

ANDERSONS INC
Form 11-K
June 24, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

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

(Mark One):

Annual Report Pursuant To Section 15(d) Of The Securities Exchange Act Of 1934 for the fiscal year ended December 31, 2013

or

Transition Report Pursuant To Section 15(d) Of The Securities Exchange Act Of 1934 for the transition period from _____ to _____

Commission file number 000-20557

A. Full title of the plan and the address of the plan, if different from that of the issuer named below: The Andersons, Inc. Retirement Savings Investment Plan.

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: The Andersons, Inc., 480 West Dussel Drive, Maumee, Ohio 43537.

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Report of Independent Registered Public Accounting Firm

To the Retirement Benefits Committee
The Andersons, Inc. Retirement Savings Investment Plan

We have audited the accompanying statements of net assets available for benefits of The Andersons, Inc. Retirement Savings Investment Plan (the Plan) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ McGladrey LLP

Columbus, Ohio
June 24, 2014

The Andersons, Inc. Retirement Savings Investment Plan

Statements of Net Assets Available for Benefits

	December 31, 2013	2012
Assets		
Participant-directed investments:		
Mutual funds:		
Fidelity Spartan 500 Index Fund	\$35,647,559	\$26,916,975
Fidelity U.S. Bond Index Fund	17,780,464	21,553,356
Fidelity Money Market Trust, Retirement Government Money Market Portfolio	12,569,608	11,634,899
Fidelity Low-Priced Stock Fund	16,439,501	12,129,142
Fidelity Contrafund	23,382,686	18,093,650
Harbor International Institutional Fund	2,281,367	2,550,690
Janus Enterprise Fund	9,528,904	7,406,840
Fidelity Freedom Funds	43,725,803	34,868,649
Dodge and Cox Stock Fund	12,354,842	7,638,809
First Eagle Overseas Fund	7,791,074	7,385,103
Fidelity Small Cap Stock Fund	3,020,467	2,523,355
Litman Gregory Masters Fund	8,869,888	6,567,061
Invesco Developing Markets Fund	667,787	758,141
American Beacon Small Cap Value Fund	4,574,461	2,658,628
Vanguard Short-Term Investment Fund	4,496,238	4,424,142
RBC Small Cap Core Fund	578,182	—
Common stock of The Andersons, Inc.	21,038,760	11,906,421
Receivables:		
Notes from participants	3,756,341	3,370,005
Employer supplemental contribution	2,985,353	2,058,659
Net Assets Available for Benefits	\$231,489,285	\$184,444,525
See Notes to Financial Statements.		

The Andersons, Inc. Retirement Savings Investment Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2013
Additions	
Contributions:	
Participants	\$8,045,730
Employer	9,635,171
Rollovers	1,292,080
Total contributions	18,972,981
Investment income:	
Interest and dividends	6,895,280
Net appreciation in fair value of investments	39,402,950
Total investment income	46,298,230
Interest income on notes receivable from participants	152,526
Total additions	65,423,737
Deductions	
Benefit payments made to active and terminated participants	18,306,390
Administrative fees	72,587
Total deductions	18,378,977
Net Increase	47,044,760
Net Assets Available for Benefits - Beginning of year	184,444,525
Net Assets Available for Benefits - End of year	\$231,489,285
See Notes to Financial Statements.	

The Andersons, Inc. Retirement Savings Investment Plan

Notes to Financial Statements
December 31, 2013 and 2012

Note 1 – Summary of Significant Accounting Policies

The accounting records of The Andersons, Inc. Retirement Savings Investment Plan (the “Plan”) are maintained on the accrual basis by The Andersons, Inc. (the “Plan Sponsor” or “Employer”). Plan assets are maintained by Fidelity Management Trust Company (the “Trustee”) and monitored by the pension committee established by the Plan Sponsor. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Benefits are recorded when paid.

