UFP TECHNOLOGIES INC
Form 10-Q
August 09, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended **__June 30, 2018__**

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: **001-12648**

UFP Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**04-2314970**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

100 Hale Street, Newburyport, MA 01950, USA

(Address of principal executive offices) (Zip Code)

(978) 352-2200

(Registrant's telephone number, including area code)

____

(Former name, former address, and former fiscal year, if changed since last report)

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 X ; No ____

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted 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 such files).

Yes X ; No ____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Accelerated filer
Non–accelerated filer [Do not check if a smaller reporting company]
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ___; No X

7,359,571 shares of registrant's Common Stock, $0.01 par value, were outstanding as of August 1, 2018.

UFP Technologies, Inc.

Index

	Page
PART I - FINANCIAL INFORMATION	3
Item 1. Financial Statements	3
Condensed Consolidated Balance Sheets as of June 30, 2018 (unaudited) and December 31, 2017	3
Condensed Consolidated Statements of Income for the Three Months Ended June 30, 2018 and June 30, 2017 (unaudited)	4
Condensed Consolidated Statements of Cash Flows for the Three Months Ended June 30, 2018 and June 30, 2017 (unaudited)	5
Notes to Interim Condensed Consolidated Financial Statements	6
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 3. Quantitative and Qualitative Disclosures about Market Risk	21
Item 4. Controls and Procedures	22
PART II - OTHER INFORMATION	22
Item 1A. Risk Factors	22
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	22
Item 6. Exhibits	23
Signatures	24

PART I: FINANCIAL INFORMATION

ITEM 1: FINANCIAL STATEMENTS

UFP Technologies, Inc.

Condensed Consolidated Balance Sheets

(In thousands, except share data)

	June 30, 2018	December 31, 2017
Assets	(Unaudited)	
Current assets:		
Cash and cash equivalents	$ 5,915	$ 37,978
Receivables, less allowance for doubtful accounts of $761 at June 30, 2018 and $652 at December 31, 2017	30,179	21,381
Inventories	18,732	12,863
Prepaid expenses	2,106	1,835
Refundable income taxes	616	1,017
Total current assets	57,548	75,074
Property, plant and equipment	111,289	106,716
Less accumulated depreciation and amortization	(52,600)	(53,064)
Net property, plant and equipment	58,689	53,652
Goodwill	51,838	7,322
Intangible assets, net	22,860	-
Non-qualified deferred compensation plan	2,216	2,015
Other assets	191	144
Total assets	$ 193,342	$ 138,207
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 8,743	$ 4,180
Accrued expenses	5,407	5,466
Deferred revenue	3,331	297
Current portion of long-term debt	2,857	-
Total current liabilities	20,338	9,943
Long-term debt, excluding current portion	36,714	-
Deferred income taxes	2,937	2,440
Non-qualified deferred compensation plan	2,215	2,030
Other liabilities	52	82
Total liabilities	62,256	14,495
Commitments and contingencies		

Stockholders' equity:		
Preferred stock, $.01 par value, 1,000,000 shares authorized; zero shares issued or outstanding	-	-
Common stock, $.01 par value, 20,000,000 shares authorized; 7,389,116 and 7,359,557 shares issued and outstanding, respectively at June 30, 2018; 7,309,909 and 7,280,350 shares issued and outstanding, respectively at December 31, 2017	73	73
Additional paid-in capital	28,341	26,664
Retained earnings	103,259	97,562
Treasury stock at cost, 29,559 shares at June 30, 2018 and December 31, 2017	(587)	(587)
Total stockholders' equity	131,086	123,712
Total liabilities and stockholders' equity	$ 193,342	$ 138,207

The accompanying notes are an integral part of these condensed consolidated financial statements.

3

UFP Technologies, Inc.

