

BRADY CORP
Form 10-K
September 30, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

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

For the fiscal year ended July 31, 2013

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 1-14959

BRADY CORPORATION

(Exact name of registrant as specified in charter)

Wisconsin 39-0178960
(State or other jurisdiction of (IRS Employer
incorporation or organization) Identification No.)
6555 West Good Hope Road, 53223
Milwaukee, WI (Zip Code)

(Address of principal executive offices)
(414) 358-6600
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which registered

Class A Nonvoting Common Stock, Par Value \$.01 per share New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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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 Act). Yes No

The aggregate market value of the non-voting common stock held by non-affiliates of the registrant as of January 31, 2013, was approximately \$1,441,914,982 based on closing sale price of \$34.89 per share on that date as reported for the New York Stock Exchange. As of September 24, 2013, there were 48,561,004 outstanding shares of Class A Nonvoting Common Stock (the "Class A Common Stock"), and 3,538,628 shares of Class B Common Stock. The Class B Common Stock, all of which is held by affiliates of the registrant, is the only voting stock.

Table of Contents

INDEX	
PART I	Page
<u>Item.1 Business</u>	<u>3</u>
<u>General Development of Business</u>	<u>3</u>
<u>Financial Information About Industry Segments</u>	<u>3</u>
<u>Narrative Description of Business</u>	<u>4</u>
<u>Overview</u>	<u>4</u>
<u>Research and Development</u>	<u>5</u>
<u>Operations</u>	<u>6</u>
<u>Environment</u>	<u>6</u>
<u>Employees</u>	<u>6</u>
<u>Financial Information About Foreign and Domestic Operations and Export Sales</u>	<u>6</u>
<u>Information Available on the Internet</u>	<u>6</u>
<u>Item 1A. Risk Factors</u>	<u>6</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>11</u>
<u>Item 2. Properties</u>	<u>11</u>
<u>Item 3. Legal Proceedings</u>	<u>11</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>11</u>
PART II	
<u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>13</u>
<u>Item 6. Selected Financial Data</u>	<u>14</u>
<u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>16</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>31</u>
<u>Item 8. Financial Statements and Supplementary Data</u>	<u>32</u>
<u>Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>71</u>
<u>Item 9A. Controls and Procedures</u>	<u>71</u>
<u>Item 9B. Other Information</u>	<u>74</u>
PART III	
<u>Item 10. Directors and Executive Officers of the Registrant</u>	<u>74</u>
<u>Item 11. Executive Compensation</u>	<u>79</u>
<u>Compensation Discussion and Analysis</u>	<u>79</u>
<u>Management Development and Compensation Committee Interlocks and Insider Participation</u>	<u>90</u>
<u>Management Development and Compensation Committee Report</u>	<u>90</u>
<u>Compensation Policies and Practices</u>	<u>90</u>
<u>Summary Compensation Table</u>	<u>91</u>
<u>Grants of Plan-Based Awards for 2013</u>	<u>93</u>
<u>Outstanding Equity Awards at 2013 Fiscal Year End</u>	<u>93</u>
<u>Option Exercises and Stock Vested for Fiscal 2013</u>	<u>95</u>
<u>Non-Qualified Deferred Compensation for Fiscal 2013</u>	<u>96</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>96</u>
<u>Compensation of Directors</u>	<u>99</u>
<u>Director Compensation Table — Fiscal 2013</u>	<u>100</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>101</u>
<u>Item 13. Certain Relationships, Related Transactions, and Director Independence</u>	<u>103</u>
<u>Item 14. Principal Accounting Fees and Services</u>	<u>103</u>
PART IV	

Item 15. Exhibits and Financial Statement Schedules

104

Signatures

108

2

PART I

Item 1. Business

(a) General Development of Business

Brady Corporation (“Brady,” “Company,” “we,” “us,” “our”) was incorporated under the laws of the state of Wisconsin in 1911. The Company’s corporate headquarters are located at 6555 West Good Hope Road, Milwaukee, Wisconsin 53223, and the telephone number is (414) 358-6600.

