CTS CORP
Form 10-Q
October 27, 2015
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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 September 27, 2015

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: 1-4639

CTS CORPORATION

(Exact name of registrant as specified in its charter)

Indiana	35-0225010
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)
1142 West Beardsley Avenue, Elkhart, IN	46514
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 574-523-3800

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 the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	Non-accelerated filer (Do not check if smaller reporting company)	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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of October 20, 2015: 32,637,797.

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CTS CORPORATION AND SUBSIDIARIES

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CTS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF (LOSS) EARNINGS - UNAUDITED

(In thousands of dollars, except per share amounts)

	Three Months Ended		Nine Months Ended	
	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Net sales	$ 90,646	$ 99,957	$ 289,028	$ 303,643
Costs and expenses:				
Cost of goods sold	59,200	67,458	192,073	206,706
Selling, general and administrative expenses	12,690	13,899	43,625	43,353
Research and development expenses	5,692	5,807	16,378	16,765
Non-recurring environmental charge	14,541	—	14,541	—
Restructuring and impairment charges	2,373	1,570	5,229	4,806
Operating (loss) earnings	(3,850)	11,223	17,182	32,013
Other (expense) income:				
Interest expense	(714)	(568)	(1,955)	(1,763)
Interest income	713	707	2,354	1,959
Other	(3,072)	562	(4,641)	(1,618)
Total other (expense) income	(3,073)	701	(4,242)	(1,422)
(Loss) earnings before income taxes	(6,923)	11,924	12,940	30,591
Income tax (benefit) expense	(2,163)	3,807	(7,667)	11,033
Net (loss) earnings	$ (4,760)	$ 8,117	$ 20,607	$ 19,558
(Loss) earnings per share:				
Basic	$ (0.15)	$ 0.24	$ 0.62	$ 0.58
Diluted	$ (0.15)	$ 0.24	$ 0.61	$ 0.57
Basic weighted – average common shares outstanding:	32,770	33,599	33,083	33,683
Effect of dilutive securities	—	508	485	515
	32,770	34,107	33,568	34,198

Diluted weighted – average common shares outstanding				
Cash dividends declared per share	$ 0.040	$ 0.040	$ 0.120	$ 0.120

See notes to unaudited condensed consolidated financial statements.

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CTS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS (LOSS) UNAUDITED

(In thousands of dollars)

	Three Months Ended		Nine Months Ended	
	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Net earnings (loss)	$ (4,760)	$ 8,117	$ 20,607	$ 19,558
Other comprehensive (loss) earnings:				
Changes in fair market value of hedges, net of tax	(17)	153	(34)	26
Changes in unrealized pension cost, net of tax	1,336	1,036	3,299	2,857
Cumulative translation adjustment, net of tax	(1,204)	(981)	(817)	(160)
Other comprehensive earnings	$ 115	$ 208	$ 2,448	$ 2,723
Comprehensive (loss) earnings	$ (4,645)	$ 8,325	$ 23,055	$ 22,281

See notes to unaudited condensed consolidated financial statements.

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CTS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands of dollars)

	(Unaudited) September 27, 2015	December 31, 2014
ASSETS		
Current Assets		
Cash and cash equivalents	$ 150,755	$ 134,508
Accounts receivable, net	59,213	56,894
Inventories, net	26,974	27,887
Other current assets	20,766	21,112
Total current assets	257,708	240,401
Property, plant and equipment, net	68,932	71,414
Other Assets		
Prepaid pension asset	38,773	32,099
Goodwill	32,047	32,047
Indefinite-lived intangible asset	690	690
Other intangible assets, net	32,960	35,902
Deferred income taxes	56,610	43,120
Other	1,021	1,253
Total other assets	162,101	145,111
Total Assets	$ 488,741	$ 456,926
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 39,483	$ 43,343
Accrued payroll and benefits	9,089	11,283
Accrued liabilities	43,031	25,356
Total current liabilities	91,603	79,982
Long-term debt	90,500	75,000
Post retirement obligations	2,729	3,049
Other long-term obligations	8,305	9,106
Shareholders' Equity		
Common stock	300,897	299,892
Additional contributed capital	40,481	39,153
Retained earnings	396,796	380,145
Accumulated other comprehensive loss	(101,785)	(104,233)
Total shareholders' equity before treasury stock	636,389	614,957
Treasury stock	(340,785)	(325,168)

Total shareholders' equity	295,604	289,789
Total Liabilities and Shareholders' Equity	$ 488,741	$ 456,926

See notes to unaudited condensed consolidated financial statements.

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CTS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS UNAUDITED

(In thousands of dollars)

	Nine Months Ended	
	September 27, 2015	September 28, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$ 20,607	$ 19,558
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	11,987	12,722
Amortization of retirement benefit adjustments	4,945	4,296
Equity-based compensation	2,655	1,839
Restructuring charges	5,229	4,806
Prepaid pension asset	(6,633)	(6,687)
Gain on sale of fixed assets	(121)	(1,915)
Changes in assets and liabilities:		
Accounts receivable	(3,518)	(1,115)
Inventories	(34)	1,889
Accounts payable	(4,967)	(1,175)
Accrued payroll and benefits	(1,573)	(9,207)
Accrued liabilities	9,945	(7,997)
Income taxes payable	1,715	1,599
Deferred income taxes	(15,428)	3,872
Other	(691)	(7,142)
Net cash provided by operating activities	24,118	15,343
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(6,559)	(9,006)
Proceeds from sale of assets	1,878	1,851
Net cash used in investing activities	(4,681)	(7,155)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments of long-term debt	(943,300)	(757,700)
Proceeds from borrowings of long-term debt	958,800	763,000
Payments of short-term notes payable	(164)	(778)
Proceeds from borrowings of short-term notes payable	164	778
Purchase of treasury stock	(15,623)	(5,084)
Dividends paid	(3,984)	(4,038)
Exercise of stock options	64	1,328
Other	144	235
Net cash used in financing activities	(3,899)	(2,259)
Effect of exchange rate on cash and cash equivalents	709	587
Net increase in cash and cash equivalents	16,247	6,516

Cash and cash equivalents at beginning of year	134,508	124,368
Cash and cash equivalents at end of year	$ 150,755	$ 130,884
Supplemental cash flow information		
Cash paid for Interest	$ 1,717	$ 1,434
Cash paid for Income taxes, net	$ 5,657	$ 6,141

See notes to unaudited condensed consolidated financial statements.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

September 27, 2015

NOTE 1—Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared by CTS Corporation ("CTS" or "the Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. The unaudited condensed consolidated financial statements should be read in conjunction with the financial statements, notes thereto, and other information included in the Company's Annual Report on Form 10 K for the year ended December 31, 2014.

The accompanying unaudited condensed consolidated financial statements reflect, in the opinion of management, all adjustments (consisting of normal recurring items) necessary for a fair statement, in all material respects, of the financial position and results of operations for the periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ materially from those estimates. The results of operations for the interim periods are not necessarily indicative of the results for the entire year.

Reclassifications

Certain reclassifications have been made for the prior periods presented in the Unaudited Condensed Consolidated Statements of Cash Flows to conform to the current period's presentation.

NOTE 2 – Accounts Receivable

The components of accounts receivable are as follows:

($ in thousands)	As of September 27, 2015	December 31, 2014

Accounts receivable, gross	$ 59,343	$ 56,994
Less: Allowance for doubtful accounts	(130)	(100)
Accounts receivable, net	$ 59,213	$ 56,894

NOTE 3 – Inventories

Inventories consist of the following:

($ in thousands)	As of September 27, 2015	December 31, 2014
Finished goods	$ 9,230	$ 11,728
Work-in-process	7,938	7,297
Raw materials	15,746	15,562
Less: Inventory reserves	(5,940)	(6,700)
Inventories, net	$ 26,974	$ 27,887

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NOTE 4 – Property, Plant and Equipment

Property, plant and equipment is comprised of the following:

($ in thousands)	As of September 27, 2015	December 31, 2014
Land	$ 2,286	$ 3,044
Buildings and improvements	65,617	67,269
Machinery and equipment	191,042	185,999
Less: Accumulated depreciation	(190,013)	(184,898)
Property, plant and equipment, net	$ 68,932	$ 71,414

NOTE 5 – Retirement Plans

Pension Plans

Net pension income for our domestic and foreign plans was as follows:

	Three Months Ended		Nine Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Net pension income	$ (532)	$ (637)	$ (1,591)	$ (1,717)

Net pension (income) expense breakdown for our domestic and foreign plans include the following components:

Three months:	Domestic Pension Plans Three Months Ended		Foreign Pension Plans Three Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Service cost	$ 42	$ 48	$ 16	$ 21
Interest cost	2,815	3,052	124	156
Expected return on plan assets (1)	(5,068)	(5,209)	(135)	(172)
Amortization of loss	1,585	1,408	89	59
Other cost due to retirement	—	—	—	—
(Income) expense, net	$ (626)	$ (701)	$ 94	$ 64

Nine months:	Domestic Pension Plans Nine Months Ended		Foreign Pension Plans Nine Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Service cost	$ 128	$ 144	$ 49	$ 63
Interest cost	8,444	9,163	371	461
Expected return on plan assets (1)	(15,204)	(15,625)	(402)	(509)
Amortization of loss	4,754	4,237	269	177
Other cost due to retirement	—	172	—	—
(Income) expense, net	$ (1,878)	$ (1,909)	$ 287	$ 192

(1) Expected return on plan assets is net of expected investment expenses and certain administrative expenses.