Condensed Consolidated Statements of Income

(In thousands, except per share data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Net sales	$49,019	$37,886	$91,949	$74,939
Cost of sales	36,033	27,945	68,779	55,482
Gross profit	12,986	9,941	23,170	19,457
Selling, general & administrative expenses	7,417	6,061	14,008	12,376
Acquisition-related costs	19	-	1,089	-
Restructuring costs	-	63	-	63
Material overcharge settlement	(104)	(121)	(104)	(121)
(Gain) Loss on sale of fixed assets	(15)	8	(55)	3
Operating income	5,669	3,930	8,232	7,136
Interest income	(7)	(42)	(32)	(84)
Interest expense	404	13	677	27
Other income	(3)	-	(53)	-
Income before income tax expense	5,275	3,959	7,640	7,193
Income tax expense	1,285	1,329	1,873	2,392
Net income	$3,990	$2,630	$5,767	$4,801
Net income per share:				
Basic	$0.54	$0.36	$0.79	$0.66
Diluted	$0.54	$0.36	$0.78	$0.66
Weighted average common shares outstanding:				
Basic	7,347	7,239	7,336	7,228
Diluted	7,413	7,323	7,408	7,312

The accompanying notes are an integral part of these condensed consolidated financial statements.

UFP Technologies, Inc.

Condensed Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

	Six Months Ended June 30,	
	2018	2017
Cash flows from operating activities:		
Net income	$5,767	$4,801
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,874	2,796
(Gain) loss on sale of fixed assets	(55)	3
Share-based compensation	691	636
Deferred income taxes	688	160
Changes in operating assets and liabilities:		
Receivables, net	(4,414)	(1,057)
Inventories	(1,451)	56
Prepaid expenses	(149)	(174)
Refundable income taxes	401	798
Other assets	(248)	(63)
Accounts payable	2,907	(103)
Accrued expenses	(1,578)	(136)
Deferred revenue	859	67
Non-qualified deferred compensation plan and other liabilities	155	142
Net cash provided by operating activities	7,447	7,926
Cash flows from investing activities:		
Additions to property, plant, and equipment	(2,991)	(4,471)
Acquisition of Dielectrics, net of cash acquired	(76,978)	-
Proceeds from sale of fixed assets	68	6
Net cash used in investing activities	(79,901)	(4,465)
Cash flows from financing activities:		
Proceeds from advances on revolving line of credit	36,000	-
Payments on revolving line of credit	(15,000)	-
Proceeds from the issuance of long-term debt	20,000	-
Principal repayments of long-term debt	(1,429)	(514)
Proceeds from exercise of stock options, net of shares presented for exercise	964	315
Payment of statutory withholdings for stock options exercised and restricted stock units vested	(144)	(107)
Net cash provided by (used in) financing activities	40,391	(306)
Net (decrease) increase in cash and cash equivalents	(32,063)	3,155
Cash and cash equivalents at beginning of period	37,978	31,359
Cash and cash equivalents at end of period	$5,915	$34,514

The accompanying notes are an integral part of these condensed consolidated financial statements.

Notes to Interim Condensed Consolidated Financial Statements

(1) Basis of Presentation

The interim condensed consolidated financial statements of UFP Technologies, Inc. (the "Company") presented herein, have been prepared pursuant to the rules of the Securities and Exchange Commission for quarterly reports on Form 10-Q and do not include all the information and note disclosures required by accounting principles generally accepted in the United States of America. These statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2017, included in the Company's 2017 Annual Report on Form 10-K, as filed with the Securities and Exchange Commission.

The condensed consolidated balance sheet as of June 30, 2018, the condensed consolidated statements of income for the three- and six-month periods ended June 30, 2018 and 2017, and the condensed consolidated statements of cash flows for the six-month periods ended June 30, 2018 and 2017 are unaudited but, in the opinion of management, include all adjustments (consisting of normal, recurring adjustments) necessary for a fair presentation of results for these interim periods. The condensed consolidated balance sheet as of December 31, 2017 has been derived from the Company's annual financial statements that were audited by an independent registered public accounting firm, but does not include all of the information and footnotes required for complete annual financial statements.

The preparation of 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 assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The results of operations for the three- and six-month periods ended June 30, 2018, are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2018.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers*, which was subsequently updated ("ASC 606"). The Company adopted ASC 606 on January 1, 2018. See Note 2 for further details.