Brady Corporation is a global manufacturer and supplier of identification solutions, specialty materials, and workplace safety products that identify and protect premises, products and people. The ability to provide customers with a broad range of proprietary, customized, and diverse products for use in various applications, along with a commitment to quality and service, a global footprint and multiple sales channels, have made Brady a world leader in many of its markets.

The Company’s primary objective is to build upon its leading market position and increase shareholder value by leveraging competitive strengths including:

• Global leadership position in niche markets

• Innovation advantage — Internally developed products drive growth and sustain gross profit margins

• Operational excellence — Continuous productivity improvement, business simplification and process transformation

• Customer service — Focus on the customer and understanding customer needs

• Workplace Safety (“WPS”) compliance expertise

In fiscal 2013, we made significant portfolio changes to better align the Company for growth in the future. These changes were a meaningful shift from the more volatile and less profitable consumer electronics die-cut business, to an expansion of our core Identification Solutions (“ID Solutions” or “IDS”) business to focus on markets with long-term growth trends. In our WPS business, our strategy to return to growth includes a focus on workplace safety critical industries in addition to increased investment in e-commerce expertise.

Key initiatives supporting the strategy in fiscal 2013 included:

• Strategic acquisition of Precision Dynamics Corporation (“PDC”) in the healthcare sector

• Global business simplification process

• Realignment of business structure from regional to two global product-based platforms: IDS and WPS

• Divestiture of non-strategic businesses including Precision Converting (“Brady Medical”) and Varitronics

• Announcement of management's intent to divest the Company's Asia Die-Cut and Europe businesses

• Decision to increase investment in the WPS platform and expand e-commerce capabilities

In the third quarter of fiscal 2013, the Company announced its plan to divest its Asia Die-Cut business. This is a part of the Company's ongoing efforts to shift its portfolio of businesses to less volatile industries that are supported by positive macro-economic trends. The Asia Die-Cut business platform primarily consists of the sale of high performance products such as gaskets, meshes, heat dissipation materials, antennae, dampers, filters, and similar products sold in the electronics industries, including the mobile handset and hard-disk drive industries. The Company included its Europe-based Die-Cut business, Balkhausen, into the Asia Die-Cut disposal group in the fourth quarter of fiscal 2013. The Balkhausen business consists of the sale of traditional die-cut parts and thermal management products mainly used in the automotive electronics and telecommunications markets. The criteria for classifying the assets and liabilities as held for sale was met in the third quarter of fiscal 2013 for the Asia Die-cut business and the fourth quarter of fiscal 2013 for the Balkhausen business. The assets and liabilities of these businesses are classified as held for sale in the consolidated balance sheet as of July 31, 2013.

The operating results of the Asia Die-Cut and Balkhausen businesses were reflected as discontinued operations in the consolidated statements of earnings for the years ended July 31, 2013, 2012 and 2011. In addition, the following previously divested businesses were reported within discontinued operations: Brady Medical and Varitronics (divested in fiscal 2013), Etimark (divested in fiscal 2012) and Teklynx (divested in fiscal 2011). These divested businesses were part of the IDS business platform.

(b) Financial Information About Industry Segments

The information required by this Item is provided in Note 7 of the Notes to Consolidated Financial Statements contained in Item 8 - Financial Statements and Supplementary Data. The financial information contained in Note 7 has been restated to reflect the realignment of the Company's reportable segments implemented in the fourth quarter of fiscal 2013.

Table of Contents

(c) Narrative Description of Business

Overview

Effective May 1, 2013, the Company is organized and managed on a global basis within two business platforms: Identification Solutions and Workplace Safety, which are the reportable segments. Prior to May 1, 2013, the Company was organized and managed on a geographic basis within three regions: Americas, EMEA (Europe, the Middle East and Africa), and Asia-Pacific. As such, all segment-related data has been conformed to the new reportable segments. The IDS segment consists of high-performance and innovative identification and healthcare products that are manufactured internally under the Brady brand, and are primarily sold through distribution to a broad range of MRO and OEM customers.