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Other Postretirement Benefit Plan

Net postretirement expense for our postretirement plan includes the following components:

($ in thousands)	Three Months Ended September 27, 2015	Three Months Ended September 28, 2014	Nine Months Ended September 27, 2015	Nine Months Ended September 28, 2014
Other postretirement benefit plan				
Service cost	$ 1	$ 1	$ 3	$ 3
Interest cost	51	57	153	172
Amortization of gain	(25)	(39)	(75)	(118)
Postretirement expense	$ 27	$ 19	$ 81	$ 57

NOTE 6 – Other Intangible Assets

Intangible assets consist of the following components:

	As of September 27, 2015		
($ in thousands)	Gross Carrying Amount	Accumulated Amortization	Net Amount
Amortized intangible assets:			
Customer lists/relationships	$ 51,804	$ (26,423)	$ 25,381
Patents	10,319	(10,319)	—
Other intangibles	12,270	(4,691)	7,579
Other intangible assets, net	$ 74,393	$ (41,433)	$ 32,960

Amortization expense for the three months ended September 27, 2015	$ 985
Amortization expense for the nine months ended September 27, 2015	$ 2,942

($ in thousands)	As of December 31, 2014 Gross Carrying Amount	Accumulated Amortization	Net Amount
Amortized intangible assets:			
Customer lists/relationships	$ 51,804	$ (24,415)	$ 27,389
Patents	10,319	(10,319)	—
Other intangibles	12,270	(3,757)	8,513
Other intangible assets, net	$ 74,393	$ (38,491)	$ 35,902

Amortization expense for the three months ended September 28, 2014	$ 1,046
Amortization expense for the nine months ended September 28, 2014	$ 3,125

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Amortization expense remaining for other intangible assets is as follows:

($ in thousands)	Amortization expense
2015	$ 1,007
2016	3,647
2017	3,569
2018	3,484
2019	3,475
Thereafter	17,778
Total amortization expense	$ 32,960

NOTE 7 – Costs Associated with Exit and Restructuring Activities

Costs associated with exit and restructuring activities are recorded in the Condensed Consolidated Statement of Earnings as follows: restructuring related charges are recorded as a component of Cost of Goods Sold, and restructuring and impairment charges are reported on a separate line and included in Operating Earnings.

Total restructuring, impairment and restructuring related charges were as follows:

	Three Months Ended	
	September 27,	September 28,
($ in thousands)	2015	2014
Restructuring related charges	$ 152	$ 494
Restructuring and impairment charges	2,373	1,570
Total restructuring, impairment, and restructuring related charges	$ 2,525	$ 2,064

	Nine Months Ended	
	September 27,	September 28,
($ in thousands)	2015	2014

Restructuring related charges	$ 444	$ 1,404
Restructuring and impairment charges	5,229	4,806
Total restructuring, impairment, and restructuring related charges	$ 5,673	$ 6,210

During April 2014, CTS announced plans to restructure its operations and consolidate its Canadian operations into other existing CTS facilities as part of CTS' overall plan to simplify its business model and rationalize its global footprint ("April 2014 Plan").

During the second quarter of 2015, CTS management revised the April 2014 Plan. The amendment added an additional $4,250,000 in planned costs. Additional administrative and legal costs are estimated to account for $1,300,000 of additional restructuring and impairment charges due to the extension of the timing of the plant shutdown. The remaining $2,950,000 in restructuring related charges are for additional costs related to equipment relocation, training, travel and shipping costs to facilitate an effective transition. The above actions are expected to be substantially complete in 2015.

These restructuring actions will result in the elimination of approximately 120 positions. These actions are expected to be completed in 2015. The following table displays the planned restructuring and restructuring-related charges associated with the April 2014 Plan, as well as a summary of the actual costs incurred through September 27, 2015:

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($ in thousands)	April 2014 Plan	Planned Costs	Actual costs incurred through September 27, 2015
Inventory write-down		$ 850	$ —
Equipment relocation		1,800	258
Other charges		1,400	111
Restructuring related charges, included in cost of goods sold		$ 4,050	$ 369
Workforce reduction		$ 4,200	$ 4,262
Asset impairment charge		—	—
Other charges, including pension termination costs		1,700	3,110
Restructuring and impairment charges		$ 5,900	$ 7,372
Total restructuring, impairment and restructuring related charges		$ 9,950	$ 7,741

Under the April 2014 Plan, total restructuring, impairment and restructuring related charges were as follows:

	Three Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014
Restructuring related charges	$ 152	$ —
Restructuring and impairment charges	2,025	575
Total restructuring, impairment, and restructuring related charges	$ 2,177	$ 575

	Nine Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014
Restructuring related charges	$ 369	$ —
Restructuring and impairment charges	3,902	2,980
Total restructuring, impairment, and restructuring related charges	$ 4,271	$ 2,980

During June 2013, CTS announced a restructuring plan to simplify CTS' global footprint by consolidating manufacturing facilities into existing locations ("June 2013 Plan"). The June 2013 Plan includes the consolidation of operations from the U.K. manufacturing facility into the Czech Republic facility, the Carol Stream, Illinois manufacturing facility into the Juarez, Mexico facility and to discontinue manufacturing at its Singapore facility. Certain Corporate functions were consolidated or eliminated as a result of the June 2013 Plan.

These restructuring actions will result in the elimination of approximately 350 positions. The above actions are expected to be completed in 2015.

During the fourth quarter of 2014, CTS management revised the June 2013 Plan. The amendment added an additional $4,000,000 in planned costs. Future settlement of the U.K. pension plan is estimated to account for $2,000,000 of the added cost. The remaining $2,000,000 in restructuring and impairment charges are for severance costs and will result in the elimination of approximately 130 additional positions. The positions eliminated will be spread globally throughout CTS businesses. The above actions are expected to be substantially complete in 2015.

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The following table displays the planned restructuring and restructuring-related charges associated with the realignment, as well as a summary of the actual costs incurred through September 27, 2015:

($ in thousands)	June 2013 Plan	Planned Costs	Actual costs incurred through September 27, 2015
Inventory write-down		$ 800	$ 1,143
Equipment relocation		900	1,792
Other charges		100	652
Restructuring-related charges, included in cost of goods sold		$ 1,800	$ 3,587
Workforce reduction		$ 10,150	$ 9,216
Asset impairment charge		3,000	4,139
Other charges, including pension termination costs		7,650	1,784
Restructuring and impairment charges		$ 20,800	$ 15,139
Total restructuring and restructuring-related charges		$ 22,600	$ 18,726

Under the June 2013 Plan, total restructuring, impairment and restructuring related charges incurred were as follows:

	Three Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014
Restructuring related charges	$ —	$ 494
Restructuring and impairment charges	348	995
Total restructuring, impairment, and restructuring related charges	$ 348	$ 1,489

	Nine Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014
Restructuring related charges	$ 75	$ 1,404
Restructuring and impairment charges	1,327	1,826
Total restructuring, impairment, and restructuring related charges	$ 1,402	$ 3,230

The following table displays the restructuring reserve activity for the period ended September 27, 2015:

($ in thousands)	June 2013 Plan and April 2014 Plan
Restructuring liability at January 1, 2015	$ 3,904
Restructuring and restructuring-related charges, excluding asset impairments and write-offs	5,791
Cost paid	(7,351)
Restructuring liability at September 27, 2015	$ 2,344

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NOTE 8 – Accrued Liabilities

The components of accrued liabilities are as follows:

($ in thousands)	As of September 27, 2015	December 31, 2014
Accrued product related costs	$ 4,208	$ 5,216
Accrued income taxes	5,161	3,346
Accrued property and other taxes	2,607	2,547
Dividends payable	1,307	1,336
Remediation and monitoring reserves	19,085	3,918
Other accrued liabilities	10,663	8,993
Total accrued liabilities	$ 43,031	$ 25,356

Remediation and monitoring reserves of $19,085,000 as of September 27, 2015 include a non-recurring environmental charge for the third quarter of 2015 of $14,541,000 which represents the estimated liability for one of the CTS' sites. See further discussion in Note 9. Other remediation and monitoring charges incurred in the normal course of business are recorded in selling, general, and administrative expenses.

NOTE 9 – Contingencies

Certain processes in the manufacture of CTS' current and past products create hazardous waste by-products as currently defined by federal and state laws and regulations. CTS has been notified by the U.S. Environmental Protection Agency ("EPA"), state environmental agencies and, in some cases, generator groups, that it is or may be a potentially responsible party regarding hazardous substances at several sites either owned, not owned, or operated by CTS. Some sites are Superfund sites such as in Asheville, North Carolina and Mountain View, California. Estimating our degree of responsibility for remediation is inherently difficult. CTS recognizes and accrues for an estimated remediation liability when it determines that such liability is probable and estimable.

CTS accrues for losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. Accruals for estimated losses from environmental remediation obligations generally are recognized no later than completion of the remedial feasibility study. Accruals are adjusted as further information develops or circumstances change. Costs of future expenditures for environmental remediation obligations are not discounted to their present value. In addition to amounts accrued, remediation expenses are also paid as incurred. Recoveries of environmental remediation costs from other parties are recorded as assets when their receipt is considered probable.

As a result of this practice, to provide for certain remedial work expected to commence in 2016 relating to the Asheville site, CTS increased its accrual for remediation and monitoring reserves, as set forth in Note 8. This increased amount reflects the probable costs to remediate environmental conditions at the site for which costs can be reasonably estimated. Based on the current projection modeling of the most probable outcome, CTS recorded an additional non-recurring environmental charge of $14,541,000 in the third quarter of 2015.

The charge recorded includes both the interim remediation proposed by CTS and accepted by the EPA and anticipated future remediation costs and monitoring for a final site-wide remediation. As assessments and cleanups proceed, the reserve may be adjusted based on progress made in determining the extent of remedial actions and related costs. In the opinion of management, based upon presently available information relating to all such matters, adequate provision for probable and estimable costs has been made. CTS cannot provide assurance that its ultimate environmental investigation and cleanup costs and liabilities will not exceed the amount of its current reserve.