In February 2016, the FASB issued ASU No. 2016-02, *Leases.* The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the balance sheet for those leases previously classified as operating leases. The amendments in ASU No. 2016-02 are effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period with early adoption permitted. The Company is evaluating the impact of adopting this ASU on its consolidated financial position and results of operations.

Revisions

Certain revisions have been made to the December 31, 2017 Condensed Consolidated Balance Sheet to conform to the current year presentation relating to a reclassification of deferred revenue. The reclassification resulted in an increase in deferred revenue and a decrease in accrued expenses in the amount of approximately $297,000. In addition, certain revisions have been made to the Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2017, also due to a reclassification of deferred revenue. The reclassification resulted in an increase to the change in deferred revenue and a decrease in the change in accrued expenses in the amount of approximately $67,000. These revisions had no impact on previously reported net income and are deemed immaterial to the previously issued financial statements.

(2) Revenue Recognition

On January 1, 2018, the Company adopted ASC 606, *Revenue from Contracts with Customers*, using the modified retrospective transition method. Under this method, the Company applied ASC 606 to contracts under which all performance obligations were not complete as of January 1, 2018 and recognized the cumulative effect of initially applying the standard as an adjustment to the opening balance of retained earnings. Results for reporting periods beginning after January 1, 2018 are presented in accordance with ASC 606. Prior period amounts are not adjusted and are reported in accordance with requirements in ASC 605, *Revenue Recognition*, which is also referred to herein as “legacy GAAP”.

The cumulative effect of the adoption on our condensed consolidated balance sheet, by applying the modified retrospective method as of January 1, 2018, is as follows (in thousands):

	As Reported December 31, 2017	Cumulative Adjustments	As Adjusted January 1, 2018
Assets:			
Property, plant and equipment	$106,716	$ 1,027	$107,743
Accumulated depreciation and amortization	(53,064)	(548)	(53,612)
Net property, plant and equipment	53,652	479	54,131
Liabilities:			
Deferred revenue	297	574	871
Deferred income taxes	2,440	(25)	2,415
Stockholders' equity:			
Retained earnings	97,562	(70)	97,492

The following reflects the Company's condensed consolidated balance sheet and condensed consolidated statement of income on an as reported basis and as if we had continued to recognize revenue under legacy GAAP (in thousands):

	June 30, 2018		
	As Reported	Balances without adoption of ASC 606	Difference
Assets:			
Property, plant and equipment	$111,289	$110,150	$ 1,139
Accumulated depreciation and amortization	(52,600)	(51,808)	(792)
Net property, plant and equipment	58,689	58,342	347
Liabilities:			
Deferred revenue	3,331	2,909	422
Deferred income taxes	2,937	2,962	(25)
Stockholders' equity:			
Retained earnings	103,259	103,309	(50)

For the Six Months Ended June 30, 2018

	As Reported	Balances without adoption of ASC 606	Difference
Net sales	$91,949	$91,797	$ 152
Cost of sales	68,779	68,647	132
Gross profit	23,170	23,150	20

7

The following summarizes the significant changes under ASC 606 as compared to legacy GAAP:

- Under legacy GAAP, the Company recognized revenue for certain customer tooling at the time the tooling was complete and accepted by the customer. Under ASC 606, as "control" of this tooling does not transfer to the customer, the related purchase orders do not qualify as an "accounting contract" and as a result the consideration received is recorded as deferred revenue and recognized over the estimated time for which parts are produced on each respective tool (approximately two years). The related costs to produce the tooling are capitalized and depreciated over the estimated useful life of the tool (approximately two years).

- Under legacy GAAP, the Company recognized revenue on long-term agreements with variable pricing at the selling price that was in effect for the current period at the time of shipment. Under ASC 606, the Company will recognize revenue at the weighted average selling price for each part over the term of the agreement for any agreements where the Company estimates that we will not be able to achieve the corresponding cost changes necessary to maintain a consistent margin over the term of the agreement. The Company has a limited number of long-term agreements with variable pricing.