The WPS segment consists of workplace safety and compliance products, which are sold under multiple brand names through catalog and e-business to a broad range of MRO customers. Approximately half of the business is resale product and half is manufactured internally.

Below is a summary of sales by reportable segments for the fiscal years ended July 31:

	2013	2012	2011	
IDS	63.7	% 59.3	% 59.0	%
WPS	36.3	% 40.7	% 41.0	%
Total	100	% 100	% 100	%

ID Solutions

Within the ID Solutions platform, the primary product categories include:

- Facility identification, which includes safety signs, pipe markers, labeling systems, spill control products, and lockout/tagout devices

- Product identification, which includes materials and printing systems for product identification, brand protection labeling, work in process labeling, and finished product identification

- Wire identification, which includes hand-held printers, wire markers, sleeves, and tags

- People identification, which includes self-expiring name tags, badges, lanyards, and access control software

- Patient identification, which includes wristbands and labels used in hospitals for tracking and safety of patients

- Custom wristbands used in the leisure and entertainment industry such as theme parks, concerts and festivals

More than 75% of ID Solutions products are sold under the Brady brand. In the United States, identification products for the utility industry are marketed under the Electromark brand; spill-control products are marketed under the SPC brand; security and identification badges and systems are marketed in the B.I.G., Identicard/Identicam, STOPware, PromoVision, and Brady People ID brands; and wire identification products are marketed under the Modernotecnica brand in Italy. Lockout/tagout products are offered under the Scafftag brand in the U.K. Custom labels and nameplates are available under the Stickolor brand in Brazil; and identification and patient safety products in the healthcare industry and custom wristbands for the leisure and entertainment industry are available under the PDC Innovative brand.

The ID Solutions platform offers high quality innovative products with rapid response and superior service to provide solutions to customers. The business markets and sells products through multiple channels including distributors, direct sales, catalog marketing, and the Internet. The businesses' sales force partners with end-users and distributors by providing technical application and product expertise.

ID Solutions serves OEM and MRO customers in many industries, which include industrial manufacturing, electronic manufacturing, healthcare, chemical, oil, gas, food and beverage, aerospace, defense, mass transit, electrical contractors, leisure and entertainment and telecommunications, among others.

The ID Solutions platform manufactures differentiated, proprietary products, most of which have been internally developed. These internally developed products include materials, printing systems, and software. IDS competes for business principally on the basis of production capabilities, engineering, research and development capabilities, materials expertise, global account management where needed, customer service, product quality and price.

Competition is highly fragmented, ranging from smaller companies offering minimal product variety, to some of the world's largest major adhesive and electrical product companies offering competing products as part of their overall product lines.

Table of Contents

Workplace Safety

Within the Workplace Safety business platform, the primary product categories are workplace safety and compliance products, which include informational signs, tags, security, safety and traffic compliance related products, first aid supplies, material handling, asset identification, safety and facility identification, and workplace regulatory products. Products within the Workplace Safety platform are sold under a variety of brands including: safety and facility identification products offered under the Seton, Emedco, Signals, Personnel Concepts, Safety Signs Service and Pervaco brands; first aid supplies under the Accidental Health and Safety, Trafalgar, and Securimed brands; industrial, office equipment under the Runelandhs brand; and wire identification products marketed under the Carroll brand. Workplace Safety markets and sells products through multiple channels, including catalog, telemarketing and e-commerce. The business serves customers in many industries, including process industries, manufacturers, government, education, construction, and utilities.

