

RICHARDSON ELECTRONICS LTD/DE  
Form 10-K  
July 28, 2015  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-K

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

For the fiscal year ended May 30, 2015

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: 0-12906

(Exact name of registrant as specified in its charter)

Delaware

36-2096643

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

40W267 Keslinger Road, P.O. Box 393, LaFox, Illinois 60147-0393

(Address of principal executive offices)

Registrant's telephone number, including area code: (630) 208-2200

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

Title of each class

Common stock, \$0.05 Par Value

Name of each exchange of which registered

NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

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

Indicate by check mark whether 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 (§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 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 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.

Table of Contents

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):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a 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 aggregate market value of the registrant’s common stock held by non-affiliates of the registrant as of November 29, 2014, was approximately \$116.2 million.

As of July 21, 2015, there were outstanding 11,530,283 shares of Common Stock, \$0.05 par value and 2,140,644 shares of Class B Common Stock, \$0.05 par value, which are convertible into Common Stock of the registrant on a one-for-one basis.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant’s Proxy Statement for the Annual Meeting of Stockholders scheduled to be held October 6, 2015, which will be filed pursuant to Regulation 14A, are incorporated by reference in Part III of this report. Except as specifically incorporated herein by reference, the abovementioned Proxy Statement is not deemed filed as part of this report.

---

Table of Contents

## TABLE OF CONTENTS

	Page
<u>Part I</u>	
Item 1. <u>Business</u>	<u>4</u>
Item 1A. <u>Risk Factors</u>	<u>7</u>
Item 1B. <u>Unresolved Staff Comments</u>	<u>10</u>
Item 2. <u>Properties</u>	<u>11</u>
Item 3. <u>Legal Proceedings</u>	<u>12</u>
<u>Part II</u>	
Item 5. <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>13</u>
Item 6. <u>Selected Financial Data</u>	<u>15</u>
Item 7. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>16</u>
Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>26</u>
Item 8. <u>Financial Statements and Supplementary Data</u>	<u>27</u>
Item 9A. <u>Controls and Procedures</u>	<u>54</u>
Item 9B. <u>Other Information</u>	<u>55</u>
<u>Part III</u>	
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>	<u>56</u>
Item 11. <u>Executive Compensation</u>	<u>56</u>
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>56</u>
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>56</u>
Item 14. <u>Principal Accountant Fees and Services</u>	<u>56</u>
<u>Part IV</u>	
Item 15. <u>Exhibits and Financial Statement Schedules</u>	<u>57</u>
<u>Signatures</u>	<u>58</u>
<u>Exhibit Index</u>	<u>59</u>

## Table of Contents

### Forward Looking Statements

Certain statements in this report may constitute “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. The terms “may”, “should”, “could”, “anticipate”, “believe”, “continues”, “estimate”, “expect”, “intend”, “objective”, “plan”, “potential”, “project”, and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties, and assumptions that are difficult to predict. These statements are based on management’s current expectations, intentions, or beliefs and are subject to a number of factors, assumptions, and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause or contribute to such differences or that might otherwise impact the business include the risk factors set forth in Item 1A of this Form 10-K. We undertake no obligation to update any such factor or to publicly announce the results of any revisions to any forward-looking statements contained herein whether as a result of new information, future events, or otherwise. In addition, while we do, from time to time, communicate with securities analysts, it is against our policy to disclose to them any material non-public information, or other confidential commercial information. Accordingly, stockholders should not assume that we agree with any statement or report issued by any analyst irrespective of the content of the statement or report. Thus, to the extent that reports issued by securities analysts contain any projections, forecasts, or opinions, such reports are not our responsibility.

### PART I

#### ITEM 1. Business

##### General

Richardson Electronics, Ltd. is a leading global provider of engineered solutions, power grid and microwave tubes and related consumables; power conversion and RF and microwave components; high value displays, flat panel detector solutions and replacement parts for diagnostic imaging equipment; and customized display solutions. We serve customers in the alternative energy, healthcare, aviation, broadcast, communications, industrial, marine, medical, military, scientific and semiconductor markets. The Company’s strategy is to provide specialized technical expertise and “engineered solutions” based on our core engineering and manufacturing capabilities. The Company provides solutions and adds value through design-in support, systems integration, prototype design and manufacturing, testing, logistics, and aftermarket technical service and repair through its global infrastructure.

Our products include electron tubes and related components, microwave generators, subsystems used in semiconductor manufacturing, and visual technology solutions. These products are used to control, switch or amplify electrical power signals, or are used as display devices in a variety of industrial, commercial, medical, and communication applications.

During the first quarter of fiscal 2015, we created a new strategic business unit called Richardson Healthcare (“Healthcare”). As hospitals remain under pressure to reduce costs while serving a much larger customer base, there is a growing demand for independent sources of high-value replacement parts for diagnostic imaging. Having access to parts that are tested and in stock enables hospitals to terminate expensive service contracts with the Original Equipment Manufacturers (“OEM”) and instead use third party service providers or in-house technicians. With our global infrastructure, technical sales team, and experience servicing the healthcare market, we are well positioned to take advantage of this market opportunity. Over time, our plan is to expand our position from being the leader in power grid tubes to a key player in the high-growth, high-profile healthcare industry.