The Company recognizes revenue when a customer obtains control of a promised good or service. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to in exchange for promised goods or services. The Company recognizes revenue in accordance with the core principles of ASC 606 which include (1) identifying the contract with a customer, (2) identifying separate performance obligations within the contract, (3) determining the transaction price, (4) allocating the transaction price to the performance obligations, and (5) recognizing revenue. The Company recognizes all but an immaterial portion of its product sales upon shipment. The Company recognizes revenue from the sale of tooling and machinery primarily upon customer acceptance, with the exception of certain tooling where control does not transfer to the customer, which results in revenue being recognized over the estimated time for which parts are produced on each respective tool. Although only applicable to an insignificant number of transactions, the Company has elected to exclude sales taxes from the transaction price. The Company has elected to account for shipping and handling activities for which the Company is responsible under the terms and conditions of the sale not as performance obligations but rather as fulfillment costs. These activities are required to fulfill the Company's promise to transfer the good and are expensed when revenue is recognized.

Disaggregated Revenue

The following table presents the Company's revenue disaggregated by the major types of goods and services sold to our customers (in thousands) (See Note 9 for further information regarding net sales by market):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017

Net sales of:				
Products	$47,102	$37,321	$89,246	$73,895
Tooling and Machinery	1,107	477	1,598	873
Engineering services	810	88	1,105	171
Total net sales	$49,019	$37,886	$91,949	$74,939

Contract balances

The timing of revenue recognition may differ from the timing of invoicing to customers. When invoicing occurs prior to revenue recognition, the Company has deferred revenue (contract liabilities), included within “deferred revenue” on the condensed consolidated balance sheet.

8

The following table presents opening and closing balances of contract liabilities for the six- month period ended June 30, 2018 (in thousands):

	Contract Liabilities
Deferred revenue - January 1, 2018	$ 871
Acquired in Dielectrics business combination	2,175
Increases due to consideration received from customers	1,855
Revenue recognized	(1,570)
Deferred revenue - June 30, 2018	$ 3,331

Revenue recognized during the six- month period ended June 30, 2018 from amounts included in deferred revenue at the beginning of the period was approximately $437,000.

When invoicing occurs after revenue recognition, the Company has unbilled receivables (contract assets) included within “receivables” on the condensed consolidated balance sheet. Unbilled receivables were approximately $236,000 at June 30, 2018.

(3) Supplemental Cash Flow Information

	Six Months Ended June 30,	
	2018	2017
	(in thousands)	
Cash paid for:		
Interest	$668	$6
Income taxes, net of refunds	784	1,434
Non-cash investing and financing activities:		
Capital additions accrued but not yet paid	$331	$495

(4) Fair Value of Financial Instruments

Financial instruments recorded at fair value in the consolidated balance sheets, or disclosed at fair value in the footnotes, are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels defined by ASC 820, *Fair Value Measurements and Disclosures*, and directly related to the

amount of subjectivity associated with inputs to fair valuation of these assets and liabilities, are as follows:

Level 1

Valued based on unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2

Valued based on either directly or indirectly observable prices for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3

Valued based on management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The following table presents the fair value and hierarchy levels, for financial assets that are measured at fair value on a recurring basis (in thousands):

Level 2	June 30, 2018
Assets:	
Derivative financial instruments	$ 53

Derivative financial instruments consist of an interest rate swap for which fair value is determined through the use of a pricing model that utilizes verifiable inputs such as market interest rates that are observable at commonly quoted intervals for the full term of the swap agreement.

The Company has financial instruments, such as accounts receivable, accounts payable, and accrued expenses, that are stated at carrying amounts that approximate fair value because of the short maturity of those instruments. The carrying amount of the Company’s long-term debt approximates fair value as the interest rate on the debt approximates the estimated borrowing rate currently available to the Company.

(5) Share-Based Compensation

Share-based compensation is measured at the grant date based on the fair value of the award and is recognized as an expense over the requisite service period (generally the vesting period of the equity grant).