CTS manufactures accelerator pedals for a number of automobile manufacturers, including subsidiaries of Toyota Motor Corporation (“Toyota”). In January 2010, Toyota initiated a recall of a substantial number of vehicles in North America containing pedals manufactured by CTS. The recall expanded to include vehicles in Europe and Asia. The pedal recall and associated events have led to CTS being named as a co-defendant with Toyota in certain litigation in the United States and Canada. CTS is not aware of any legal actions filed in Asia or Europe against CTS at this time. In February

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2010, CTS entered into an agreement with Toyota whereby Toyota agreed that it will indemnify, defend, and hold CTS harmless from, and the parties will cooperate in the defense of, third-party civil claims and actions that are filed or asserted in the United States or Canada and that arise from or relate to alleged incidents of unintended acceleration of Toyota and Lexus vehicles. The limited exceptions to indemnification restrict CTS' share of any liability to amounts collectable from its insurers.

Certain other claims are pending against CTS with respect to matters arising out of the ordinary conduct of CTS' business. In the opinion of management, based upon past experience and presently available information, either adequate provision for anticipated costs has been reserved or the ultimate anticipated costs will not materially affect CTS' consolidated financial position, results of operations, or cash flows.

NOTE 10 - Debt

Long-term debt was comprised of the following:

	As of	
	September 27,	December 31,
($ in thousands)	2015	2014
Revolving credit facility due in 2020	$ 90,500	$ 75,000
Weighted average interest rate	1.5 %	1.5 %
Amount available	$ 107,185	$ 122,535
Total credit facility	$ 200,000	$ 200,000
Standby letters of credit	$ 2,315	$ 2,465
Commitment fee percentage per annum	0.30	0.25

On August 10, 2015, CTS entered into a new five-year credit agreement with a group of banks ("Revolving Credit Facility") in order to support CTS' working capital needs and other general corporate purposes. The Revolving Credit Facility provides for a credit line of $200,000,000, which may be increased by $100,000,000 at the request of CTS, subject to an Administrative Agent's approval. This Revolving Credit Facility replaces the prior unsecured credit facility. Borrowings under the previous credit agreement were refinanced under the new Revolving Credit Facility and the previous credit agreement was terminated on August 10, 2015.

The revolving credit facility provided under the new credit agreement includes a swing line sublimit of $15,000,000 and a letter of credit sublimit of $10,000,000. Borrowings under the credit facility bear interest, at CTS' option, at the base rate plus the applicable margin for base rate loans or LIBOR plus the applicable margin for LIBOR loans. CTS

also pays a quarterly commitment fee on the unused portion of the revolving credit facility. The commitment fee may range from 0.20% to 0.40% based on the CTS' total leverage ratio.

The revolving credit facility requires, among other things, that CTS comply with a maximum total leverage ratio and a minimum fixed charge coverage ratio. Failure of CTS to comply with these covenants could reduce the borrowing availability under the revolving credit facility. CTS was in compliance with all debt covenants at September 27, 2015. The revolving credit facility requires CTS to deliver quarterly financial statements, annual financial statements, auditors certifications and compliance certificates within a specified number of days after the end of a quarter and year. Additionally, the revolving credit facility contains restrictions limiting CTS' ability to: dispose of assets; incur certain additional debt; repay other debt or amend subordinated debt instruments; create liens on assets; make investments, loans or advances; make acquisitions or engage in mergers or consolidations; engage in certain transactions with CTS' subsidiaries and affiliates; and make stock repurchases and dividend payments. Interest rates on the revolving credit facility fluctuate based upon the London Interbank Offered Rate and the Company's quarterly total leverage ratio. CTS pays a commitment fee on the undrawn portion of the revolving credit facility. The commitment fee varies based on the quarterly leverage ratio.

CTS has debt issuance costs related to its long-term debt that are being amortized using the straight-line method over the life of the debt. Amortization expense was approximately $61,000 for the three months ended September 27, 2015 and approximately $165,000 for the nine months ended September, 27, 2015 and was recognized as interest expense.

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CTS uses interest rate swaps to convert the revolving credit facility's variable rate of interest into a fixed rate. In the second quarter of 2012, CTS entered into four separate interest rate swap agreements to fix interest rates on $50,000,000 of long-term debt for the periods January 2013 to January 2017. In the third quarter of 2012, CTS entered into four separate interest rate swap agreements to fix interest rates on $25,000,000 of long-term debt for the periods January 2013 to January 2017. The difference to be paid or received under the terms of the swap agreements will be recognized as an adjustment to interest expense when settled.

These swaps are treated as cash flow hedges and consequently, the changes in fair value were recorded in Other comprehensive (loss) income. The estimated net amount of the existing gains or losses that are reported in accumulated other comprehensive (loss) income that is expected to be reclassified into earnings within the next twelve months is approximately $556,000. Interest rate swaps activity recorded in Other comprehensive (loss) earnings before tax includes the following:

	Three Months Ended		Nine Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Unrealized (loss) gain	$ (219)	$ 124	$ (628)	$ (288)
Realized gain reclassified to interest expense	$ 192	$ 123	$ 574	$ 363

Interest rate swaps included on the balance sheets are comprised of the following:

	As of	
($ in thousands)	September 27, 2015	December 31, 2014
Accrued liabilities	$ 892	$ 640
Other long-term obligations	$ 181	$ 380

NOTE 11 – Other Comprehensive (Loss) Earnings

Shareholders' equity includes certain items classified as Accumulated other comprehensive (loss) income ("AOCI") in the Consolidated Balance Sheets, including:

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Unrealized gains (losses) on hedges relate to interest rate swaps to convert the line of credit's variable rate of interest into a fixed rate. These hedges are designated as cash flow hedges, and CTS has deferred income statement recognition of gains and losses until the hedged transaction occurs. Amounts reclassified to income from AOCI for hedges are included in interest expense. Further information related to CTS' interest rate swaps is included in NOTE 10 – Debt and NOTE 14 – Fair Value Measurements.

- Unrealized gains (losses) on pension obligations are deferred from income statement recognition until the gains or losses are realized. Amounts reclassified to income from AOCI are included in net periodic pension expense. Further information related to CTS' pension obligations is included in NOTE 5 – Retirement Plans.

- Cumulative translation adjustment relates to our non-U.S. subsidiary companies that have designated a functional currency other than the U.S. dollar. CTS is required to translate the subsidiary functional currency financial statements to dollars using a combination of historical, period-end, and average foreign exchange rates. This combination of rates creates the foreign currency translation adjustment component of other comprehensive (loss) income. Changes in exchange rates between the functional currency and the currency in which a transaction is denominated is a foreign exchange transaction gain or loss. Transaction loss for the nine month period ended September 27, 2015 was $4,640,000 which is included in Other in the Condensed Consolidated Statement of (Loss) Earnings.

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The components of other comprehensive (loss) income for the three months ended September 27, 2015 are as follows:

($ in thousands)	As of June 28, 2015	Gain (Loss) Recognized in OCI	Gain (Loss) reclassified from AOCI to income	As of September 27, 2015
Changes in fair market value of hedges:				
Gross	$ (1,047)	$ (219)	$ 192	$ (1,074)
Income tax (benefit)	(394)	(82)	72	(404)
Net	(653)	(137)	120	(670)
Changes in unrealized pension cost:				
Gross	(166,161)	2,039	—	(164,122)
Income tax (benefit)	(63,957)	703	—	(63,254)
Net	(102,204)	1,336	—	(100,868)
Cumulative translation adjustment:				
Gross	572	(1,056)	—	(484)
Income tax (benefit)	(385)	148	—	(237)
Net	957	(1,204)	—	(247)
Total accumulated other comprehensive (loss) income	$ (101,900)	$ (5)	$ 120	$ (101,785)

The components of other comprehensive (loss) income for the three months ended September 28, 2014 are as follows:

($ in thousands)	As of June 29, 2014	Gain (Loss) Recognized in OCI	Gain (Loss) reclassified from AOCI to income	As of September 28, 2014
Changes in fair market value of hedges:				
Gross	$ (1,170)	$ 124	$ 123	$ (923)
Income tax (benefit)	(447)	47	47	(353)
Net	(723)	77	76	(570)
Changes in unrealized pension cost:				
Gross	(135,180)	1,575	—	(133,605)
Income tax (benefit)	(53,896)	539	—	(53,357)
Net	(81,284)	1,036	—	(80,248)
Cumulative translation adjustment:				
Gross	1,470	(590)	—	880
Income tax (benefit)	(1,155)	391	—	(764)

Net	2,625	(981)	—	1,644
Total accumulated other comprehensive (loss) income	$ (79,382)	$ 132	$ 76	$ (79,174)

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The components of other comprehensive (loss) income for the nine months ended September 27, 2015 are as follows:

($ in thousands)	As of December 31, 2014	Gain (Loss) Recognized in OCI	Gain (Loss) reclassified from AOCI to income	As of September 27, 2015
Changes in fair market value of hedges:				
Gross	$ (1,020)	$ (628)	$ 574	$ (1,074)
Income tax (benefit)	(384)	(236)	216	(404)
Net	(636)	(392)	358	(670)
Changes in unrealized pension cost:				
Gross	(169,291)	5,169	—	(164,122)
Income tax (benefit)	(65,124)	1,870	—	(63,254)
Net	(104,167)	3,299	—	(100,868)
Cumulative translation adjustment:				
Gross	245	(729)	—	(484)
Income tax (benefit)	(325)	88	—	(237)
Net	570	(817)	—	(247)
Total accumulated other comprehensive (loss) income	$ (104,233)	$ 2,090	$ 358	$ (101,785)