The Workplace Safety platform manufactures a broad range of stock and custom identification products, and also sells a broad range of related resale products. Historically, both the Company and many of our competitors focused their businesses on direct marketing, often with varying product niches. However, the competitive landscape is changing with the evolution of e-commerce channels. Many of our competitors extensively utilize e-commerce to promote the sale of their products. A consequence of this shift is price transparency, as prices on non-proprietary products can be easily compared. Dynamic pricing capabilities and an enhanced customer experience are critical to convert customers from traditional catalog channels to the Internet.

Discontinued Operations

The Company announced its plan to divest its Asia Die-Cut business during the three months ended April 30, 2013, and incorporated its Balkhausen business into that plan during the three months ended July 31, 2013. As such, the assets and liabilities of these businesses were classified as held for sale in the consolidated balance sheet as of July 31, 2013. The operating results of the Asia Die-Cut and Balkhausen businesses were reflected as discontinued operations in the consolidated statements of earnings for the years ended July 31, 2013, 2012 and 2011. In addition, the following previously divested businesses were reported within discontinued operations: Brady Medical and Varitronics (divested in fiscal 2013), Etimark (divested in fiscal 2012) and Teklynx (divested in fiscal 2011). These divested businesses were part of the IDS business platform.

The Die-Cut business produces customized precision die-cut products used to seal, dissipate heat, insulate, protect, shield, or provide other mechanical performance properties. Products within the Die-Cut business are sold primarily under the Brady brand, with some European business marketed as Balkhausen products. The business sells through a technical direct sales force and is supported by global strategic account management. The Die-Cut business serves customers in many industries, including mobile handset, hard disk drive, consumer electronics, and other computing devices, as well as products for the automotive and medical equipment industries.

Research and Development

The Company focuses its research and development ("R&D") efforts on pressure sensitive materials, printing systems and software, and it mainly supports the IDS segment. Material development involves the application of surface chemistry concepts for top coatings and adhesives applied to a variety of base materials. Systems design integrates materials, embedded software and a variety of printing technologies to form a complete solution for customer applications. In addition, the research and development team supports production and marketing efforts by providing application and technical expertise, which creates a competitive advantage through new product innovation for the Company that enables long-term organic sales growth and strong gross margin improvement.

The Company owns patents and tradenames relating to certain products in the United States and internationally. Although the Company believes that patents are a significant driver in maintaining its position for certain products, technology in the areas covered by many of the patents continues to evolve and may limit the value of such patents. The Company's business is not dependent on any single patent or group of patents. Patents applicable to specific products extend for up to 20 years according to the date of patent application filing or patent grant, depending upon the legal term of patents in the various countries where patent protection is obtained. The Company's tradenames are valid ten years from the date of registration, and are typically renewed on an ongoing basis.

The Company spent approximately \$33.6 million, \$34.5 million, and \$38.3 million during the fiscal years ended July 31, 2013, 2012, and 2011, respectively, on its R&D activities related to continuing operations. The reduction in R&D spending in 2013 was primarily due to the consolidation of the product management office, which reduced costs while streamlining processes globally. In addition, variable incentive compensation was lower in fiscal 2013 compared to fiscal 2012. As of July 31, 2013, 188 employees were engaged in research and development activities for the Company.

Table of Contents

Operations

The materials used in the products manufactured consist primarily of a variety of plastic and synthetic films, paper, metal and metal foil, cloth, fiberglass, inks, dyes, adhesives, pigments, natural and synthetic rubber, organic chemicals, polymers, and solvents for consumable identification products in addition to electronic components, molded parts and sub-assemblies for printing systems. The Company operates a coating facility that manufactures bulk rolls of label stock for internal and external customers. In addition, the Company purchases finished products for resale.

The Company purchases raw materials, components and finished products from many suppliers. Overall, the Company is not dependent upon any single supplier for its most critical base materials or components; however, the Company has chosen in certain situations to sole source materials, components or finished items for design or cost reasons. As a result, disruptions in supply could have an impact on results for a period of time, but we believe any disruptions would simply require qualification of new suppliers and the disruption would be modest. In certain instances, the qualification process could be more costly or take a longer period of time and in rare circumstances, such as a global shortage of a critical materials or components, the financial impact could be significant. The Company currently operates 45 manufacturing or distribution facilities globally.