The Company issues share-based awards through several plans that are described in detail in the notes to the consolidated financial statements for the year ended December 31, 2017. The compensation cost charged against income for those plans is included in selling, general & administrative expenses as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
Share-based compensation related to:	2018	2017	2018	2017
Common stock grants	$205	$205	$305	$305
Stock option grants	118	117	134	126
Restricted Stock Unit awards ("RSUs")	130	105	252	205
Total share-based compensation	$453	$427	$691	$636

The total income tax benefit recognized in the condensed consolidated statements of income for share-based compensation arrangements was approximately $155,000 and $199,000 for the three-month periods ended June 30, 2018 and 2017, respectively, and approximately $356,000 and $336,000 for the six-month periods ended June 30, 2018 and 2017, respectively.

The following is a summary of stock option activity under all plans for the six-month period ended June 30, 2018:

	Shares Under Options	**Weighted Average Exercise Price** (per share)	**Weighted Average Remaining Contractual Life** (in years)	**Aggregate Intrinsic Value** (in thousands)
Outstanding at December 31, 2017	202,379	$ 18.23		
Granted	10,344	31.20		
Exercised	(65,030)	30.67		
Outstanding at June 30, 2018	147,693	$ 20.64	4.58	$ 1,512
Exercisable at June 30, 2018	135,193	$ 19.95	4.62	$ 1,477
Vested and expected to vest at June 30, 2018	147,693	$ 20.64	4.58	$ 1,512

On June 6, 2018, the Company granted options to its directors for the purchase of 10,344 shares of common stock at that day's closing price of $31.20. The compensation expense related to these grants was determined as the fair value of the options using the Black-Scholes option pricing model based on the following assumptions:

Expected volatility	27.7 %
Expected dividends	None
Risk-free interest rate	2.70 %
Exercise price	$31.20
Expected term (in years)	6.0
Weighted-average grant date fair value	$10.15

The stock volatility for each grant is determined based on a review of the experience of the weighted average of historical daily price changes of the Company's common stock over the expected option term, and the risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected term of the option. The expected term is estimated based on historical option exercise activity.

During the six-month period ended June 30, 2018 and 2017, the total intrinsic value of all options exercised (i.e., the difference between the market price on the exercise date and the price paid by the employees to exercise the options) was approximately $1.0 million and $391,000, respectively, and the total amount of consideration received by the Company from the exercised options was approximately $965,000 and $487,000, respectively. At its discretion, the Company allows option holders to surrender previously-owned common stock in lieu of paying the exercise price and withholding taxes. During the six-month period ended June 30, 2018, no shares were surrendered for this purpose. During the six-month period ended June 30, 2017, 6,511 shares were surrendered at an average market price of $26.45 for this purpose.

On February 21, 2018, the Company's Compensation Committee approved the award of $400,000, payable in shares of common stock to the Company's Chairman, Chief Executive Officer, and President under the 2003 Incentive Plan. The shares will be issued in December 2018.

The following table summarizes information about Restricted Stock Units ("RSUs") activity during the six-month period ended June 30, 2018:

	Restricted Stock Units	Weighted Average Award Date Fair

		Value
Outstanding at December 31, 2017	57,395	$ 21.03
Awarded	22,399	29.30
Shares vested	(16,050)	23.55
Outstanding at June 30, 2018	63,744	$ 22.72

At the Company’s discretion, RSU holders are given the option to net-share settle to cover the required minimum withholding tax, and the remaining amount is converted into the equivalent number of common shares. During the six-month periods ended June 30, 2018 and 2017, 5,238 and 4,377 shares were surrendered at an average market price of $27.60 and $24.50, respectively.

As of June 30, 2018, the Company had approximately $1.3 million of unrecognized compensation expense that is expected to be recognized over a period of 3.8 years.

(6) Inventories

Inventories are stated at the lower of cost (determined using the first-in, first-out method) or net realizable value, and consist of the following at the stated dates (in thousands):

	June 30, 2018	December 31, 2017
Raw materials	$9,193	$ 6,898
Work in process	3,710	1,207
Finished goods	5,829	4,758
Total inventory	$18,732	$ 12,863

(7) Preferred Stock

On March 18, 2009, the Company declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, par value $0.01 per share, to the stockholders of record on March 20, 2009. Each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value $0.01 per share (the "Preferred Share") of the Company, at a price of $25 per one one-thousandth of a Preferred Share subject to adjustment and the terms of the Rights Agreement. The Rights expire on March 19, 2019.