The components of other comprehensive (loss) income for the nine months ended September 28, 2014 are as follows:

($ in thousands)	As of December 31, 2013	Gain (Loss) Recognized in OCI	Gain (Loss) reclassified from AOCI to income	As of September 28, 2014
Changes in fair market value of hedges:				
Gross	$ (998)	$ (288)	$ 363	$ (923)
Income tax (benefit)	(402)	(90)	139	(353)
Net	(596)	(198)	224	(570)
Changes in unrealized pension cost:				
Gross	(138,133)	4,356	172	(133,605)
Income tax (benefit)	(55,028)	1,605	66	(53,357)
Net	(83,105)	2,751	106	(80,248)
Cumulative translation adjustment:				
Gross	949	(69)	—	880
Income tax (benefit)	(855)	91	—	(764)

Net	1,804	(160)	—	1,644
Total accumulated other comprehensive (loss) income	$ (81,897)	$ 2,393	$ 330	$ (79,174)

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NOTE 12 – Shareholders' Equity

Share count and par value data related to shareholders' equity are as follows:

	As of September 27, 2015	December 31, 2014
Preferred Stock		
Par value per share	No par value	No par value
Shares authorized	25,000,000	25,000,000
Shares outstanding	—	—
Common Stock		
Par value per share	No par value	No par value
Shares authorized	75,000,000	75,000,000
Shares issued	56,241,819	56,101,700
Shares outstanding	32,680,297	33,392,060
Treasury stock		
Shares held	23,561,522	22,709,640

CTS uses the cost method to account for its common stock purchases. During the nine month period ended September 27, 2015, CTS purchased 851,882 shares of common stock for an aggregate of $15,623,000 under a board-authorized share repurchase plan. For the nine month period ended September 28, 2014, CTS purchased 288,382 shares of common stock for an aggregate of $5,084,000. Approximately 9,742,922 shares are available for future issuances.

A roll forward of common shares outstanding is as follows:

	Nine Months Ended	
	September 27, 2015	September 28, 2014
Balance at the beginning of the year	33,392,060	33,558,864
Repurchases	(851,882)	(288,382)
Shares issued upon exercise of stock options	5,200	101,350
Restricted share issuances	134,919	172,891
Balance at the end of the period	32,680,297	33,544,723

NOTE 13 - Equity-Based Compensation

At September 27, 2015, CTS had five equity-based compensation plans: the 2001 Stock Option Plan ("2001 Plan"), the Nonemployee Directors' Stock Retirement Plan ("Directors' Plan"), the 2004 Omnibus Long-Term Incentive Plan ("2004 Plan"), the 2009 Omnibus Equity and Performance Incentive Plan ("2009 Plan"), and the 2014 Performance & Incentive Plan ("2014 Plan"). Future grants can only be made under the 2014 Plan.

The 2009 Plan, and previously the 2001 Plan and 2004 Plan, provides for grants of incentive stock options or nonqualified stock options to officers, key employees, and nonemployee members of CTS' Board of Directors. In addition, the 2014 Plan, the 2009 Plan and the 2004 Plan allow for grants of stock appreciation rights, restricted stock, RSUs, performance shares, performance units, and other stock awards.

The following table summarizes the compensation expense included in Selling, general and administrative expenses in the Consolidated Statements of Earnings related to equity-based compensation plans:

	Three Months Ended		Nine Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Service-Based RSUs	$ 295	$ 397	$ 1,244	$ 1,080
Performance-Based RSUs	(62)	146	709	419
Market-Based RSUs	60	117	702	340
Total	$ 293	$ 660	$ 2,655	$ 1,839
Income tax benefit	$ 110	$ 252	$ 998	$ 703

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The following table summarizes the unrecognized compensation expense related to non-vested RSUs by type and the weighted-average period in which the expense is to be recognized:

($ in thousands)	Unrecognized compensation expense at September 27, 2015	Weighted-average period
Service-Based RSUs	$ 1,548	1.2 years
Performance-Based RSUs	1,118	1.2 years
Market-Based RSUs	614	1.0 years
Total	$ 3,280	

CTS recognizes expense on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards.

The following table summarizes the status of these plans as of September 27, 2015:

	2014 Plan	2009 Plan	2004 Plan	2001 Plan
Awards originally available	1,500,000	3,400,000	6,500,000	2,000,000
Stock options outstanding	—	—	—	—
RSUs outstanding	78,947	240,091	131,857	—
Options exercisable	—	—	—	—
Awards available for grant	1,349,075	1,627,069	106,423	—

Stock Options

Stock options are exercisable in cumulative annual installments over a maximum 10-year period, commencing at least one year from the date of grant. Stock options are generally granted with an exercise price equal to the market price of CTS' stock on the date of grant. The stock options generally vest over four years and have a 10-year contractual life. The awards generally contain provisions to either accelerate vesting or allow vesting to continue on schedule upon retirement if certain service and age requirements are met. The awards also provide for accelerated vesting if there is a change in control event.

CTS estimated the fair value of the stock option on the grant date using the Black-Scholes option-pricing model and assumptions for expected price volatility, option term, risk-free interest rate, and dividend yield. Expected price

volatilities were based on historical volatilities of CTS' common stock. The expected option term is derived from historical data on exercise behavior. The dividend yield was based on historical dividend payments. The risk-free rate for periods within the contractual life of the option was based on the U.S. Treasury yield curve in effect at the time of grant.

A summary of the status of stock options as of September 27, 2015, and changes during the period then ended, is presented below:

	Nine Months Ended September 27, 2015	
	Options	Weighted Average Exercise Price
Outstanding at beginning of year	5,200	$ 12.35
Exercised	(5,200)	$ 12.35
Outstanding at end of period	—	$ —
Exercisable at end of period	—	$ —

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Performance-Based Stock Options

During the second quarter of 2015, the Compensation Committee of the Board of Directors of the Company (the "Committee") granted a total of 430,000 performance-based stock option awards ("Performance-Based Option Awards") for certain CTS employees under the 2014 Plan. The Performance-Based Option Awards, which have a grant date of May 26, 2015 and a grant date fair value of $18.37, are subject to the terms of the 2014 Plan. The Performance-Based Option Awards generally have a term of five years and generally will become exercisable (provided the optionee remains employed by CTS or an affiliate) upon CTS' attainment of at least $600,000,000 in revenues during any of CTS' four-fiscal-quarter trailing periods (as determined by the Committee) during the term. CTS has not recognized any expense on these Performance-Based Option Awards for the nine months ended September 27, 2015 since the revenue target is not likely to be attained, based upon the CTS' earnings history and forecast, at this time.

Service-Based Restricted Stock Units

Service-based RSUs entitle the holder to receive one share of common stock for each unit when the unit vests. RSUs are issued to officers, key employees and non-employee directors as compensation. Generally, the RSUs vest over a three-year period. RSUs granted to non-employee directors vest one month after granted. Upon vesting, the non-employee directors elect to either receive the stock associated with the RSU immediately, or defer receipt of the stock until their retirement from the Board of Directors. The fair value of the RSUs is equivalent to the trading value of CTS' common stock on the grant date.

A summary of the status of RSUs is presented below:

	Nine Months Ended September 27, 2015	
	Units	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2015	517,965	$ 12.06
Granted	125,525	17.10
Converted	(165,801)	12.41
Forfeited	(26,794)	17.20
Outstanding at September 27, 2015	450,895	$ 13.03

Performance-Based Restricted Stock Units

CTS grants performance-based restricted stock unit awards for certain executives. Vesting may occur in the range from zero percent to 200% of the target amount. Vesting is subject to certification of the fiscal results of the year prior to the target year by CTS' independent auditors. Vesting is dependent upon CTS' achievement of either sales growth targets or cash flow targets as noted in the table below.

Performance-Based RSUs include the following components:

Grant Date	Target Units	Vesting Year	Vesting Dependency	Units Awarded
February 11, 2013	47,164	2016	Sales growth	—
February 11, 2013	40,425	2016	Cash flow	—
February 14, 2014	15,071	2017	Sales growth	—
February 14, 2014	12,918	2017	Cash flow	—
February 13, 2015	24,150	2018	Sales growth	—
February 13, 2015	20,700	2018	Cash flow	—

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Market-Based Restricted Stock Units

CTS grants market-based restricted stock unit awards for certain executives and key employees. Vesting may occur in the range from zero percent to 200% of the target amount. Vesting is subject to certification of the fiscal results of the year prior to the target year by CTS' independent auditors. The vesting rate will be determined using a matrix based on a percentile ranking of CTS total stockholder return with peer group total shareholder return over a three-year period. Vesting is tied exclusively to CTS total stockholder return relative to peer group companies' total stockholder return rates.

Market-Based RSUs include the following components:

Grant Date	Target Units	Vesting Year	Number of Peer Group Companies	Units Awarded
February 11, 2013	40,425	2016	20	—
February 11, 2013	48,750	2016	20	—
February 14, 2014	15,071	2017	15	—
February 13, 2015	24,150	2018	23	—

NOTE 14 — Fair Value Measurements

CTS uses interest rate swaps to convert the line of credit's variable rate of interest into a fixed rate. The interest rate swaps are measured at fair value on a recurring basis. The table below summarizes CTS' financial liability that was measured at fair value as of three month period September 27, 2015 and the loss recorded during the nine month period ended September 27, 2015:

Carrying Value at September 27,	Quoted Prices in Active Markets for Identical Instruments	Significant Other Observable Inputs	Significant Unobservable Inputs	Loss for Nine Months Ended September 27,

($ in thousands)	2015	(Level 1)	(Level 2)	(Level 3)	2015
Interest rate swap – cash flow hedge	$ 1,074	$ —	$ 1,074	$ —	$ 574

The table below summarizes the financial liability that was measured at fair value on a recurring basis as of December 31, 2014 and the loss recorded during the year ended December 31, 2014:

($ in thousands)	Carrying Value at December 31, 2014	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Loss for Year Ended December 31, 2014
Interest rate swap – cash flow hedge	$ 1,020	$ —	$ 1,020	$ —	$ 488

The fair value of CTS' interest rate swaps were measured using a market approach which uses current industry information. There is a readily determinable market and these swaps are classified within level 2 of the fair value hierarchy.

