Ended March 31, 2016 and March 31, 2015**

**Overview**

The Company operates as a global business and is impacted by worldwide economic, political and industrial shifts. A slowdown in the manufacturing sector coupled with a retrenchment in the oil patch negatively impacted revenue in North America, while the international markets continue to be stagnant in Europe, recessionary in Latin America and softening in China. In addition, the strong U. S. dollar has negatively impacted demand for domestic products and reduced foreign subsidiary's contribution to consolidated sales.

Net sales decreased \$5.8 million or 10% from \$56.1 million in fiscal 2015 to \$50.3 million in fiscal 2016 with International accounting for \$4.3 million or 75% of the shortfall. Operating income declined \$2.2 million due to \$4.0 million erosion in gross margin more than offset a \$1.8 million decrease in selling, general and administrative expenses.



### **Net Sales**

North American sales decreased \$1.5 million or 4% from \$34.0 million in fiscal 2015 to \$32.5 million in fiscal 2016 as a weakening in manufacturing activity resulted in reduced demand for precision hand tool and saw products more than offsetting continued gains in capital equipment metrology products.

International sales declined \$4.3 million or 19% from \$22.1 million in fiscal 2015 to \$17.8 million in fiscal 2016 as a recession in Brazil; an economic slowdown in China; the unfavorable pricing impact of a strong dollar; and \$3.3 million in currency losses all contributed to difficult trading overseas.

### **Gross Margin**

Gross margin decreased \$4.0 million or 21% from 33% of sales in fiscal 2015 to 29% of sales in fiscal 2016 with the profit impact of lower revenues and margin decline representing \$1.9 million and \$2.1 million, respectively.

North American gross margins decreased \$2.7 million from \$12.1 million or 36% of sales in fiscal 2015 to \$9.4 million or 29% of sales in fiscal 2016. The reduced gross margins were the result of a revenue decline in precision hand tool and saw product lines without a comparable reduction in overhead costs more than offsetting gains in the capital equipment gross margins.

International gross margins declined \$1.3 million from \$6.6 million in fiscal 2015 to \$5.3 million in fiscal 2016 with volume declines and unfavorable exchange rates impacting Brazil performance by \$0.4 and \$0.8 million, respectively

### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses decreased \$1.8 million or 12% from 15.6 million in fiscal 2015 to \$13.8 million in fiscal 2016.

North American expenses decreased \$0.2 million from \$8.4 million in fiscal 2015 to \$8.2 million in fiscal 2016 as reduced salaries and incentive compensation more than offset higher employee benefits, professional fees and

marketing expenses.

International expenses declined \$1.6 million or 22% as the strong dollar resulted in a \$0.8 million decrease in Brazilian expenses expressed in U. S. dollars as the Brazilian currency declined 24% in the quarter versus the prior year. In addition to currency differences, Brazil reduced salaries, employee benefits, and professional fees \$0.7 million in constant exchanges rates.

### **Other Income**

Other income declined \$0.1 million due to reduced interest income as foreign exchange and interest expense remained level in both periods

### **Income Taxes**

The effective tax rate for the third quarter of fiscal 2016 and 2015 was 50% and 31%, respectively. The quarterly tax rate increased due to losses in some foreign subsidiaries for which no tax benefit is recognized. The tax rate was reduced by discrete benefits of \$0.1 million in fiscal 2016 and \$0.3 million in fiscal 2015.

### **Net Income**

The Company recorded net income of \$0.6 million or \$0.08 per diluted share in the third quarter of fiscal 2016 compared to net income of \$2.4 million or \$0.35 per share in fiscal 2015 principally due to reduced operating income and a higher effective tax rate.

### **Nine months ended March 31, 2016 and March 31, 2015**

### **Overview**

Net sales declined \$25.1 million or 14% from \$180.1 million in fiscal 2015 to \$155.0 million in fiscal 2016 with North America and International posting declines of \$4.3 and \$20.8 million, respectively. Operating income decreased \$5.6 million in fiscal 2016 from \$7.9 million in fiscal 2015 to \$2.3 million in fiscal 2016 as lower sales and related

gross margins more than offset reduced selling, general and administrative expenses.

### **Net Sales**

North American sales decreased \$4.3 million or 4% from \$103.5 million in fiscal 2015 to \$99.2 million in fiscal 2016 as demand for all precision hand tools declined, particularly in the oil and agricultural sectors.

International sales declined \$20.8 million or 27% from \$76.6 million in fiscal 2015 to \$55.8 million in fiscal 2016 with unfavorable exchange rates representing \$15.0 million. The impact of a recessionary economic environment was significant in Brazil as revenue declined 8% in local currency.

### **Gross Margin**

Gross margin decreased \$13.4 million or 22% from 33% of sales in fiscal 2015 to 30% of sales in fiscal 2016 with the profit impact of lower revenues and margin decline representing \$8.4 and \$5.0 million, respectively.

North American gross margins decreased \$5.4 million or 16% in fiscal 2016 compared to fiscal 2015 as a result of reduced precision hand tool and saw product line revenues and increased costs.

International gross margins declined \$8.0 million with weakening currencies representing \$4.7 million. Excluding foreign exchange economic factors impacting margins, volume declines represented \$1.5 and \$1.1 million in Brazil and Europe, respectively.

### **Selling, General and Administrative Expenses**

Selling, general and administrative expense decreased \$7.8 million or 15% from \$52.1 million in fiscal 2015 to \$44.3 million in fiscal 2016.

North American expenses decreased \$2.4 million or 9% due to termination of profit sharing in November of 2014 related to the Bytewise acquisition; lower incentive compensation; reduced professional fees; and completion of software amortization in fiscal 2015 related to a new ERP system.