(8) Income Per Share

Basic income per share is based on the weighted average number of shares of common stock outstanding. Diluted income per share is based upon the weighted average number of common shares outstanding and dilutive common stock equivalent shares outstanding during each period.

The weighted average number of shares used to compute basic and diluted net income per share consisted of the following (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Basic weighted average common shares outstanding	7,347	7,239	7,336	7,228
Weighted average common equivalent shares due to stock options and RSUs	66	84	72	84
Diluted weighted average common shares outstanding	7,413	7,323	7,408	7,312

The computation of diluted earnings per share excludes the effect of the potential exercise of stock awards, including stock options, when the average market price of the common stock is lower than the exercise price of the related options during the period. These outstanding stock awards are not included in the computation of diluted income per share because the effect would be antidilutive. For the three- and six-month periods ended June 30, 2018, the number of antidilutive stock awards excluded from the computation of diluted earnings per share was 24,280 and 25,344, respectively. For the three- and six-month periods ended June 30, 2017, the number of antidilutive stock awards excluded from the computation of diluted earnings per share was 12,336 and 27,336, respectively.

(9) Segment Reporting

The Company consists of a single operating and reportable segment.

Revenues from customers outside of the United States are not material. No customer comprised more than 10% of the Company's consolidated revenues for the three- and six-month periods ended June 30, 2018. All of the Company's assets are located in the United States.

12

The Company's products are primarily sold to customers within the Medical, Consumer, Automotive, Electronics, Industrial, and Aerospace and Defense markets. Net sales by market for the three- and six-month periods ended June 30, 2018 and 2017 are as follows (in thousands):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2018		2017		2018		2017	
Market	Net Sales	%	Net Sales	%	Net Sales	%	Net Sales	%
Medical	$29,229	59.6 %	$18,707	49.4 %	$53,367	58.0 %	$36,188	48.3 %
Consumer	5,777	11.8 %	4,773	12.6 %	11,237	12.2 %	9,214	12.3 %
Automotive	5,065	10.3 %	6,125	16.2 %	10,421	11.3 %	12,844	17.1 %
Aerospace & Defense	3,080	6.3 %	2,556	6.7 %	5,567	6.1 %	5,599	7.5 %
Electronics	2,968	6.1 %	3,165	8.4 %	5,840	6.4 %	6,077	8.1 %
Industrial	2,900	5.9 %	2,560	6.8 %	5,517	6.0 %	5,017	6.7 %
Net Sales	$49,019	100.0%	$37,886	100.0%	$91,949	100.0%	$74,939	100.0%

Certain immaterial amounts for the three- and six-months ended June 30, 2017 were reclassified between markets to conform to the current period presentation.

(10) Other Intangible Assets

The carrying values of the Company's definite lived intangible assets as of June 30, 2018, are as follows (in thousands):

	Tradename & Brand	Non-Compete	Customer List	Total
Estimated useful life	10 years	5 years	20 years	
Gross amount	$ 367	$ 462	$22,555	$23,384
Accumulated amortization	(15)	(39)	(470)	$(524)
Net balance	$ 352	$ 423	$22,085	$22,860

The weighted-average amortization period for all intangible assets is 19.6 years. Amortization expense related to intangible assets was approximately $314,000 and $79,000 for the three-month periods ended June 30, 2018 and 2017, respectively, and $524,000 and $159,000 for the six-month periods ended June 30, 2018 and 2017, respectively. The estimated remaining amortization expense as of June 30, 2018 is as follows (in thousands):

Remainder of:	
2018	$628
2019	1,257
2020	1,257
2021	1,257
2022	1,257
Thereafter	17,204
Total	$22,860

(11) Income Taxes

The income tax expense included in the accompanying unaudited condensed consolidated statements of income principally relates to the Company's proportionate share of the pre-tax income of its wholly-owned subsidiaries. The determination of income tax expense for interim reporting purposes is based upon the estimated effective tax rate for the year, adjusted for the impact of any discrete items which are accounted for in the period in which they occur.