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the Plan’s investments in mutual funds are based on net asset values on the last business day of the plan year. The fair value of the Plan’s investments in The Andersons, Inc. common stock is based on NASDAQ closing market price on the last business day of the plan year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Investment securities are exposed to various risks, such as interest rate, market, and credit risk. It is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect participants’ account balances and the amounts reported in the statements of net assets available for benefits.

Participant contributions are recognized when the participant contributions are withheld from the employee’s earnings. Employer matching and employer transition contributions are recognized each pay period. Employer supplemental contributions are recognized when declared.

The Plan Administrator has evaluated subsequent events through the date and time the financial statements were issued.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

New Accounting Standards

In October 2012, the Financial Accounting Standards Board (“FASB”) issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topics in the Accounting Standards codification, including plan accounting. These amendments include technical

The Andersons, Inc. Retirement Savings Investment Plan

corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2012, for public entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of this update was not significant to these financial statements.

Note 2 - Description of the Plan

The following description of the Plan is provided for general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that covers substantially all employees of The Andersons, Inc. and its wholly owned subsidiary, The Andersons Mower Center, Inc. (the "Company"). The Plan provides for retirement, disability, and death benefits for participants who meet certain eligibility requirements, including attaining age 21. Full-time employees are eligible to begin deferring money into the Plan as soon as administratively practicable following their date of hire. Part-time employees are eligible to begin deferring money into the Plan upon meeting the 1,000 hours and 12-month service requirement. Employer matching contributions begin once the employee enters the Plan. Participants are automatically enrolled in the Plan with an effective pre-tax deferral of 3 percent of compensation unless the participant affirmatively elects out of the automatic deferral feature or elects a different deferral rate. Employee contributions may be made by salary reduction up to 75 percent of annual compensation (in 1.0 percent increments) subject to the maximum annual contribution allowed by law. The Plan provides for a required minimum employer matching contribution of 100 percent of the first 3 percent of a participant's deferred compensation plus 50 percent of the next 2 percent of a participant's deferred compensation, subject to limitations in the Internal Revenue Code. The Plan was amended in 2013 to include an automatic deferral. As of February 25, 2013 new participants enrolled in the Plan will incur an automatic increase in their withholding amount of 1 percent per year, up to 6 percent withheld. The Plan was also amended on December 20, 2013 to provide participants the option to choose Roth deferrals.

The Plan may accept rollover contributions from certain IRAs or from other qualified defined benefit or contribution plans of The Andersons, Inc. or participants' former employers. In addition, the Plan Sponsor may make supplemental contributions to the Plan at its discretion.

The Plan includes an employer transition contribution that is intended to reduce the impact of the Company's defined benefit pension plan freeze, which was effective July 1, 2010 for all of its non-retail line of business employees. Therefore, the employee must be a defined benefit plan participant under age 65 as of June 30, 2010 to be eligible for the transition contribution. The transition contribution is a per-pay contribution based on age and years of service in the defined benefit plan and it represents a minimum Plan contribution regardless of performance.

A performance contribution is an annual employer supplemental contribution. All non-retail employees who are eligible to participate in the Plan, accumulate 1,000 hours during the year, and are active at the Plan's year-end will be eligible to receive a performance contribution. The Company determines how much to contribute to each participant based on the Company's performance, with the measure of performance being pre-tax income. The performance contribution will range from 0% to 5% of eligible

The Andersons, Inc. Retirement Savings Investment Plan

compensation depending on the actual level of Company performance (a minimum of 20% of budgeted income must be achieved before a minimum performance contribution of 1% will be made).

If a participant is eligible to receive an employer transition contribution, the participant will receive the greater of the transition contribution or the performance contribution. That means if the discretionary employer supplemental performance contribution is greater than the transition contribution received during the year, the participant will receive the difference after the end of the Plan's year when the employer supplemental performance contribution is paid. Employer supplemental performance contributions, in excess of employer transition contributions, were \$2,985,353 for the year ended December 31, 2013.