International expenses decreased \$5.4 million or 22% due to a \$4.9 foreign currency reduction for expenses expressed in U. S. dollars, primarily due to a weakening of the Brazilian Real relative to the U. S. dollar. In addition, reduced spending for salaries, employee benefits and commissions contributed a combined \$0.6 million.

### **Other Income**

Other income declined \$1.3 million principally due to lower interest income and the devalued Chinese Yuan, which increased our Chinese subsidiary' U. S. dollar denominated liabilities.

### **Income Taxes**

The effective tax rate for the first nine months of fiscal 2016 and 2015 was 67% and 39%, respectively. The tax rate for the first nine months ended March 31, 2016 and 2015 increased as a result of losses in some foreign subsidiaries for which no tax benefit was recognized and was reduced by net discrete benefits of \$0.3 million in fiscal 2016 and \$0.4 million in fiscal 2015.

### **Net Income**

The Company recorded net income of \$0.9 million or \$0.12 per diluted share in the first three quarters of fiscal 2016 compared to net income of \$5.8 million or \$0.83 per share in fiscal 2015 principally due to lower operating income, reduced other income and a higher effective tax rate.

**LIQUIDITY AND CAPITAL RESOURCES**

| Cash flows (in thousands)                       | Nine Months Ended |             |
|---|-------------------|-------------|
|   | 3/31/2016         | 3/31/2015   |
| Cash provided by operating activities           | \$11,653          | \$ 6,862    |
| Cash provided by (used in) investing activities | 3,016             | (4,332 )    |
| Cash used in financing activities               | (3,346 )          | (2,071 )    |
| Effect of exchange rate changes on cash         | (200 )            | (3,046 )    |
| Net increase (decrease) in cash                 | \$11,123          | \$ (2,587 ) |

Net cash for the nine months ended March 31, 2016 increased \$11.1 million from June 30, 2015 as improved working capital and the sale of investments of \$6.8 and \$7.6 million, respectively, offset by \$4.0 in property, plant and equipment expenditures.

Net cash for the nine months ended March 31, 2016 improved \$13.7 million compared to the nine months ended March 31, 2015 primarily due to the sale of investments of \$7.6 million, improved working capital and a reduced impact of foreign currency exchange rates on cash balances.

**Liquidity and Credit Arrangements**

The Company believes it maintains sufficient liquidity and has the resources to fund its operations. In addition to its cash, the Company maintains a \$23 million line of credit in connection with its Loan and Security Agreement, of which, \$9.4 million was outstanding as of March 31, 2016. Availability under the agreement is further reduced by open letters of credit totaling \$0.9 million. The Loan and Security Agreement was renewed in January of 2015. The Loan and Security Agreement contains financial covenants with respect to leverage, tangible net worth, and interest coverage, and also contains customary affirmative and negative covenants, including limitations on indebtedness, liens, acquisitions, asset dispositions and fundamental corporate changes, and certain customary events of default. As of March 31, 2016, the Company was in compliance with all debt covenants related to its Loan and Security Agreement. The Loan and Security Agreement expires on April 30, 2018.

The effective interest rate on the borrowings under the Loan and Security Agreement during the nine months ended March 31, 2016 and 2015 was 2.2% and 2.0% respectively.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

#### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

There have been no material changes in qualitative and quantitative disclosures about market risk from what was reported in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

#### **ITEM 4. CONTROLS AND PROCEDURES**

The Company's management, under the supervision and with the participation of the Company's President and Chief Executive Officer and Chief Financial Officer, has evaluated the Company's disclosure controls and procedures as of March 31, 2016, and they have concluded that our disclosure controls and procedures were effective as of such date. All information required to be filed in this report was recorded, processed, summarized and reported within the time period required by the rules and regulations of the Securities and Exchange Commission, and such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2016, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective.

There have been no changes in internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting during the quarter ended March 31,

2016.

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## **PART II. OTHER INFORMATION**

### **ITEM 1A. RISK FACTORS**

#### **SAFE HARBOR STATEMENT**

#### **UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

This Quarterly Report on Form 10-Q contains forward-looking statements about the Company's business, competition, sales, expenditures, foreign operations, plans for reorganization, interest rate sensitivity, debt service, liquidity and capital resources, and other operating and capital requirements. In addition, forward-looking statements may be included in future Company documents and in oral statements by Company representatives to securities analysts and investors. The Company is subject to risks that could cause actual events to vary materially from such forward-looking statements. You should carefully review and consider the information regarding certain factors which could materially affect our business, financial condition or future results set forth under Item 1A. "Risk Factors" in our Form 10-K for the year ended June 30, 2015. There have been no material changes from the factors disclosed in our Form 10-K for the year ended June 30, 2015.

### **ITEM 6. EXHIBITS**

31<sup>a</sup> Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

31<sup>b</sup> Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

32 Certifications of the Principal Executive Officer and the Principal Financial Officer pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

10.1 The L.S. Starrett Company 2012 Long-Term Incentive Plan (incorporated by reference to Exhibit 4.2 to The L.S. Starrett Company's Registration Statement on Form S-8 (File No. 333-184934) filed November 14, 2012).

The following materials from The L. S. Starrett Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 are furnished herewith, formatted in XBRL (Extensible Business Reporting Language): (i) the 101 Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income (Loss), (iv) the Consolidated Statement of Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text.

**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.

THE L. S. STARRETT COMPANY

(Registrant)

Date April 21, 2016

/S/R. Douglas A. Starrett  
Douglas A. Starrett - President and CEO (Principal Executive Officer)

Date April 21, 2016

/S/R. Francis J. O'Brien  
Francis J. O'Brien - Treasurer and CFO (Principal Accounting Officer)