

COMPX INTERNATIONAL INC  
Form 10-Q  
May 04, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarter ended March 31, 2016

Commission file number 1-13905

COMPX INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of Incorporation or organization)	57-0981653 (IRS Employer Identification No.)
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5430 LBJ Freeway, Suite 1700,

Three Lincoln Centre, Dallas, Texas (Address of principal executive offices)	75240-2697 (Zip Code)
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Registrant's telephone number, including area code (972) 448-1400

Indicate by checkmark:

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 a shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act). Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No .

Number of shares of common stock outstanding on April 28, 2016:

Class A: 2,411,107

Class B: 10,000,000

COMPX INTERNATIONAL INC.

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Items 2, 3, 4 and 5 of Part II are omitted because there is no information to report.



## COMPX INTERNATIONAL INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

	December 31, 2015	March 31, 2016 (unaudited)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 52,347	\$ 48,058
Accounts receivable, net	8,760	11,875
Inventories, net	15,098	14,419
Prepaid expenses and other	704	1,380
Total current assets	76,909	75,732
Other assets:		
Goodwill	23,742	23,742
Other noncurrent	590	590
Total other assets	24,332	24,332
Property and equipment:		
Land	4,928	4,928
Buildings	21,231	21,231
Equipment	63,539	64,233
Construction in progress	1,567	2,116
	91,265	92,508
Less accumulated depreciation	57,714	58,623
Net property and equipment	33,551	33,885
Total assets	\$ 134,792	\$ 133,949
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 11,618	\$ 8,575
Income taxes payable to affiliates	470	1,118
Total current liabilities	12,088	9,693
Noncurrent liabilities -		
Deferred income taxes	5,001	4,973
Stockholders' equity:		
Preferred stock	—	—
Class A common stock	24	24
Class B common stock	100	100
Additional paid-in capital	55,422	55,422
Retained earnings	62,157	63,737
Total stockholders' equity	117,703	119,283
Total liabilities and stockholders' equity	\$ 134,792	\$ 133,949

Commitments and contingencies (Note 1)

See accompanying Notes to Condensed Consolidated Financial Statements.

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## COMPX INTERNATIONAL INC.

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

	Three months ended March 31, 2015    2016 (unaudited)	
Net sales	\$27,891	\$27,075
Cost of goods sold	19,325	18,870
Gross profit	8,566	8,205
Selling, general and administrative expense	4,866	4,852
Operating income	3,700	3,353
Interest income	9	32
Income before taxes	3,709	3,385
Provision for income taxes	1,295	1,185
Net income	\$2,414	\$2,200
Basic and diluted net income per common share	\$0.19	\$0.18
Cash dividends per share	\$0.05	\$0.05
Basic and diluted weighted average shares outstanding	12,404	12,411

See accompanying Notes to Condensed Consolidated Financial Statements.

## COMPX INTERNATIONAL INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Three months ended March 31, 2015    2016 (unaudited)	
Cash flows from operating activities:		
Net income	\$2,414	\$2,200
Depreciation and amortization	886	909
Deferred income taxes	(101 )	(28 )
Other, net	80	58
Change in assets and liabilities:		
Accounts receivable, net	(3,427 )	(3,121 )
Inventories, net	(34 )	627
Accounts payable and accrued liabilities	(3,537 )	(3,066 )
Accounts with affiliates	688	648
Prepays and other, net	26	(675 )
Net cash used by operating activities	(3,005 )	(2,448 )
Cash flows from investing activities -		
Capital expenditures	(790 )	(1,221 )
Cash flows from financing activities -		
Dividends paid	(620 )	(620 )
Cash and cash equivalents - net change from:		
Operating, investing and financing activities	(4,415 )	(4,289 )
Balance at beginning of period	45,570	52,347
Balance at end of period	\$41,155	\$48,058
Supplemental disclosures - cash paid for:		
Income taxes	\$701	\$565

See accompanying Notes to Condensed Consolidated Financial Statements.





COMPX INTERNATIONAL INC.

## CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

Three months ended March 31, 2016

(In thousands)

(unaudited)

	Common stock Class Class		Additional paid-in capital	Retained earnings	Total stockholders' equity
	A	B			
Balance at December 31, 2015	\$24	\$100	\$55,422	\$62,157	\$117,703
Net income	—	—	—	2,200	2,200
Cash dividends	—	—	—	(620 )	(620 )
Balance at March 31, 2016	\$24	\$100	\$55,422	\$63,737	\$119,283

See accompanying Notes to Condensed Consolidated Financial Statements.