The Company carries working capital mainly related to accounts receivable and inventory. Inventory consists of raw materials, work in process and finished goods. Generally, custom products are made to order while an on-hand quantity of stock product is maintained to provide customers with timely delivery. Normal and customary payment terms range from net 30 to 90 days from date of invoice and varies by geographies.

The Company has a broad customer base, and no individual customer is 5% or more of total net sales. Sales to governmental customers represent an immaterial amount of the business.

Average delivery time for customer orders varies from same-day delivery to one month, depending on the type of product, customer request or demand, and whether the product is stock or custom-designed and manufactured. The Company's backlog is not material, does not provide significant visibility for future business and is not pertinent to an understanding of the business.

Environment

Compliance with federal, state and local environmental protection laws during fiscal 2013 did not have a material impact on the Company's business, financial condition or results of operations.

Employees

As of July 31, 2013, the Company employed approximately 7,400 individuals. Brady has never experienced a material work stoppage due to a labor dispute and considers its relations with employees to be good.

(d) Financial Information About Foreign and Domestic Operations and Export Sales

The information required by this Item is provided in Note 7 of the Notes to Consolidated Financial Statements contained in Item 8 — Financial Statements and Supplementary Data.

(e) Information Available on the Internet

The Company's Corporate Internet address is <http://www.bradycorp.com>. The Company makes available, free of charge, on or through its Internet website copies of its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to all such reports as soon as reasonably practicable after such reports are electronically filed with or furnished to the SEC. The Company is not including the information contained on or available through its website as part of, or incorporating such information by reference into, this Annual Report on Form 10-K.

Item 1A. Risk Factors

Investors should carefully consider the risks set forth below and all other information contained in this report and other documents we file with the SEC. The risks and uncertainties described below are those that we have identified as material, but are not the only risks and uncertainties facing us. Our business is also subject to general risk and uncertainties that affect many other companies, such as market conditions, geopolitical events, changes in laws or accounting rules, fluctuations in interest rates, terrorism, wars or conflicts, major health concerns, natural disasters or other disruptions of expected economic or business conditions. Additional risks and uncertainties not currently known

to us or that we currently believe are immaterial also may impair our business, including our results of operations, liquidity and financial conditions.

Table of Contents

Business Risks

Failure to successfully implement our Workplace Safety strategy, or if successfully implemented, failure to realize the benefits expected from the strategy, may adversely affect our business, sales, results of operations, cash flow and liquidity.

In fiscal 2013, the Workplace Safety platform represented 36.3% of our total sales from continuing operations. Throughout the last two fiscal years, this platform has experienced deterioration in sales and profits due to increased competition and pricing pressure. An increasing number of customers are purchasing products on the Internet instead of through traditional direct marketing channels such as catalogs. The Company's strategy to grow this business includes: investing to improve e-commerce capabilities, pricing structure changes, and the expansion of products offered. There is a risk that the Company will not successfully implement this strategy, or if successfully implemented, not realize its expected benefits, due to the continued levels of increased competition and pricing pressure brought about by the Internet. There is also a risk that the Company may not be able to reverse the downward trends in this business and return the segment to historic levels of sales and profits. If these risks materialize, their effects could adversely impact our business, sales, results of operations, cash flow and liquidity.

Deterioration of or instability in the global economy and financial markets may adversely affect our business, sales, results of operations, cash flow and liquidity.

Our business and operating results have been and will continue to be affected by global economic conditions. In fiscal 2013, sales were negatively impacted by the recession in Europe and Australia. When global economic conditions deteriorate or economic uncertainty continues, customers and potential customers may experience deterioration of their businesses, which may result in the delay or cancellation of plans to purchase our products. Our sensitivity to economic cycles and any related fluctuations in the businesses of our customers or potential customers could have a material adverse impact on our sales, results of operations, cash flow and liquidity.