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The table below provides a reconciliation of the recurring financial liability related to interest rate swaps:

($ in thousands)	Interest Rate Swaps
Balance at January 1, 2014	$ (998)
Total gains (losses) for the period:	
Included in earnings	488
Included in other comprehensive earnings	(510)
Balance at December 31, 2014	$ (1,020)
Total gains (losses) for the period:	
Included in earnings	574
Included in other comprehensive earnings	(628)
Balance at September 27, 2015	$ (1,074)

CTS' long-term debt consists of a revolving credit facility which is recorded at its carrying value. There is a readily determinable market for CTS' revolving credit debt and it is classified within Level 2 of the fair value hierarchy as the market is not deemed to be active. The fair value of long-term debt was measured using a market approach which uses current industry information and approximates carrying value.

NOTE 15 — Income Taxes

The effective tax rates for 2015 and 2014 are as follows:

	Three Months Ended		Nine Months Ended	
	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014
Effective tax rate	31.2 %	31.9 %	(59.2) %	36.1 %

The 2015 effective tax rate for the three months ended September 27, 2015 reflects the change in the mix of earnings by jurisdiction as well as the impact of true ups related to the filing of 2014 tax returns. For the nine months ended September 27, 2015, the effect of the uncertain tax benefits increased the effective tax rate by 42.9 percentage points and the effect of amending the tax returns for 2006 to 2013 decreased the effective rate by 122.1 percentage points

The 2014 effective tax rate reflected higher profits, primarily from a change in the mix of earnings by jurisdiction, and the effect of tax adjustments which decreased the effective rate by 3.3 percentage points in the third quarter of 2014 and increased the effective rate by 0.4 percentage points in the first nine months of 2014.

CTS' continuing practice is to recognize interest and/or penalties related to income tax matters as income tax expense. For the three and nine months ended September 27, 2015 and September 28, 2014, CTS included $136,000 and $957,000 of interest or penalties in income tax expense. CTS did not accrue any interest or penalties into income tax expense for the three and nine months ended September 28, 2014.

NOTE 16 — Recent Accounting Pronouncements

ASU 2015-16. "Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments"

In September 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-16, "Business Combinations (Topic 805) Simplifying the Accounting for Measurement-Period Adjustments of Inventory". The amendments clarify that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The acquirer needs to record, in the same period's financial statements, the effect of changes in depreciation, amortization, or other income as a result of the change to the provisional amounts as if the accounting had been completed at the acquisition date. This amendment requires an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current period earnings by line item as if the provisional adjustments had

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been recognized as of the acquisition date. This ASU is effective for fiscal years beginning after December 15, 2015 including interim periods within those fiscal years. These provisions are not anticipated to have a material impact on our financial statements.

ASU 2015-11. “Inventory (Topic 330): Simplifying the Measurement of Inventory”

In July 2015, the FASB issued ASU 2015-11, "Inventory (Topic 330) Simplifying the Measurement of Inventory". The amendments clarify that an entity should measure inventory within the scope of this update at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Substantial and unusual losses that result from subsequent measurement of inventory should be disclosed in the financial statements. This ASU is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The amendments are to be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. These provisions are not anticipated to have a material impact on our financial statements.

ASU 2015-08, “Business Combinations (Topic 805): Pushdown Accounting – amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115”

In May 2015, the FASB issued ASU 2015-08, “Business Combinations (Topic 805): Pushdown Accounting – amendments to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115”. This ASU amends various SEC paragraphs included in the FASB’s ASC to reflect the issuance of Staff Accounting Bulletin (“SAB”) No. 115. SAB 115 rescinds portions of the interpretive guidance included in the SEC’s Staff Accounting Bulletin series and brings existing guidance into conformity with ASU 2014-17, Pushdown Accounting, which provides an acquired entity with an option to apply pushdown accounting in its separate financial statements upon occurrence of an event in which an acquirer obtains control of the acquired entity.

An acquired entity is not only able to apply this amendment to change in control events occurring after the effective date, but is also permitted to apply pushdown accounting as a change in accounting principle to its most recent change in control event that had occurred before the effective date of this new amendment. The decision to apply pushdown accounting to a specific change in control event, if elected by an acquiree, is irrevocable.

The amendment also amends the reporting for a bargain purchase option. The acquired entity would not report a gain in its income statement as a result of a bargain purchase. Rather, the acquiree shall recognize the bargain purchase gain recognized by the acquirer as an adjustment to additional paid-in capital.

This amendment is effective immediately. This amendment does not have a material impact on our financial statements.

ASU 2015-07, “Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)”

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (“ASU”) 2015-07, “Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)”. This ASU permits a reporting entity, as a practical expedient, to measure the fair value of certain investments using the net asset value per share of the investment. This amendment applies to reporting entities that elect to measure the fair value of an investment within the scope of paragraphs 820-10-15-4 through 15-5 using the net asset value per share (or its equivalent) practical expedient in paragraph 820-10-35-59. This amendment removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. It also removes the

requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient.

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The amendments will be effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. An entity should apply the amendments retrospectively to all periods presented. The retrospective approach requires that an investment for which fair value is measured using the net asset value per share practical expedient be removed from the fair value hierarchy in all periods presented in an entity's financial statements. These provisions are not anticipated to have a material impact on our financial statements.

ASU 2015-04, "Compensation – Retirement Benefits (Topic 715): Practical Expedient for the Measurement Date of an Employer's Benefit Obligation and Plan Assets"

In April 2015, FASB issued ASU 2015-04, "Compensation –Retirement Benefits (Topic 715): Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets". The amended guidance permits companies to use a practical expedient which allows an employer to measure defined benefit plan assets and obligations as of the month-end date that is closest to the employer's fiscal year-end (alternative measurement date). An employer using this policy election must apply it consistently to all of its defined benefit plans.

In accordance with this ASU, an employer using the practical expedient is required to adjust the funded status for contributions and other significant events (as defined in paragraph 715-30-35-66) occurring between the alternative measurement date and its fiscal year-end. Paragraph 715-30-35-66 defines a significant event as: a plan amendment, settlement, or curtailment that calls for remeasurement. This ASU also allows employers the use of the practical expedient in interim remeasurements of significant events.

The employer would be required to disclose the election to use the practical expedient and the measurement date of the plan assets and obligations. Early application of this ASU is permitted. Entities must apply the guidance prospectively.

The guidance is effective for financial statements for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The changes would be effective for employee benefit plans for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. These provisions are not anticipated to have a material impact on our financial statements.

ASU 2015-05, "Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40) Customer's Accounting for Fees Paid in a Cloud Computing Arrangement"

In April 2015, the FASB issued ASU 2015-05, "Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40) Customer's Accounting for Fees Paid in a Cloud Computing Arrangement". The amendments in this ASU provide guidance to customers about a customer's accounting for fees paid in a cloud computing arrangement. This ASU clarifies that if a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance will not change U.S. GAAP for a customer's accounting for service contracts. All software licenses within the scope of Subtopic 350-40 will be accounted for consistent with other licenses of intangible assets.

The amendments will be effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. An entity can elect to adopt the amendments either prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. For prospective transition, the disclosure requirements at transition include the nature of and reason for the change in accounting principle, the transition method, and a qualitative description of the financial statement line items affected by the change. For retrospective transition, the disclosure requirements at transition include the requirements for

prospective transition and quantitative information about the effects of the accounting change. These provisions are not anticipated to have a material impact on our financial statements.

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ASU 2015-03, “Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs”

In April 2015, the FASB issued ASU 2015-03, “Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs”. The amended guidance require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. The amendments in this ASU are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years.

Early adoption of this ASU is permitted for financial statements that have not been previously issued. Entities must apply the new guidance on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. Upon transition, an entity is required to comply with the applicable disclosures for a change in an accounting principle. These provisions are not anticipated to have a material impact on our financial statements.

ASU 2014-12, “Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period”

In June 2014, the FASB issued ASU 2014-12, “Compensation — Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period”. The amended guidance requires that a performance target that affects vesting and that could be achieved after the requisite service period should be treated as a performance condition.

Current U.S. GAAP does not contain explicit guidance on whether to treat a performance target that could be achieved after the requisite service period as a performance condition that affects vesting or as a nonvesting condition that affects the grant-date fair value of an award. The amendments in this update provide explicit guidance for those awards.

The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. Entities may apply the amendments either prospectively to all awards granted or modified after the effective date, or retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. These provisions are not anticipated to have a material impact on our financial statements.

ASU 2014-09, “Revenue from Contracts with Customers”

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers”. The guidance in this ASU affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (for example, insurance contracts or lease contracts). The new revenue recognition guidance more closely aligns U.S. GAAP with International Financial Reporting Standards ("IFRS"). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

To achieve that core principle, an entity should apply the following steps:

Step 1:Identify the contract(s) with a customer.

Step 2:Identify the performance obligations in the contract.

Step 3:Determine the transaction price.

Step 4:Allocate the transaction price to the performance obligations in the contract.

Step 5:Recognize revenue when (or as) the entity satisfies a performance obligation.