Our fiscal year 2015 began on June 1, 2014, and ended on May 30, 2015. Unless otherwise noted, all references in this document to a particular year shall mean our fiscal year.

##### Geography

We currently have operations in the following major geographic regions:

- North America;
- Asia/Pacific;
- Europe; and
- Latin America.



## Table of Contents

Selected financial data attributable to each segment and geographic region for fiscal 2015, 2014, and 2013 is set forth in Note 10 “Segment and Geographic Information” of the notes to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

We have three operating segments, which we define as follows:

Electron Device Group (Renamed Power and Microwave Technologies Group in July 2015)

Electron Device Group (“EDG”) provides engineered solutions and distributes electronic components to customers in alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. EDG focuses on various applications including broadcast transmission, CO2 laser cutting, diagnostic imaging, dielectric and induction heating, high energy transfer, high voltage switching, plasma, power conversion, radar, and radiation oncology. EDG also offers its customers technical services for both microwave and industrial equipment.

EDG represents leading manufacturers of electron tubes and components used in semiconductor manufacturing equipment and industrial power applications. Among the suppliers they support are Amperex, CPI, Draloric, Eimac, General Electric, Hitachi, Jennings, L3, National, NJRC, Thales, Toshiba, and Vishay.

EDG's inventory levels reflect our commitment to maintain an inventory of a broad range of products for customers who are buying products for replacement of components used in critical equipment. On average, we hold 120 days of inventory in the normal course of operations. This level of inventory reflects the fact that EDG also sells a number of products representing trailing edge technology. While the market for these trailing edge technology products is declining, EDG is increasing its market share. EDG often buys products it knows it can sell ahead of any supplier price increases. As manufacturers for these products exit the business, EDG has the option to purchase a substantial portion of their remaining inventory.

EDG has distribution agreements with many of its suppliers; most of these agreements provide exclusive distribution rights which often include global responsibility. The agreements are typically long term, and usually contain provisions permitting termination by either party if there are significant breaches which are not cured within a reasonable period of time. Although some of these agreements allow EDG to return inventory periodically, others do not, in which case EDG may have obsolete inventory that they cannot return to the supplier.

EDG's suppliers provide warranty coverage for the products and allow return of defective products, including those returned to EDG by its customers. For information regarding the warranty reserves, see Note 3 “Significant Accounting Policies” of the notes to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

In addition to third party products, we sell proprietary products principally under certain trade names we own including: Amperex®, Cetron®, and National®. Our proprietary products include thyratrons and rectifiers, power tubes, ignitrons, magnetrons, phototubes, microwave generators, and liquid crystal display monitors. The materials used in the manufacturing process consist of glass bulbs and tubing, nickel, stainless steel and other metals, plastic and metal bases, ceramics, and a wide variety of fabricated metal components. These materials are generally readily available, but some components may require long lead times for production, and some materials are subject to shortages or price fluctuations based on supply and demand.

### Canvys

Canvys provides customized display solutions to medical, industrial, and original equipment manufacturers. Our engineers design, manufacture, source, and support a full spectrum of solutions to match the needs of our customers. We offer custom display solutions that include touch screens, protective panels, custom enclosures, specialized cabinet finishes, and application specific software packages. Our volume commitments are much lower than those of the large display manufacturers, making us the ideal choice for companies with very specific design requirements. We partner with both private label manufacturing companies and leading branded hardware vendors to offer the highest quality liquid crystal displays, mounting devices, and customized computing platforms.

We have long-standing relationships with key component and finished goods manufacturers including 3M, LG, NEC Displays, and several key Asian display manufacturers that manufacture products to our specifications. We believe supplier relationships, combined with our engineering design and manufacturing capabilities and private label partnerships, allow us to maintain a well-balanced and technologically advanced offering of customer specific display solutions.



## Table of Contents

### Healthcare

Healthcare, included in Canvys prior to fiscal year 2015, manufactures, distributes and services high value replacement parts for the healthcare market including hospitals, medical centers, independent service organizations, and multi-vendor service providers. Products include power grid tubes, hydrogen thyratrons, klystrons, magnetrons; Image Systems medical displays and workstations for picture archiving and communication systems ("PACS"); visual solutions for operating rooms/surgical environments; digital radiography solutions including replacement flat panel detectors and upgrades; and additional replacement components currently under development for the diagnostic imaging service market. Through a combination of newly developed products and partnerships, service offerings, and training programs, we believe we can help our customers improve efficiency and deliver better clinical outcomes while lowering the cost of healthcare delivery.

### Sales and Product Management

As of the end of fiscal 2015, we employed 155 sales and product management personnel worldwide. In addition, we have authorized representatives, who are not our employees, selling our products primarily in regions where we do not have a direct sales presence.