Forfeited balances of terminated accounts are used to reduce future employer contributions. The balance of forfeited nonvested accounts was not material at December 31, 2013 and 2012.

Each participant directs Fidelity Management Trust Company to invest any or all of his or her account among various investment options, including an option to invest in the common stock of The Andersons, Inc. Participants may transfer account balances among the different funds on a daily basis.

Each participant's account is credited with their contributions, the employer matching contributions, the employer transition contributions, and the employer supplemental contributions and an allocation of investment earnings.

Allocations are based on the participant's selected allocation percentages. Investment income is allocated to participant accounts by investment fund balance on a daily basis. This allocation is based upon the ratio of each participant's weighted average fund balance to the total of all participants' fund balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. No assets of any participant account may be used for the benefit of any other account or participant.

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to terminate the Plan and the trust at any time. In the event of termination of the Plan, participants become fully vested in their individual accounts.

A participant is entitled to a benefit representing his or her salary reduction contributions, the vested amount of employer contributions, and allocated income thereon (including realized and unrealized gains and losses). Upon termination of employment due to retirement, permanent disability, or death, a participant or his or her beneficiary is entitled to receive distribution of the vested account balance in a lump sum or in monthly installments.

Participants are immediately 100 percent vested in the participant, employer matching, and rollover contributions and any income or loss thereon. The transition and performance contributions ratably vest over a five-year period. The Plan was amended as of March 19, 2013 to include employees of an acquired entity or business into the Plan and recognize each individual's service for vesting purposes if such service would have been treated as service if it had been rendered at the Company.

Withdrawals of employer and employee salary reduction contributions and related income thereon during the participant's employment are prohibited unless the participant has attained age 59 ½ or the participant can show immediate and extreme financial hardship as determined by the pension committee.

The Andersons, Inc. Retirement Savings Investment Plan

Additional information about the Plan Agreement and limitations on contributions is available from the human resources department of the Plan Sponsor or from designated individuals at the Company.

Participants may borrow up to 50 percent of their vested account balances. The minimum loan amount is \$1,000 and the maximum is \$50,000. Each participant may only have one loan outstanding and each loan bears interest at a fixed rate equal to the prime rate at the end of the quarter previous to initiation of the loan plus one percent. Loans must provide for at least quarterly repayments utilizing a level amortization schedule. Loan terms will not exceed five years unless the loan qualifies as a home loan in which the term will be established by the Plan Administrator at the time of the loan.

The Plan Sponsor pays substantially all costs of administering the Plan, including trustee fees. The Plan pays investment fees.

Note 3 - Fair Value Measurements

Generally accepted accounting principles provide a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access. Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

Disclosures concerning assets measured at fair value are presented below. The Plan has no liabilities measured at fair value.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013.

	Quotes Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Large-Cap Funds	\$71,385,087	\$—	\$—	\$71,385,087
Mid-Cap Funds	25,968,405	—	—	25,968,405
Small-Cap Funds	8,173,110	—	—	8,173,110
Blended Funds	43,725,803	—	—	43,725,803
International Funds	19,610,116	—	—	19,610,116
Bond Funds	22,276,702	—	—	22,276,702
Money-Market Fund	12,569,608	—	—	12,569,608
Common Stock of The Andersons, Inc.	21,038,760	—	—	21,038,760
	\$224,747,591	\$—	\$—	\$224,747,591

The Andersons, Inc. Retirement Savings Investment Plan

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012.

	Quotes Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual Funds:				
Large -Cap Funds	\$52,649,434	\$—	\$—	\$52,649,434
Mid-Cap Funds	19,535,982	—	—	19,535,982
Small-Cap Funds	5,181,983	—	—	5,181,983
Blended Funds	34,868,649	—	—	34,868,649
International Funds	17,260,995	—	—	17,260,995
Bond Funds	25,977,498	—	—	25,977,498
Money-Market Fund	11,634,899	—	—	11,634,899
Common Stock of The Andersons, Inc.	11,906,421	—	—	11,906,421
	\$179,015,861	\$—	\$—	\$179,015,861

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There were no transfers between fair value levels for the year ended December 31, 2013.