The Company recorded tax expense of approximately 24.4% and 33.6% of income before income tax expense, for each of the three-month periods ended June 30, 2018 and 2017, respectively. The decrease in the effective tax rate for the current period is largely due to a change in the statutory federal tax rate for 2018 and share-based payment related tax benefits recorded of approximately $86,000. The Company recorded tax expense of approximately 24.5% and 33.3% of income before income tax expense, for each of the six-month periods ended June 30, 2018 and 2017, respectively. The decrease in the effective tax rate for the current period is largely due to a change in the statutory federal tax rate for 2018 and share-based payment related tax benefits recorded of approximately $184,000. The Company notes the potential for volatility in its effective tax rate, as any windfall or shortfall tax benefits related to its share-based compensation plans will be recorded directly into income tax expense.

On December 22, 2017, the United States enacted tax reform legislation commonly known as the Tax Cuts and Jobs Act (the "2017 Tax Act"), resulting in significant modifications to existing law. The Tax Act effected a reduction in the corporate tax rate from 35% to 21%, and changes to executive compensation limitations under IRC Section 162(m), among other changes. The Company made what it considers to be a reasonable estimate of the impact of the Tax Act in its financials for the year ended December 31, 2017. The Company has not recorded any changes to this estimate for the three-month period ended June 30, 2018.

Staff Accounting Bulletin ("SAB") No. 118 issued by the Securities and Exchange Commission ("SEC"), provides for a measurement period of one year from the enactment date to finalize the accounting for effects of the 2017 Tax Act. In accordance with SEC guidance, provisional amounts may be refined as a result of additional guidance from and interpretations by, U.S. regulatory and standard-setting bodies, and changes in assumptions. In the subsequent period, provisional amounts will be adjusted for the effects, if any, of interpretative guidance issued after December 31, 2017, by the U.S. Department of the Treasury.

(12) Indebtedness

On December 2, 2013, the Company entered into an unsecured $40 million revolving credit facility with Bank of America, N.A. The credit facility called for interest of LIBOR plus a margin that ranged from 1.0% to 1.5% or, at the discretion of the Company, the bank's prime rate less a margin that ranged from 0.25% to zero. In both cases the applicable margin was dependent upon Company performance. Under the credit facility, the Company was subject to a minimum fixed-charge coverage financial covenant as well as a maximum total funded debt to EBITDA financial covenant. The credit facility was amended effective December 31, 2014, to modify the definition of "consolidated fixed-charge coverage ratio". The Company's $40 million credit facility was to mature on November 30, 2018.

On February 1, 2018, the Company, as the borrower, entered into an unsecured $70 million Amended and Restated Credit Agreement (the "Amended and Restated Credit Agreement") with the Company's subsidiaries (the "Subsidiary Guarantors") and Bank of America, N.A., in its capacity as the initial lender, Administrative Agent, Swingline Lender and L/C Issuer, and certain other lenders from time to time party thereto. The Amended and Restated Credit Agreement amends and restates the Company's prior credit agreement.

The credit facilities under the Amended and Restated Credit Agreement consist of a $20 million unsecured term loan and an unsecured revolving credit facility, under which the Company may borrow up to $50 million. The Amended and Restated Credit Agreement matures on February 1, 2023. The proceeds borrowed pursuant to the Amended and Restated Credit Agreement may be used for general corporate purposes, including funding the acquisition of Dielectrics Inc. ("Dielectrics"), as well as certain other permitted acquisitions. The Company's obligations under the Amended and Restated Credit Agreement are guaranteed by the Subsidiary Guarantors.

The Amended and Restated Credit Agreement calls for interest of LIBOR plus a margin that ranges from 1.0% to 1.5% or, at the discretion of the Company, the bank's prime rate less a margin that ranges from .25% to zero. In both cases the applicable margin is dependent upon Company performance. Under the Amended and Restated Credit Agreement, the Company is subject to a minimum fixed-charge coverage financial covenant as well as a maximum total funded debt to EBITDA financial covenant. The Amended and Restated Credit Agreement contains other covenants customary for transactions of this type, including restrictions on certain payments, permitted indebtedness and permitted investments. As of June 30, 2018, the applicable interest rate was approximately 3.34% and the Company was in compliance with all covenants under the Amended and Restated Credit Agreement.