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The guidance is effective for annual periods beginning on or after December 15, 2017 and interim periods within that reporting period. Early adoption is permitted provided that it is not before the original effective date of December 15, 2016. These provisions of this guidance are still being evaluated. The impact on CTS' financial statements has not yet been determined.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")

The following discussion should be read in conjunction with our unaudited Condensed Consolidated Financial Statements and notes included under Item 1, as well as our Consolidated Financial Statements and notes and related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2014.

Overview

CTS Corporation ("CTS", "we", "our" or "us") is a global manufacturer of electronic components and sensors used primarily in the automotive, communications, defense and aerospace, medical, industrial and computer markets.

Results of Operations: Third Quarter 2015 versus Third Quarter 2014

The following table highlights changes in significant components of the Unaudited Condensed Consolidated Statements of Earnings for the quarters ended September 27, 2015 and September 28, 2014:

(Amounts in thousands, except percentages and per share amounts)	Three Months Ended September 27, 2015	September 28, 2014	Percent Change	Percent of Net Sales – 2015	Percent of Net Sales – 2014
Net sales	$ 90,646	$ 99,957	(9.3)	100.0	100.0
Cost of goods sold(1)	59,200	67,458	(12.2)	65.3	67.5
Gross margin	31,446	32,499	(3.2)	34.7	32.5
Selling, general and administrative expenses	12,690	13,899	(8.7)	14.0	13.9
Research and development expenses	5,692	5,807	(2.0)	6.3	5.8
Non-recurring environmental charge	14,541	—	—	16.0	—
Restructuring and impairment charges	2,373	1,570	51.1	2.6	1.6
Total operating expenses	35,296	21,276	65.9	38.9	21.3
Operating (loss) earnings	(3,850)	11,223	(134.3)	(4.2)	11.2
Other (expense) income	(3,073)	701	(538.4)	(3.4)	0.7
Earnings before income taxes	(6,923)	11,924	(158.1)	(7.6)	11.9
Income tax expense (benefit)	(2,163)	3,807	(156.8)	(2.4)	3.8
Net (loss) earnings	$ (4,760)	$ 8,117	(158.6)	(5.2)	8.1
(Loss) earnings per share:					
Diluted net earnings per share	$ (0.15)	$ 0.24			

(1) Cost of goods sold includes restructuring related charges of $152 in 2015 and $494 in 2014.

Sales of $90,646,000 in the third quarter of 2015 decreased $9,311,000 or 9.3% from the third quarter of 2014. Sales to automotive markets declined $4,486,000 due to lower volumes and unfavorable foreign exchange impact. Other sales declined $4,825,000 due to lower volume of electronic components. Changes in foreign exchange rates caused $1,700,000 of the total sales decrease, driven by the U.S. Dollar appreciating compared to the Euro and relating mostly to sales of automotive products.

Gross margin as a percent of sales was 34.7% in the third quarter of 2015 compared to 32.5% in the third quarter of 2014. The increase in gross margin resulted from continued efficiency gains, material and labor productivity projects and savings from restructuring projects. In addition, foreign exchange rates had a favorable impact on manufacturing costs as the U.S. Dollar appreciated against various local currencies in countries in which we have manufacturing operations.

Selling, general and administrative expenses were $12,690,000 or 14.0% of sales in the third quarter of 2015 versus $13,899,000 or 13.9% of sales in the comparable quarter of 2014. The decrease was primarily due to continued

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efficiency gains from restructuring projects implemented over the past several quarters as well as cost containment efforts.

Research and development expenses were $5,692,000 or 6.3% of sales in the third quarter of 2015 compared to $5,807,000 or 5.8% of sales in the comparable quarter of 2014. Research and development expenses are focused on expanded applications of existing products and new product development as well as current product and process enhancements.

A non-recurring environmental charge of $14,541,000 that was recorded in the third quarter of 2015 related to a site in Asheville, North Carolina. The charge recorded includes both the interim remediation proposed by CTS and accepted by the Environmental Protection Agency ("EPA") and anticipated future remediation costs and monitoring for a final site-wide remediation. As assessments and cleanups proceed, CTS may need to adjust its reserve for the Asheville site based on progress made in determining the extent of remedial actions and related costs.

Restructuring and impairment charges in the third quarter totaled $2,373,000 and consist primarily of severance, transition and shutdown costs related to the consolidation of CTS' Canadian operation in Streetsville, Ontario into other CTS facilities. Also included in the third quarter charges are severance and restructuring costs in Singapore and China. The third quarter 2014 restructuring charges totaled $1,570,000 and consisted primarily of accruals for severance costs related to the consolidation of CTS' Canadian operation into other CTS facilities, severance costs in China and at CTS's corporate office as well as a lease impairment charge in the UK.

Operating loss was $3,850,000 or 4.2% of sales in the third quarter of 2015 compared to earnings of $11,223,000 or 11.2% of sales in the comparable quarter of 2014 as a result of the items discussed above. Other income and expense items are summarized in the following table:

	Three Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014
Interest expense	$ (714)	$ (568)
Interest income	713	707
Other (expense) income, net	(3,072)	562
Total other (expense) income	$ (3,073)	$ 701

Interest expense increased in the third quarter of 2015 versus the third quarter of 2014 primarily due to higher outstanding debt in 2015. Interest income increased slightly due to higher cash balances. The increase in other expense in the third quarter of 2015 was driven by unfavorable foreign currency losses, primarily due to the appreciation of the U.S. Dollar compared to the Chinese Renminbi, while other income in the third quarter of 2014 was driven by collection of bad debts and favorable foreign exchange impact related to the appreciation of the Chinese Renminbi which was partially offset by unfavorable foreign exchange impact related to the depreciation of the Euro.

	Three Months Ended			
	September 27, 2015		September 28, 2014	
Effective tax rate	31.2	%	31.9	%

The effective income tax rate for the third quarter of 2015 was 31.2%, which reflects the change in the mix of earnings by jurisdiction as well as the impact of true ups related to the filing of 2014 tax returns. In the third quarter of 2014, the effective tax rate was 31.9%, which reflected higher profits, primarily from a change in the mix of earnings by jurisdiction and the effect of tax adjustments which decreased the effective rate by 3.3%.

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Results of Operations: Nine months ended September 27, 2015 versus nine months ended September 28, 2014

The following table highlights changes in significant components of the Unaudited Condensed Consolidated Statements of Earnings for the nine month periods ended September 27, 2015 and September 28, 2014:

(Amounts in thousands, except percentages and per share amounts):

(Amounts in thousands, except percentages and per share amounts)	Nine months ended September 27, 2015	September 28, 2014	Percent Change	Percent of Net Sales – 2015	Percent of Net Sales – 2014
Net sales	$ 289,028	$ 303,643	(4.8)	100.0	100.0
Cost of goods sold(1)	192,073	206,706	(7.1)	66.5	68.1
Gross margin	96,955	96,937	0.0	33.5	31.9
Selling and general and administrative expenses	43,625	43,353	0.6	15.1	14.3
Research and development expenses	16,378	16,765	(2.3)	5.7	5.5
Non-recurring environmental charge	14,541	—	—	5.0	—
Restructuring and impairment charges	5,229	4,806	8.8	1.8	1.6
Total operating expenses	79,773	64,924	22.9	27.6	21.4
Operating earnings	17,182	32,013	(46.3)	5.9	10.5
Other expense	(4,242)	(1,422)	198.3	(1.4)	(0.5)
Earnings before income taxes	12,940	30,591	(57.7)	4.5	10.1
Income tax expense (benefit)	(7,667)	11,033	(169.5)	(2.6)	3.6
Net earnings	$ 20,607	$ 19,558	5.4	7.1	6.4
Earnings per share:					
Diluted net earnings per share	$ 0.61	$ 0.57			

(1) Cost of goods sold includes restructuring related costs of $444 in 2015 and $1,404 in 2014.

Sales of $289,028,000 in the first nine months of 2015 decreased $14,615,000 or 4.8% from the comparable period of 2014. Sales to automotive markets decreased $11,008,000 due to lower volumes and unfavorable foreign exchange impact. Other sales declined $3,607,000 due to lower volumes of electronic components. Changes in foreign exchange rates caused $6,200,000 of the total sales decrease, driven by the U.S Dollar appreciating compared to the Euro and relating mostly to sales of automotive products.

Gross margin as a percent of sales was 33.5% in the first nine months of 2015 versus 31.9% in the comparable period of 2014. The increase in gross margin resulted from continued efficiency gains, material and labor productivity projects and savings from restructuring projects. In addition, foreign exchange rates had a favorable impact on manufacturing costs as the U.S. Dollar appreciated against various local currencies in countries in which we have manufacturing operations.

Selling, general and administrative expenses were $43,625,000 or 15.1% of sales in the nine month period of 2015 versus $43,353,000 or 14.3% of sales in the comparable period of 2014.

Research and development expenses were $16,378,000 or 5.7% of sales in the nine month period of 2015 compared to $16,765,000 or 5.5% of sales in the comparable period of 2014. Research and development expenses are primarily focused on expanded applications of existing products and new product development as well as current product and process enhancements.

A non-recurring environmental charge of $14,541,000 that was recorded in the third quarter of 2015 related to a site in Asheville, North Carolina. The charge recorded includes both the interim remediation proposed by CTS and accepted by the EPA and anticipated future remediation costs and monitoring for a final site-wide remediation. As assessments and

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cleanups proceed, CTS may need to adjust its reserve for the Asheville site based on progress made in determining the extent of remedial actions and related costs.

Restructuring and impairment charges for the nine month period ending September 27, 2015 totaled $5,229,000 and consist primarily of severance, training and shutdown costs related to the consolidation of CTS' Canadian operation in Streetsville, Ontario into other CTS facilities. Also included in 2015 are costs to close the Brugg facility as well as other severance and restructuring costs in Singapore and China. Restructuring and impairment charges for the nine month period ending September 28, 2014 totaled $4,806,000 and consisted primarily of severance costs related to the consolidation of CTS' Canadian operation into other CTS facilities, severance costs in China and at CTS' corporate office and lease impairment costs in the UK.