Note 4 – Investments

The following table presents investments that represent 5% or more of the Plan's net assets:

	December 31, 2013	2012
Fidelity Spartan 500 Index Fund	\$35,647,559	\$26,916,975
Fidelity U.S. Bond Index Fund	17,780,464	21,553,356
Fidelity Money Market Trust, Retirement Government Money Market Portfolio	12,569,608	11,634,899
Fidelity Low-Priced Stock Fund	16,439,501	12,129,142
Fidelity Contrafund	23,382,686	18,093,650
Dodge and Cox Stock Fund	12,354,842	*
Common stock of The Andersons, Inc.	21,038,760	11,906,421

* Less than 5% of the Plan's net assets in the Plan year

The Andersons, Inc. Retirement Savings Investment Plan

The Plan's investments at December 31, 2013 and 2012 are held by the Trustee. The Plan's investments (including investments bought, sold, and held during the year) appreciated in fair value during the year ended December 31, 2013 as follows:

	2013
Net appreciation in fair value:	
Mutual funds	\$27,822,802
The Andersons, Inc. common stock	11,580,148
Total	\$39,402,950

The form 5500 includes notes receivable from participants as investments.

Note 5 - Transactions with Parties-in-interest

Certain investments held by the Plan are invested in securities managed by Fidelity Investments Institutional Operations Company, Inc., an affiliate of the Trustee, as well as shares of the Company's common stock. Fees paid by the Plan for administrative services provided by Fidelity Investments Institutional Operations Company, Inc. amounted to \$72,587 for the year ended December 31, 2013. Certain employees of the Company provide administrative services for the Plan and are not reimbursed for their services from the Plan. Certain other administrative and legal expenses are paid by the Company on behalf of the Plan.

Note 6 - Income Tax Status

On February 16, 2012, the Plan's administrator received a favorable determination letter from the Internal Revenue Service relating to its tax exempt status under Section 401(a) of the Internal Revenue Code. The determination letter is applicable for the amendments executed on January 21, 2010 and September 29, 2008 and is valid through January 31, 2015. The Plan is required to operate in conformity with the Internal Revenue Code and ERISA to maintain its tax-exempt status. The Plan's administrator is not aware of any course of action or events that have occurred that might adversely affect the Plan's qualified status. The Plan has been amended since the determination letter was issued. Management believes that the amendments do not change the Plan's status for meeting the requirements for Section 401(a) of the Internal Revenue Code and that the trust is still exempt from taxation. The Financial Accounting Standards Board issued guidance on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2010.

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The Andersons, Inc. Retirement Savings Investment Plan

Schedule of Assets (Held at End of Year)

Form 5500, Schedule H, Item 4i

EIN 34-1562374, Plan No. 003

December 31, 2013

Identity of Issue,

Borrower, Lessor, or
Similar Party

Participant-directed
investments:

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Shares Held or Rate of Interest	Cost	Fair Value
** Fidelity Investments	Fidelity Spartan 500 Index Fund - Mutual fund	544,321 Shares	*	\$35,647,559
** Fidelity Investments	Fidelity U.S. Bond Index Fund - Mutual fund	1,565,182 Shares	*	17,780,464
** Fidelity Investments	Fidelity Money Market Trust, Retirement Government Money Market Portfolio - Mutual fund	12,569,608 Shares	*	12,569,608
** Fidelity Investments	Fidelity Low-priced Stock Fund - Mutual fund	332,649 Shares	*	16,439,501
** Fidelity Investments	Fidelity Contrafund - Mutual fund	243,392 Shares	*	23,382,686
Harbor	Harbor International Instl Fund - Mutual fund	32,127 Shares	*	2,281,367
Janus	Janus Enterprise Fund - Mutual fund	116,819 Shares	*	9,528,904
** Fidelity Investments	Fidelity Freedom Income Fund - Mutual fund	81,309 Shares	*	972,456
** Fidelity Investments	Fidelity Freedom 2000 Fund - Mutual fund	35,644 Shares	*	435,575
** Fidelity Investments	Fidelity Freedom 2005 Fund - Mutual fund	51,363 Shares	*	690,323
** Fidelity Investments	Fidelity Freedom 2010 Fund - Mutual fund	274,921 Shares	*	3,857,146
** Fidelity Investments	Fidelity Freedom 2015 Fund - Mutual fund	304,269 Shares	*	4,332,797
** Fidelity Investments	Fidelity Freedom 2020 Fund - Mutual fund	665,634 Shares	*	9,904,631
** Fidelity Investments	Fidelity Freedom 2025 Fund - Mutual fund	363,176 Shares	*	5,632,864
** Fidelity Investments	Fidelity Freedom 2030 Fund - Mutual fund	367,187 Shares	*	5,823,583
** Fidelity Investments	Fidelity Freedom 2035 Fund - Mutual fund	207,696 Shares	*	3,402,058
** Fidelity Investments	Fidelity Freedom 2040 Fund - Mutual fund	177,725 Shares	*	2,927,126
** Fidelity Investments	Fidelity Freedom 2045 Fund - Mutual fund	167,583 Shares	*	2,815,396
** Fidelity Investments	Fidelity Freedom 2050 Fund - Mutual fund	140,654 Shares	*	2,372,841
** Fidelity Investments	Fidelity Freedom 2055 Fund - Mutual fund	46,314 Shares	*	559,007
Dodge and Cox	Dodge and Cox Stock Fund - Mutual fund	73,162 Shares	*	12,354,842
First Eagle	First Eagle Overseas Fund - Mutual fund	337,130 Share	*	7,791,074
** Fidelity Investments	Fidelity Small Cap Stock Fund - Mutual fund	144,244 Shares	*	3,020,467
Invesco	Invesco Developing Markets Fund - Mutual fund	20,630 Shares	*	667,787
Masters	Litman Gregory Masters Fund - Mutual Fund	491,134 Shares	*	8,869,888
American Beacon	American Beacon Small Cap Value Fund - Mutual fund	168,241 Shares	*	4,574,461
Vanguard	Vanguard Short-Term Investment Fund - Mutual fund	420,209 Shares	*	4,496,238

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RBC	RBC Small Cap Core I - Mutual Fund	17,611 Shares	*	578,182
** The Andersons, Inc.	The Andersons, Inc. common stock	235,920 Shares	*	21,038,760
** Participants	Participant loans	4.25% to 9.50%		3,756,341
	Total			\$228,503,932

* Cost information is not required under ERISA for participant directed investments

** Represents party-in-interest

SIGNATURES

Pursuant to the requirements of the Securities Exchange act of 1934, the Plan Administrator has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

The Andersons, Inc. Retirement Savings Investment Plan
(Name of Plan)

The Andersons, Inc.
(Registrant)

Date: June 24, 2014

By /s/ Michael J. Anderson
Michael J. Anderson
Chairman and Chief Executive Officer

Date: June 24, 2014

By /s/ John Granato
John Granato
Chief Financial Officer

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statement (No. 333-53137) on Form S-8 of The Andersons, Inc. of our report dated June 24, 2014, relating to our audit of the financial statements and supplemental schedule of The Andersons, Inc. Retirement Savings Investment Plan, which appears in this Annual Report on Form 11-K of The Andersons, Inc. Retirement Savings Investment Plan for the year ended December 31, 2013.

/s/ McGladrey LLP

Columbus, Ohio
June 24, 2014