COMPX INTERNATIONAL INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2016

(unaudited)

Note 1 – Organization and basis of presentation:

Organization. We (NYSE MKT: CIX) are 87% owned by NL Industries, Inc. (NYSE: NL) at March 31, 2016. We manufacture and sell component products (security products and recreational marine components). At March 31, 2016, Valhi, Inc. (NYSE: VHI) owns 83% of NL's outstanding common stock and a wholly-owned subsidiary of Contran Corporation owns 93% of Valhi's outstanding common stock. All of Contran's outstanding voting stock is held by a family trust established for the benefit of Lisa K. Simmons and Serena Simmons Connelly and their children, for which Ms. Simmons and Ms. Connelly are co-trustees, or is held directly by Ms. Simmons and Ms. Connelly or entities related to them. Consequently, Ms. Simmons and Ms. Connelly may be deemed to control Contran, Valhi, NL and us.

Basis of presentation. Consolidated in this Quarterly Report are the results of CompX International Inc. and its subsidiaries. The unaudited Condensed Consolidated Financial Statements contained in this Quarterly Report have been prepared on the same basis as the audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015 that we filed with the Securities and Exchange Commission ("SEC") on March 3, 2016 (the "2015 Annual Report"). In our opinion, we have made all necessary adjustments (which include only normal recurring adjustments) in order to state fairly, in all material respects, our consolidated financial position, results of operations and cash flows as of the dates and for the periods presented. We have condensed the Consolidated Balance Sheet at December 31, 2015 contained in this Quarterly Report as compared to our audited Consolidated Financial Statements at that date, and we have omitted certain information and footnote disclosures (including those related to the Consolidated Balance Sheet at December 31, 2015) normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Our results of operations for the interim period ended March 31, 2016 may not be indicative of our operating results for the full year. The Condensed Consolidated Financial Statements contained in this Quarterly Report should be read in conjunction with our 2015 Consolidated Financial Statements contained in our 2015 Annual Report.

Our operations are reported on a 52 or 53-week year. For presentation purposes, annual and quarterly information in the Condensed Consolidated Financial Statements and accompanying notes are presented as ended March 31 and December 31, as applicable. Unless otherwise indicated, references in this report to "we", "us" or "our" refer to CompX International Inc. and its subsidiaries, taken as a whole.

Note 2 – Business segment information:

Three months  
ended

	March 31,	
	2015	2016
	(In thousands)	
Net sales:		
Security Products	\$24,658	\$23,414
Marine Components	3,233	3,661
Total net sales	\$27,891	\$27,075
Operating income (loss):		
Security Products	\$4,946	\$4,471
Marine Components	259	334
Corporate operating expenses	(1,505 )	(1,452 )
Total operating income	3,700	3,353
Interest income	9	32
Income before taxes	\$3,709	\$3,385

Intersegment sales are not material.

## Note 3 – Accounts receivable, net:

	December 31, 2015	March 31, 2016
	(In thousands)	
Accounts receivable, net:		
Security Products	\$7,995	\$10,482
Marine Components	852	1,471
Allowance for doubtful accounts	(87 )	(78 )
Total accounts receivable, net	\$8,760	\$11,875

## Note 4 – Inventories, net:

	December 31, 2015	March 31, 2016
	(In thousands)	
Raw materials:		
Security Products	\$2,426	\$2,473
Marine Components	381	367
Total raw materials	2,807	2,840
Work-in-process:		
Security Products	7,732	7,601
Marine Components	1,614	1,445
Total work-in-process	9,346	9,046
Finished goods:		
Security Products	2,041	1,784
Marine Components	904	749
Total finished goods	2,945	2,533
Total inventories, net	\$15,098	\$14,419

## Note 5 – Accounts payable and accrued liabilities:

	December 31, 2015	March 31, 2016
	(In thousands)	
Accounts payable	\$2,671	\$3,018
Accrued liabilities:		
Employee benefits	7,652	3,951

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Taxes other than on income	253	436
Customer tooling	320	325
Professional	75	228
Insurance	244	186
Other	403	431
Total accounts payable and accrued liabilities	\$ 11,618	\$ 8,575

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## Note 6 – Provision for income taxes:

	Three months ended March 31, 2015    2016 (In thousands)	
Expected tax expense, at the U.S. federal statutory income tax rate of 35%	\$1,298	\$1,185
Domestic production activities deduction	(120 )	(105 )
State income taxes	110	98
Other, net	7	7
Total income tax expense	\$1,295	\$1,185

## Note 7 – Financial instruments:

The following table presents the financial instruments that are not carried at fair value but which require fair value disclosure:

	December 31, 2015		March 31, 2016	
	Carrying amount	Fair value	Carrying amount	Fair value
	(In thousands)			
Cash and cash equivalents	\$52,347	\$52,347	\$48,058	\$48,058
Accounts receivable, net	8,760	8,760	11,875	11,875
Accounts payable	2,671	2,671	3,018	3,018

Due to their near-term maturities, the carrying amounts of accounts receivable and accounts payable are considered equivalent to fair value.