Operating earnings were $17,182,000 or 5.9% of sales for the nine month period ending September 27, 2015 compared to $32,013,000 or 10.5% of sales in the comparable period of 2014 as a result of the items discussed above. Other income and expense items are summarized in the following table:

	Nine Months Ended	
($ in thousands)	September 27, 2015	September 28, 2014
Interest expense	$ (1,955)	$ (1,763)
Interest income	2,354	1,959
Other income, net	(4,641)	(1,618)
Total other income (expense)	$ (4,242)	$ (1,422)

Interest expense increased in the nine month period of 2015 versus the comparable period in 2014 as a result of higher outstanding borrowings in 2015. Interest income increased primarily due to higher cash balances. Other expense in the nine month period of 2015 increased as the amount of currency related impact in 2015 was significantly higher than foreign currency impact in same period of 2014. The foreign currency loss in 2015 and 2014 was primarily due to the appreciation of the U.S. Dollar compared to the Chinese Renminbi and the Euro.

	Nine Months Ended			
	September 27, 2015		September 28, 2014	
Effective tax rate	(59.2)	%	36.1	%

The effective income tax rate for the nine months ending September 27, 2015 was a negative 59.2%. The effect of uncertain tax benefits increased the effective tax rate by 42.9 percentage points and the effect of amending the tax returns for 2006 to 2013 decreased the effective rate by 122.1 percentage points. The effective income tax rate for the nine months ending September 28, 2014 was 36.1%. The 2014 effective rate reflects higher profits primarily from a change in the mix of earnings by jurisdiction and the effect of tax adjustments made in the comparable period of 2014.

Liquidity and Capital Resources

Cash and cash equivalents were $150,755,000 at September 27, 2015 and $134,508,000 at December 31, 2014. The increase in cash and cash equivalents was driven by cash generated from operations which exceeded the cash used for financing and investing activities. Total debt as of September 27, 2015 was $90,500,000 and at December 31, 2014 was $75,000,000. Total debt as a percentage of total capitalization was 23.4% at September 27, 2015 compared to 20.6% at December 31, 2014. Total debt as a percentage of total capitalization is defined as the sum of notes payable and long-term debt as a percentage of total debt and shareholders' equity.

Working capital increased by $5,686,000 from December 31, 2014 to September 27, 2015, primarily due to a $16,247,000 increase cash and cash equivalents and a $3,860,000 decrease in accounts payable which were partially offset by a $15,481,000 increase in accrued liabilities and payroll and benefits. The increase in accrued liabilities was driven by a $14,541,000 environmental charge noted in the Results of Operations section of the MD&A.

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Cash Flows from Operating Activities

Net cash provided by operating activities was $24,118,000 during the first nine months of 2015. Components of net cash provided by operating activities included net earnings of $20,607,000, an environmental charge of $14,541,000, depreciation and amortization expense of $11,987,000 and net changes of other non-cash items such as amortization of retirement benefits adjustments, equity based compensation, restructuring charges and prepaid pension asset totaling $6,075,000 which were offset by net changes in assets and liabilities of $29,092,000. The net changes in assets and liabilities were primarily driven by increases in deferred income taxes and accounts receivable and decreases in accounts payable and accrued liabilities.

Cash Flows from Investing Activities

Net cash used in investing activities for the first nine months of 2015 was $4,681,000, which was comprised of $6,559,000 for capital expenditures partially offset by a $1,878,000 gain on sale of assets.

Cash Flows from Financing Activities

Net cash used by financing activities for the first nine months of 2015 was $3,899,000. The primary driver for the cash outflow from financing activities were $15,623,000 paid to purchase shares of CTS common stock and $3,984,000 of dividend payments which were partially offset by a $15,500,000 increase in net borrowings.

Capital Resources

On August 10, 2015, CTS entered into a five-year credit agreement with a group of banks (“Revolving Credit Facility”) in order to support CTS’ working capital needs and other general corporate purposes. The Revolving Credit Facility provides for a credit line of $200,000,000, which may be increased by $100,000,000 at the request of CTS, subject to an Administrative Agent’s approval. This Revolving Credit Facility replaces the prior unsecured credit facility. Borrowings of $93,000,000 under the previous credit agreement were refinanced under the new Revolving Credit Facility and the previous credit agreement was terminated as of August 10, 2015.

Long term debt was comprised of the following:

	As of	
	September 27,	December 31,
($ in thousands)	2015	2014
Revolving credit facility due in 2020	$ 90,500	$ 75,000
Weighted average interest rate	1.5 %	1.5 %
Amount available	$ 107,185	$ 122,535
Total credit facility	$ 200,000	$ 200,000
Standby letters of credit	$ 2,315	$ 2,465
Commitment fee percentage per annum	0.30	0.25

The revolving credit facility requires, among other things, that CTS comply with a maximum total leverage ratio and a minimum fixed charge coverage ratio. Failure of CTS to comply with these covenants could reduce the borrowing availability under the revolving credit facility. CTS was in compliance with all debt covenants at September 27, 2015.

CTS uses interest rate swaps to convert the revolving credit facility's variable rate of interest into a fixed rate. In the second quarter of 2012, CTS entered into four separate interest rate swap agreements to fix interest rates on $50,000,000 of long-term debt for the periods January 2013 to January 2017. In the third quarter of 2012, CTS entered into four separate interest rate swap agreements to fix interest rates on $25,000,000 of long-term debt for the periods January 2013 to January 2017. The difference to be paid or received under the terms of the swap agreements will be recognized as an adjustment to interest expense when settled.

During the first nine months of 2015, we repurchased 851,882 shares of CTS common stock at a total cost of $15,623,000, or an average price of $18.34 per share.

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As of September 27, 2015, CTS' intent is to permanently reinvest funds outside the U.S. Any repatriation may not result in significant cash income tax payments as the taxable event would likely be offset by the utilization of the then available net operating losses and tax credits. CTS does not provide for U.S. income taxes on undistributed earnings of its foreign subsidiaries that are intended to be permanently reinvested.

We have historically funded our capital and operating needs primarily through cash flows from operating activities, supported by available credit under our credit agreements. We believe that cash flows from operating activities and available borrowings under our current credit agreements will be adequate to fund our working capital, capital expenditures and debt service requirements for at least the next twelve months. However, we may choose to pursue additional equity and debt financing to provide additional liquidity or to fund acquisitions.

Critical Accounting Policies and Estimates

Management prepared the consolidated financial statements of CTS under accounting principles generally accepted in the United States of America. These principles require the use of estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions we used are reasonable, based upon the information available.

Our estimates and assumptions affect the reported amounts in our financial statements. The following accounting policies comprise those that we believe are the most critical in understanding and evaluating CTS' reported financial results.

Revenue Recognition

Product revenue is recognized once four criteria are met: (1) we have persuasive evidence that an arrangement exists; (2) delivery has occurred and title has passed to the customer, which generally happens at the point of shipment provided that no significant obligations remain; (3) the price is fixed and determinable; and (4) collectability is reasonably assured.

Accounts Receivable

We have standardized credit granting and review policies and procedures for all customer accounts, including:

- Credit reviews of all new customer accounts,
- Ongoing credit evaluations of current customers,
- Credit limits and payment terms based on available credit information,
- Adjustments to credit limits based upon payment history and the customer's current credit worthiness,
- An active collection effort by regional credit functions, reporting directly to the corporate financial officers, and
- Limited credit insurance on the majority of our international receivables.

We reserve for estimated credit losses based upon historical experience and specific customer collection issues. Over the last three years, accounts receivable allowance varied from 0.2% to 0.5% of total accounts receivable. We believe our allowance for doubtful accounts is appropriate considering the quality of the portfolio. While credit losses have historically been within expectations and the provisions established, we cannot guarantee that our credit loss experience will continue to be consistent with historical experience.

Inventories

We value our inventories at the lower of the actual cost to purchase or manufacture using the first in, first out ("FIFO") method, or the current estimated market value. We review inventory quantities on hand and record a reserve for excess and obsolete inventory based on forecasts of product demand and production requirements.

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Over the last three years, our reserves for excess and obsolete inventories have ranged from 8.1% to 15.3% of gross inventory. We believe our reserve level is appropriate considering the quantities and quality of the inventories.

Retirement Plans

Actuarial assumptions are used in determining pension income and expense and our pension benefit obligation. We utilize actuaries from consulting companies in each country to develop our discount rates that match high quality bonds currently available and expected to be available during the period to maturity of the pension benefit in order to provide the necessary future cash flows to pay the accumulated benefits when due. After considering the recommendations of our actuaries, we have assumed a discount rate, expected rate of return on plan assets and a rate of compensation increase in determining our annual pension income and expense and the projected benefit obligation. During the fourth quarter of each year, we review our actuarial assumptions in light of current economic factors to determine if the assumptions need to be adjusted. Changes in the actuarial assumptions could have a material effect on our results of operations.

Valuation of Goodwill

Goodwill of a reporting unit is tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Examples of such events or circumstances include:

Significant adverse change in legal factors or in the business climate,

Adverse action or assessment by a regulator,

Unanticipated competition,

Loss of key personnel,

More likely than not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of,

Testing for recoverability of a significant asset group within a reporting unit, and

Allocation of a portion of goodwill to a business to be disposed of.

If CTS believes that one or more of the above indicators of impairment have occurred, it performs an impairment test. The performance of the test involves a two step process. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. We generally determine the fair value of our reporting units using two valuation methods: Income Approach — Discounted Cash Flow Method and Market Approach — Guideline Public Company Method. The approach defined below is based upon our last impairment test conducted as of December 31, 2014.

