

ROGERS CORP
Form 10-Q
August 04, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2009
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 1-4347

ROGERS CORPORATION
(Exact name of Registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

06-0513860
(I. R. S. Employer
Identification No.)

P.O. Box 188, One Technology Drive, Rogers, 06263-0188
Connecticut
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (860) 774-9605

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

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(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes___ No___

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes__ No

The number of shares outstanding of the registrant's common stock as of July 24, 2009 was 15,682,838.

ROGERS CORPORATION
FORM 10-Q
June 30, 2009

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Exhibits:

Exhibit 10.1	Amendment to Asset Purchase Agreement dated as of April 30, 2009
Exhibit 10.5	Form of Performance-Based Restricted Stock Award Agreement
Exhibit 10.6	Form of Non-Qualified Stock Option Agreement (For Officers and Employees)
Exhibit 23.1	Consent of National Economic Research Associates, Inc.
Exhibit 23.2	Consent of Marsh U.S.A., Inc.
Exhibit 31(a)	Certification of President and CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31(b)	Certification of Vice President, Finance and CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32	Certification of President and CEO and Vice President, Finance and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Part I – Financial Information

Item 1. Financial Statements

ROGERS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(Dollars in thousands, except per share amounts)

	Three Months Ended		Six Months Ended	
	June 30, 2009	June 29, 2008	June 30, 2009	June 29, 2008
Net sales	\$ 67,368	\$ 92,432	\$ 132,843	\$ 190,471
Cost of sales	50,325	62,133	101,871	128,622
Gross margin	17,043	30,299	30,972	61,849
Selling and administrative expenses	18,809	18,166	35,551	35,920
Research and development expenses	4,244	5,921	9,714	11,201
Restructuring and impairment charges	15,127	-	17,922	-
Operating income (loss)	(21,137)	6,212	(32,215)	14,728
Equity income in unconsolidated joint ventures	1,579	1,517	1,207	2,610
Other income (expense), net	(228)	1,090	(302)	1,686
Realized investment losses:				
Other-than-temporary impairments	(5,651)	-	(5,651)	-
Portion of losses in other comprehensive income	5,179	-	5,179	-
Net impairment losses	(472)	-	(472)	-
Interest income, net	111	590	286	1,430
Acquisition gain	2,908	-	2,908	-
Income (loss) from continuing operations before income taxes	(17,239)	9,409	(28,588)	20,454
Income tax expense	50,294	2,908	47,663	6,150
Income (loss) from continuing operations	(67,533)	6,501	(76,251)	14,304
Income from discontinued operations, net of taxes	-	395	-	412
Net income (loss)	\$ (67,533)	\$ 6,896	\$ (76,251)	\$ 14,716
Basic net income (loss) per share:				
Income (loss) from continuing operations	\$ (4.31)	\$ 0.42	\$ (4.87)	\$ 0.90
Income from discontinued operations, net	-	0.03	-	0.03
Net income (loss)	\$ (4.31)	\$ 0.45	\$ (4.87)	\$ 0.93

Diluted net income (loss) per share:				
Income (loss) from continuing operations	\$ (4.31)	\$ 0.41	\$ (4.87)	\$ 0.90
Income from discontinued operations, net	-	0.03	-	0.03
Net income (loss)	\$ (4.31)	\$ 0.44	\$ (4.87)	\$ 0.93
Shares used in computing:				
Basic	15,673,924	15,529,891	15,655,985	15,831,709
Diluted	15,673,924	15,592,453	15,655,985	15,872,119

ROGERS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited)

(Dollars in thousands, except share amounts)

	June 30, 2009	December 31, 2008
Assets		
Current assets		
Cash and cash equivalents	\$ 38,406	\$ 70,170
Short-term investments	-	455
Accounts receivable, less allowance for doubtful accounts of \$3,922 and \$1,171	45,464	44,492
Accounts receivable from joint ventures	3,491	3,185
Accounts receivable, other	1,601	2,765
Inventories	37,603	41,617
Prepaid income taxes	1,819	1,579
Deferred income taxes	-	9,803
Asbestos-related insurance receivables	4,632	4,632
Assets held for sale	6,400	-
Other current assets	5,610	5,595
Total current assets	145,026	184,293
Property, plant and equipment, net of accumulated depreciation of \$172,205 and \$165,701		
	130,706	145,222
Investments in unconsolidated joint ventures	29,080	31,051
Deferred income taxes	-	37,939
Goodwill and other intangibles	10,361	9,634
Asbestos-related insurance receivables	19,416	19,416
Long-term marketable securities	42,374	42,945
Other long-term assets	5,003	4,933
Total assets	\$ 381,966	\$ 475,433
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable	\$ 10,840	\$ 11,619
Accrued employee benefits and compensation	18,849	23,378
Accrued income taxes payable	1,734	1,318
Asbestos-related liabilities	4,632	4,632
Other current liabilities	9,753	18,889
Total current liabilities	45,808	59,836