## Note 8 – Recent accounting pronouncements not yet adopted:

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers (Topic 606). This standard replaces existing revenue recognition guidance, which in many cases was tailored for specific industries, with a uniform accounting standard applicable to all industries and transactions. The new standard, as amended, is currently effective for us beginning with the first

quarter of 2018. Entities may elect to adopt ASU No. 2014-09 retrospectively for all periods for all contracts and transactions which occurred during the period (with a few exceptions for practical expediency) or retrospectively with a cumulative effect recognized as of the date of adoption. ASU No. 2014-09 is a fundamental rewriting of existing GAAP with respect to revenue recognition, and we are still evaluating the effect the Standard will have on our consolidated financial statements. We currently expect to adopt the standard in the first quarter of 2018. In addition, we have not yet determined the method we will use to adopt the Standard.

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

### Business Overview

We are a leading manufacturer of engineered components utilized in a variety of applications and industries. Through our Security Products segment we manufacture mechanical and electronic cabinet locks and other locking mechanisms used in recreational transportation, postal, office and institutional furniture, cabinetry, tool storage and healthcare applications. We also manufacture stainless steel exhaust systems, gauges, throttle controls and trim tabs for the recreational marine and other industries through our Marine Components segment.

### General

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Statements in this Quarterly Report that are not historical facts are forward-looking in nature and represent management's beliefs and assumptions based on currently available information. In some cases, you can identify forward-looking statements by the use of words such as "believes," "intends," "may," "should," "could," "anticipates," "expects" or comparable terminology, or by discussions of strategies or trends. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we do not know if these expectations will be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results. Actual future results could differ materially from those predicted. The factors that could cause actual future results to differ materially from those described herein are the risks and uncertainties discussed in this Quarterly Report and those described from time to time in our other filings with the SEC and include, but are not limited to, the following:

Future demand for our products,

Changes in our raw material and other operating costs (such as zinc, brass and energy costs) and our ability to pass those costs on to our customers or offset them with reductions in other operating costs,

Price and product competition from low-cost manufacturing sources (such as China),

The impact of pricing and production decisions,

Customer and competitor strategies including substitute products,

Uncertainties associated with the development of new product features,

Future litigation,

Potential difficulties in integrating future acquisitions,

Decisions to sell operating assets other than in the ordinary course of business,

Environmental matters (such as those requiring emission and discharge standards for existing and new facilities),

The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters,

The impact of current or future government regulations (including employee healthcare benefit related regulations),

Potential difficulties in upgrading or implementing new manufacturing and accounting software systems,

General global economic and political conditions that introduce instability into the U.S. economy (such as changes in the level of gross domestic product in various regions of the world),

Operating interruptions (including, but not limited to labor disputes, hazardous chemical leaks, natural disasters, fires, explosions, unscheduled or unplanned downtime, transportation interruptions and cyber-attacks); and

Possible disruption of our business or increases in the cost of doing business resulting from terrorist activities or global conflicts.

Should one or more of these risks materialize (or the consequences of such development worsen), or should the underlying assumptions prove incorrect, actual results could differ materially from those currently forecasted or expected. We disclaim any intention or obligation to update or revise any forward-looking statement whether as a result of changes in information, future events or otherwise.



## Operations Overview

We reported operating income of \$3.4 million in the first quarter of 2016 compared to \$3.7 million in the same period of 2015. Our operating income decreased in 2016 primarily due to lower Security Products sales in 2016.

Our product offerings consist of a significantly large number of products that have a wide variation in selling price and manufacturing cost, which results in certain practical limitations on our ability to quantify the impact of changes in individual product sales quantities and selling prices on our net sales, cost of goods sold and gross profit. In addition, small variations in period-to-period net sales, cost of goods sold and gross profit can result from changes in the relative mix of our products sold.

## Results of Operations

	Three months ended March 31,			
	2015	%	2016	%
	(Dollars in thousands)			
Net sales	\$27,891	100.0%	\$27,075	100.0%
Cost of goods sold	19,325	69.3 %	18,870	69.7 %
Gross profit	8,566	30.7 %	8,205	30.3 %
Operating costs and expenses	4,866	17.4 %	4,852	