Demand for our products may be adversely affected by numerous factors, some of which we cannot predict or control. This could adversely affect our sales, results of operations, cash flow and liquidity.

Numerous factors may affect the demand for our products, including:

- Future financial performance of major markets served
- Consolidation in the marketplace, allowing competitors and customers to be more efficient and more price competitive
- Future competitors entering the marketplace
- Large customer market share fluctuations
- Decreasing product life cycles
- Changes in customer preferences
- Cyclical demands of end-users
- Declines in general economic conditions

If any of these factors occur, the demand for our products could suffer, and this could adversely impact our sales, results of operations, cash flows and liquidity.

Price reductions or additional costs may need to be incurred to remain competitive in certain industries, which could have a negative impact on sales, profitability, results of operations, cash flow and liquidity.

We face substantial competition through the Internet in our entire business, but particularly within the Workplace Safety segment. Competition may force us to reduce prices or incur additional costs to remain competitive. We compete on the basis of price, customer support, product innovation, product offering, product quality, production capabilities, and for multinational customers, our global footprint. Present or future competitors may accept lower profit, have greater financial, technical or other resources, lower production costs or other pricing advantages, any of which could put us at a disadvantage by threatening our share of sales or reducing our profit margins, which would adversely impact our results of operations, cash flow and liquidity. Additionally, throughout our global business, distributors and customers may seek lower cost sourcing opportunities, which could result in a loss of business that may adversely impact sales, results of operations, cash flows, and liquidity.

Table of Contents

A large customer loss could significantly affect sales, results of operations, cash flow, and liquidity. While we have a broad customer base and no individual customer represents 5% or more of total sales, we conduct business with several large customers and distribution companies. Our dependence on these customers makes relationships with them important. We cannot guarantee that these relationships will be retained in the future. Because these large customers account for a significant portion of sales, they may possess a greater capacity to negotiate reduced prices. If we are unable to provide products to our customers at the quality and prices acceptable to them, some of our customers may shift their business to competitors or may substitute another manufacturer's products. If one of the large customers consolidates, is acquired, or loses market share, the result of that event may have an adverse impact on our business. The loss of or reduction of business from one or more of these large customers could have a material adverse impact on our sales, results of operations, cash flows, and liquidity.

Divestitures could negatively impact our business and contingent liabilities from divested businesses could adversely affect our results of operations, cash flow and liquidity.

We continually assess the strategic fit of our existing businesses and may divest businesses that we determine do not align with our strategic plan, or that are not achieving the desired return on investment. For example, over the last three fiscal years, we have divested our Teklynx, Etimark, Brady Medical, and Varitronics businesses, and have announced plans to divest our Asia Die-Cut and Balkhausen businesses. Divestitures pose risks and challenges that could negatively impact our business. For example, when we decide to sell a business or assets, we may be unable to do so on satisfactory terms and within our anticipated time-frame, and even after reaching a definitive agreement to sell a business the sale is typically subject to satisfaction of pre-closing conditions which may not be satisfied. In addition, the impact of the divestiture on our revenue and net earnings may be larger than projected, which could distract management, and disputes may arise with buyers. In addition, we have retained responsibility for and have agreed to indemnify buyers against some contingent liabilities related to a number of businesses that we have recently sold. The resolution of these contingencies has not had a material adverse impact on our results of operations, cash flow and liquidity, but we cannot be certain that this favorable pattern will continue.

Inability to identify, complete and integrate acquisitions may adversely impact our sales, results of operations, cash flow and liquidity.

Our historical growth has included acquisitions, and our future growth strategy includes acquisition opportunities. For example, in fiscal 2013 the Company acquired Precision Dynamics Corporation ("PDC"), a manufacturer of identification products primarily for the healthcare sector, for \$301.2 million. We may not be able to identify acquisition targets or successfully complete acquisitions in the future due to the absence of quality companies in our target markets, economic conditions, or price expectations from sellers. If we are unable to complete additional acquisitions, our growth may be limited.

