

Titan Machinery Inc.
Form 10-Q
June 16, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended April 30, 2008

Commission File No. 000-1409171

TITAN MACHINERY INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of

Incorporation or Organization)

No. 45-0357838
(IRS Employer

Identification No.)

4876 Rocking Horse Circle

Fargo, ND 58104-6049

(Address of Principal Executive Offices)

Registrant's telephone number (701) 356-0130

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 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. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐
(Do not check if a 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 ☒

The number of shares outstanding of the registrant's common stock as of June 1, 2008 was: Common Stock, \$0.00001 par value, 17,632,184 shares.

TITAN MACHINERY INC.
QUARTERLY REPORT ON FORM 10-Q

Table of Contents

<u>PART I.</u>	<u>FINANCIAL INFORMATION</u>
<u>ITEM 1.</u>	<u>FINANCIAL STATEMENTS</u>
	<u>Consolidated Balance Sheets as of April 30, 2008 and January 31, 2008</u>
	<u>Consolidated Statements of Operations for the three months ended April 30, 2008 and 2007</u>
	<u>Consolidated Statements of Cash Flows for the three months ended April 30, 2008 and 2007</u>
	<u>Notes to Consolidated Financial Statements</u>
<u>ITEM 2.</u>	<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>
<u>ITEM 3.</u>	<u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>
<u>ITEM 4.</u>	<u>CONTROLS AND PROCEDURES</u>
<u>PART II.</u>	<u>OTHER INFORMATION</u>
<u>ITEM 1.</u>	<u>LEGAL PROCEEDINGS</u>
<u>ITEM 1A.</u>	<u>RISK FACTORS</u>
<u>ITEM 2.</u>	<u>UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>
<u>ITEM 3.</u>	<u>DEFAULTS UPON SENIOR SECURITIES</u>
<u>ITEM 4.</u>	<u>SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS</u>
<u>ITEM 5.</u>	<u>OTHER INFORMATION</u>
<u>ITEM 6.</u>	<u>EXHIBITS</u>
<u>Signatures</u>	
<u>Exhibit Index</u>	

PART I. FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS****TITAN MACHINERY INC.****CONSOLIDATED BALANCE SHEETS**

	April 30, 2008 (Unaudited)	January 31, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 41,968,933	\$ 42,802,505
Receivables, net	28,170,302	22,061,275
Inventories	140,655,034	145,766,866
Prepaid expenses	341,271	215,312
Income taxes receivable		1,074,216
Deferred income taxes	1,068,000	1,027,000
Total current assets	212,203,540	212,947,174
INTANGIBLES AND OTHER ASSETS		
Parts inventory in excess of amounts expected to be sold currently	1,780,000	1,480,000
Goodwill	8,478,554	8,271,133
Intangible assets, net of accumulated amortization	317,570	337,242
Other	330,949	311,581
	10,907,073	10,399,956
PROPERTY AND EQUIPMENT, net of accumulated depreciation	16,903,567	16,022,336
	\$ 240,014,180	\$ 239,369,466
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 13,789,144	\$ 9,244,064
Floorplan notes payable	96,773,485	105,847,648
Current maturities of long-term debt	3,465,961	5,653,840
Customer deposits	25,735,043	19,309,533
Accrued expenses	5,438,104	6,137,842
Income taxes payable	1,240,533	
Total current liabilities	146,442,270	146,192,927
LONG-TERM LIABILITIES		
Long-term debt, less current maturities	10,519,986	13,082,795
Deferred income taxes	1,897,000	1,865,000
Other long term liabilities	1,513,943	811,689
	13,930,929	15,759,484

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SUBORDINATED DEBENTURES			1,300,000
STOCKHOLDERS EQUITY			
Common stock, par value \$.00001 per share, authorized - 25,000,000 shares; issued and outstanding - 13,449,880 at April 30, 2008 and 13,440,654 at January 31, 2008			
	134		134
Additional paid-in-capital	58,316,496		58,179,695
Retained earnings	21,324,351		17,937,226
	79,640,981		76,117,055
		\$	240,014,180
		\$	239,369,466

See Notes to Consolidated Financial Statements

TITAN MACHINERY INC.

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended	
	April 30,	
2008		2007