Included in the Amended and Restated Credit Facilities were approximately $0.6 million in standby letters of credit drawable as a financial guarantee on worker's compensation insurance policies.

Long-term debt consists of the following (in thousands):

	June 30, 2018
Revolving credit facility	$21,000
Term loan	18,571
Total long-term debt	39,571
Current portion	(2,857)
Long-term debt, excluding current portion	$36,714

Derivative Financial Instruments

The Company uses interest-rate-related derivative instruments to manage its exposure related to changes in interest rates on certain of its variable-rate debt instruments. The Company does not enter into derivative instruments for any purpose other than cash flow hedging. The Company does not speculate using derivative instruments. By using derivative financial instruments to hedge exposures to changes in interest rates, the Company exposes itself to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes the Company, which creates credit risk for the Company. When the fair value of a derivative contract is negative, the Company owes the counterparty and, therefore, in these circumstances the Company is not exposed to the counterparty's credit risk. The Company minimizes counterparty credit risk in derivative instruments by entering into transactions with carefully selected major financial institutions based upon their credit profile. Market risk is the adverse effect on the value of a derivative instrument that results from a change in interest rates. The market risk associated with interest-rate contracts is managed by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken.

The Company assesses interest rate risk by continually identifying and monitoring changes in interest rate exposures that may adversely impact expected future cash flows and by evaluating hedging opportunities. The Company's debt obligations expose the Company to variability in interest payments due to changes in interest rates. The Company believes that it is prudent to limit the variability of a portion of its interest payments. To meet this objective, in connection with the Amended and Restated Credit Agreement, the Company entered into a $20 million, 5-year interest rate swap agreement under which the Company receives three-month LIBOR plus the applicable margin and pays a 2.7% fixed rate plus the applicable margin. The swap modifies the Company's interest rate exposure by converting the term loan from a variable rate to a fixed rate in order to hedge against the possibility of rising interest rates during the term of the loan. The notional amount was $18,571,428 at June 30, 2018. The fair value of the swap as of June 30, 2018 was approximately $53,000 and is included in other assets. Changes in the fair value of the swap are recorded in other income/expense and resulted in income of approximately $3,000 and $53,000 during the three- and six-month periods ended June 30, 2018, respectively.

(13) Acquisition

On February 1, 2018 the Company purchased 100% of the outstanding shares of common stock of Dielectrics Inc., pursuant to a stock purchase agreement and related agreements, for an aggregate purchase price of $80 million in cash. The purchase price was subject to adjustment based upon Dielectrics' working capital at closing. An additional $250,000 of consideration was paid by the Company as a result of the final working capital adjustment. A portion of the purchase price is being held in escrow to indemnify the Company against certain claims, losses and liabilities. The Purchase Agreement contains customary representations, warranties and covenants customary for transactions of this type.

Founded in 1954 and based in Chicopee, Massachusetts, Dielectrics is a leader in the design, development, and manufacture of medical devices using thermoplastic materials. They primarily use radio frequency and impulse welding to design and manufacture solutions for the medical industry. In addition to the long-standing customer relationships, they bring to the Company a seasoned management team and a profitable book of business. The Company has leased the Chicopee location from a realty trust owned by the selling shareholder and affiliates. The lease is for five years with two five-year renewal options.

The following table summarizes the preliminary allocation of consideration paid to the acquisition date fair value of the assets acquired and liabilities assumed based on management's estimates of fair value. The final purchase price allocation may change based on final appraisals, valuations and analysis of the fair value of the acquired assets and assumed liabilities (in thousands):

Consideration Paid:	
Cash paid at closing	$80,000
Working capital adjustment	250
Cash from Dielectrics	(3,272)
Total consideration	$76,978
Purchase Price Allocation:	
Accounts receivable	$4,384
Inventory	4,418
Other current assets	122
Property, Plant and Equipment	4,600
Customer list	22,555
Non-compete	462