Additionally, as we grow through acquisitions, we will continue to place significant demands on management, operational, and financial resources. Recent and future acquisitions will require integration of operations, sales and marketing, information technology, finance and administrative operations, which could decrease the time available to serve and attract customers. We cannot assure that we will be able to successfully integrate acquisitions, that these acquisitions will operate profitably, or that we will be able to achieve the desired financial or operational success. Our financial condition, cash flows, liquidity and results of operations could be adversely affected if we do not successfully integrate the newly acquired businesses, or if our other businesses suffer due to the increased focus on the newly acquired businesses.

Failure to successfully complete restructuring plans may adversely impact our sales, results of operations, cash flow and liquidity.

We continue to implement measures to reduce our cost structure, simplify our business structure and standardize our processes. Successful implementation of such initiatives is critical to our future competitiveness and to improve profitability. These actions include reorganization of the Company along global product lines, a restructuring of the global workforce, consolidation of facilities, reorganization and restructuring of resources and standardization of business systems, which impact all functions of the Company. Facility consolidations will result in a higher concentration of operations in certain locations. Risks include customer acceptance of these changes, inability to implement standard processes and systems, resource allocation among competing priorities, employee disruption and

turnover, inability to manufacture and supply products in the event of a material casualty event at one of our principal facilities and additional charges related to these actions. These actions to reduce our cost structure and the charges related to these actions could have a material adverse impact on our sales, results of operations, cash flows and liquidity.

8

Table of Contents

The global nature of our business exposes us to foreign currency fluctuations that could adversely affect sales, results of operations, cash flow, liquidity and profits.

Approximately 50% of our sales are derived outside the United States. Sales and purchases in currencies other than the U.S. dollar expose us to fluctuations in foreign currencies relative to the U.S. dollar, and may adversely affect our financial statements. Increased strength of the U.S. dollar will increase the effective price of our products sold in currencies other than U.S. dollars into other countries. Decreased strength of the U.S. dollar could adversely affect the cost of materials, products, and services purchased overseas. Our sales and expenses are translated into U.S. dollars for reporting purposes, and the strengthening or weakening of the U.S. dollar could result in unfavorable translation effects. In addition, certain of our subsidiaries may invoice customers in a currency other than its functional currency, which could result in unfavorable translation effects on sales, profits, results of operations, cash flow and liquidity.

We depend on key employees and the loss of these individuals could have an adverse affect on our operations. Our success depends to a large extent upon the continued services of our key executives, managers and other skilled employees. We cannot ensure that we will be able to retain our key officers, managers and employees. The departure of our key personnel without adequate replacement could disrupt our business operations. Additionally, we need qualified managers and skilled employees with technical and industry experience to operate our business successfully. If we are unable to attract and retain qualified individuals or our costs to do so increase significantly, our operations could be materially adversely affected.

International operations are subject to various U.S. or country-specific regulations which could adversely affect our sales, results of operations, cash flow and liquidity.

Our operations are subject to the risks of doing business abroad, including the following:

• Delays or disruptions in product deliveries and payments in connection with international manufacturing and sales

• Political and economic instability and disruptions

• Imposition of duties and tariffs

• Import and export controls

• Changes in governmental policies and business environments

• Disadvantages from competing against companies from countries that are not subject to U.S. laws and regulations, including the Foreign Corrupt Practices Act (FCPA)

• Local labor market conditions

• Current and changing regulatory environments

• Potentially adverse tax consequences, including repatriation of earnings

• Stability of the Euro and its ability to serve as a single currency for a variety of countries

These events could have an adverse effect on our operations by reducing the demand, decreasing prices, or increasing costs for our products, which could adversely impact our financial condition and results of operations, cash flow and liquidity.

Failure to develop new products or gain acceptance of new products could adversely impact our sa