Under the “Income Approach — Discounted Cash Flow Method”, the key assumptions consider sales, cost of sales and operating expenses projected through the year 2018. These assumptions were determined by management utilizing our internal operating plan and assuming growth rates for revenues and operating expenses, and margin assumptions. The fourth key assumption under this approach is the discount rate which is determined by looking at current risk free rates of capital, current market interest rates and the evaluation of risk premium relevant to the business segment. If our assumptions relative to growth rates were to change or were incorrect, our fair value calculation may change which

could result in impairment.

Under the “Market Approach — Guideline Public Company Method”, we identified eight publicly traded companies, including CTS, which we believe have significant relevant similarities. For these eight companies, we calculated the mean ratio of invested capital to revenues and invested capital to EBITDA. Similar to the Income approach discussed above, sales, cost of sales, operating expenses and their respective growth rates were the key assumptions utilized. The market prices of CTS and other guideline company shares are key assumptions. If these market prices increase, the estimated market value would increase. If the market prices decrease, the estimated market value would decrease.

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The results of these two methods are weighted based upon management's determination. The Market approach is based upon historical and current economic conditions, which might not reflect the long term prospects or opportunities for CTS' business being evaluated.

If the carrying amount of a reporting unit exceeds the reporting unit's fair value, we perform the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill.

There have not been any significant changes to our impairment testing methodology other than updating the assumptions to reflect the current market environment. As discussed above, key assumptions used in the first step of the goodwill impairment test were determined by management utilizing the internal operating plan. The key assumptions utilized include forecasted growth rates for revenues and operating expenses as well as a discount rate which is determined by looking at current risk free rates of capital, current market interest rates and the evaluation of a risk premium relevant to the business segment. CTS will monitor future results and will perform a test if indicators trigger an impairment review.

We test the impairment of goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Based upon our latest assessment, we determined that our goodwill was not impaired as of the end of December 2014.

Valuation of Long Lived and Other Intangible Assets

We evaluate the impairment of identifiable intangibles and other long lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered that may trigger an impairment review consist of:

- Significant underperformance relative to expected historical or projected future operating results,
- Significant changes in the manner of use of the acquired assets or the strategy for the overall business,
- Significant negative industry or economic trends,
- Significant decline in CTS' stock price for a sustained period, and
- Significant decline in market capitalization relative to net book value.

If CTS believes that one or more of the above indicators of impairment have occurred and the undiscounted cash flow test has failed in the case of amortizable assets, it measures impairment based on projected discounted cash flows using a discount rate that incorporates the risk inherent in the cash flows.

Income Taxes

CTS has identified, evaluated, and measured the amount of income tax benefits to be recognized for all of our income tax positions. Included in deferred tax assets are amounts related to federal, state and foreign net operating losses. CTS intends to utilize these net operating loss carryforwards to offset future income taxes.

CTS' practice is to recognize interest and penalties related to income tax matters as part of income tax expense.

CTS earns a significant amount of its operating income outside of the U.S., which is deemed to be permanently reinvested in foreign jurisdictions. CTS does not intend to repatriate funds, however, should CTS require more capital in the U.S. than is generated by our operations locally, CTS could elect to repatriate funds held in foreign jurisdictions or raise capital in the U.S. through debt or equity issuances. Repatriation could result in higher effective tax rates. Borrowing in the U.S. would result in increased interest expense.

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Significant Customer

Our net sales to significant customers as a percentage of total net sales were as follows:

	Three Months Ended				Nine Months Ended			
	September 27, 2015		September 28, 2014		September 27, 2015		September 28, 2014	
Customer A	11.7	%	11.3	%	10.5	%	10.6	
Customer B	10.3	%	8.7	%	9.5	%	7.9	
Customer C	10.0	%	7.9	%	9.0	%	7.6	

No other customer accounted for 10% or more of total net sales during these periods.

Forward Looking Statements

This document contains statements that are, or may be deemed to be, forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward looking statements include, but are not limited to, any financial or other guidance, statements that reflect our current expectations concerning future results and events, and any other statements that are not based solely on historical fact. Forward looking statements are based on management's expectations, certain assumptions and currently available information. Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date hereof and are based on various assumptions as to future events, the occurrence of which necessarily are subject to uncertainties. These forward looking statements are made subject to certain risks, uncertainties and other factors, which could cause our actual results, performance or achievements to differ materially from those presented in the forward looking statements. Examples of factors that may affect future operating results and financial condition include, but are not limited to: changes in the economy generally and in respect to the business in which CTS operates; unanticipated issues in integrating acquisitions; the results of actions to reposition our business; rapid technological change; general market conditions in the automotive, communications, and computer industries, as well as conditions in the industrial, defense and aerospace, and medical markets; reliance on key customers; unanticipated natural disasters or other events; the ability to protect our intellectual property; pricing pressures and demand for our products; unanticipated developments that could occur with respect to contingencies such as litigation and environmental matters as well as any product liability claims; and risks associated with our international operations, including trade and tariff barriers, exchange rates and political and geopolitical risks. Many of these and other risks and uncertainties are discussed in further detail in Item 1A. of this Annual Report on Form 10 K for the fiscal year ended December 31, 2014. We undertake no obligation to publicly update our forward looking statements to reflect new information or events or circumstances that arise after the date hereof, including market or industry changes.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in our market risk since December 31, 2014.

Item 4. Controls and Procedures

Pursuant to Rule 13a-15(e) of the Securities and Exchange Act of 1934, management, under the direction of our Chief Executive Officer and Chief Financial Officer, evaluated our disclosure controls and procedures. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 27, 2015.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting for the quarter ended September 27, 2015 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We manufacture accelerator pedals for a number of automobile manufacturers, including subsidiaries of Toyota. In January 2010, Toyota initiated a recall of a substantial number of vehicles in North America containing pedals manufactured by CTS. The recall expanded to include vehicles in Europe and Asia. The pedal recall and associated events have led to us being named as a co defendant with Toyota in certain litigation in the United States and Canada. CTS is not aware of any legal actions filed in Asia or Europe against CTS at this time.

In February 2010, we entered into an agreement with Toyota whereby Toyota agreed that it will indemnify, defend, and hold us harmless from, and the parties will cooperate in the defense of, certain third party civil claims and actions that are filed or asserted in the United States or Canada and that arise from or relate to alleged incidents of unintended acceleration of Toyota and Lexus vehicles. Under our agreement with Toyota, if it is determined that CTS acted negligently in selecting materials or processes where we had sole control over the selection process, in failing to meet Toyota's specifications, or in making unapproved changes in component design or materials, and such negligence caused or contributed to a claim, we will be responsible for any judgment that may be rendered against us individually, or any portion of a judgment that may be allocated to us, but limited only to the extent of insurance collected from our insurers. Toyota would remain responsible to defend CTS in these actions and would remain responsible for any balance of the remaining liability over amounts recovered by insurance. The agreement also does not cover costs or liabilities in connection with government investigations, government hearings, or government recalls.

Presently, we have been served process and are a named co defendant with Toyota in approximately thirty one lawsuits. The claims generally fall into two categories, those that allege sudden unintended acceleration of Toyota vehicles led to injury or death, and those that allege economic harm to owners of Toyota vehicles related to vehicle defects. Some suits combine elements of both. Claims include demands for compensatory and special damages. To date, the only actions filed where we are aware we have been named as a co defendant are civil actions filed in the Unites States or Canada. All currently open lawsuits are subject to the indemnification agreement described above. Some of these lawsuits arise out of incidents involving models for which we do not manufacture the pedal, such as all Lexus models, the Toyota Prius, and the Toyota Tacoma, or for which we manufacture only a portion of the pedals, such as the Toyota Camry. Many lawsuits have been consolidated in federal multidistrict litigation in the United States District Court, Southern District of California, though some remain in various other courts.

Certain other claims are pending against us with respect to matters arising out of the ordinary conduct of our business. For all other claims, in the opinion of management, based upon presently available information, either adequate provision for anticipated costs have been accrued or the ultimate anticipated costs will not materially affect our consolidated financial position, results of operations or cash flows. However, given the uncertainty, the complexity and the many variables involved in litigation and other claims, our actual costs may differ from our estimates.

Item 1A. Risk Factors

There have been no significant changes to our risk factors since December 31, 2014.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes the repurchases of CTS common stock during the three months ended September 27, 2015 made by the Company under the expanded repurchase program announced on April 27, 2015:

	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Plans or Program	(d) Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs(2)
Balance at June 28, 2015				$ 24,272,100
June 29, 2015 – July 26, 2015	95,000	$ 19.11	95,000	$ 22,456,732
July 27, 2015 – August 23, 2015	70,000	$ 18.94	70,000	$ 21,130,813
August 24, 2015 – September 27, 2015	60,000	$ 18.54	60,000	$ 20,018,377
Total	225,000	$ 18.91	225,000	

(1) On April 27, 2015, CTS announced that its Board of Directors authorized an expansion to its repurchase program by authorizing the purchase of an additional $25 million dollars of its common stock in the open market. This authorization has no expiration.

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Item 6. Exhibits

(10)(a)	Credit Agreement between CTS Corporation and BMO Harris Bank N.A dated August 10, 2015 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed with the SEC on August 12, 2015).
(31)(a)	Certification pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
(31)(b)	Certification pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
(32)(a)	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
(32)(b)	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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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.

CTS Corporation	CTS Corporation
/s/ Luis F. Machado Luis F. Machado Vice President, General Counsel and Secretary	/s/ Ashish Agrawal Ashish Agrawal Vice President and Chief Financial Officer
Dated: October 27, 2015	Dated: October 27, 2015