We offer various credit terms to qualifying customers as well as cash in advance and credit card terms. We establish credit limits for each customer and routinely review delinquent and aging accounts.

### Distribution

We maintain approximately 110,700 part numbers in our product inventory database and we estimate that more than 90% of orders received by 6:00 p.m. local time are shipped complete the same day if product is in stock. Customers can access our products on our web sites, [www.rell.com](http://www.rell.com), [www.rellhealthcare.com](http://www.rellhealthcare.com), [www.canvys.com](http://www.canvys.com), and [www.rellaser.com](http://www.rellaser.com), through electronic data interchange, or by telephone. Customer orders are processed by our regional sales offices and supported primarily by one of our distribution facilities in LaFox, Illinois; Amsterdam, Netherlands; Marlborough, Massachusetts; Plymouth, Minnesota; Donaueschingen, Germany; or Singapore, Singapore. We also have satellite warehouses in Sao Paulo, Brazil; Shanghai, China; Bangkok, Thailand; and Hook, United Kingdom. Our data processing network provides on-line, real-time interconnection of all sales offices and central distribution operations, 24 hours per day, seven days per week. Information on stock availability, pricing in local currency, cross-reference information, customers, and market analyses are obtainable throughout the entire distribution network.

### International Sales

During fiscal 2015, approximately 56% of our sales were made outside the U.S. We continue to pursue new international sales to further expand our geographic reach.

### Employees

As of May 30, 2015, we employed 338 full-time individuals. Of these, 220 were located in the United States and 118 were located internationally. The worldwide employee base included 155 in sales and product management and an additional 183 employees in distribution support, administrative positions, and value-add and manufacturing. All of our employees are non-union, and we consider our relationships with our employees to be good.

### Website Access to SEC Reports

We maintain an Internet website at [www.rell.com](http://www.rell.com). Our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934 are accessible through our website, free of charge, as soon as reasonably practicable after these reports are filed electronically with the Securities and Exchange Commission. Interactive Data Files pursuant to Rule 405 of Regulation S-T, of these filing dates, formatted in Extensible Business Reporting Language ("XBRL") are accessible as well. To access these reports, go to our website at [www.rell.com](http://www.rell.com). The foregoing information regarding our website is provided for convenience and the content of our website is not deemed to be incorporated by reference in this report filed with the Securities and Exchange Commission.



Table of Contents

ITEM 1A. Risk Factors

Investors should consider carefully the following risk factors in addition to the other information included and incorporated by reference in this Annual Report on Form 10-K that we believe are applicable to our businesses and the industries in which we operate. While we believe we have identified the key risk factors affecting our businesses, there may be additional risks and uncertainties that are not presently known or that are not currently believed to be significant that may adversely affect our results of operations.

We may not achieve our plan for sales growth and margin targets.

We have established both margin and expense targets to grow our sales with new and existing customers. If we do not achieve our growth objectives, the complexity of our global infrastructure makes it difficult to leverage our fixed cost structure to align with the size of our operations. Factors that could have a significant effect on our ability to achieve these goals include the following:

• Failure to achieve our sales and margin growth objectives in our product lines and business units;

• Failure to identify, consummate and successfully integrate acquisitions;

• Declining gross margin reflecting competitive pricing pressures or product mix; and,

• Limitations on our ability to leverage our support-function cost structure while maintaining an adequate structure to achieve our growth objectives.

We have historically incurred significant charges for inventory obsolescence, and may incur similar charges in the future.

We maintain significant inventories in an effort to ensure that customers have a reliable source of supply. Our products generally support industrial machinery that is powered by tube technology. As technology evolves and this capital equipment is replaced, the market for our products potentially declines. In addition, the market for many of our other products is characterized by rapid change resulting from the development of new technologies, evolving industry standards, frequent new product introductions by some of our suppliers and changing end-user demand, which can contribute to the decline in value or obsolescence of our inventory. We do not have many long-term supply contracts with our customers. If we fail to anticipate the changing needs of our customers or we fail to accurately forecast customer demand, our customers may not place orders with us, and we may accumulate significant inventories of products which we may be unable to sell or return to our vendors. This may result in a decline in the value of our inventory.

We face competitive pressures that could have a material adverse effect on our business.

Our overall competitive position depends on a number of factors including price, engineering capability, vendor representation, product diversity, lead times and the level of customer service. There are very few vacuum tube competitors in the markets we serve. There are also a limited number of Chinese manufacturers whose ability to produce vacuum tubes has progressed over the past several years. The most significant competitive risk comes from technical obsolescence. Canvys faces many competitors in the markets we serve. Increased competition may result in price reductions, reduced margins, or a loss of market share, any of which could materially and adversely affect our business, operating results, and financial condition. As we expand our business and pursue our growth initiatives, we may encounter increased competition from current and/or new competitors. Our failure to maintain and enhance our competitive position could have a material adverse effect on our business.

A single stockholder has voting control over us.

As of July 22, 2015, Edward J. Richardson, our Chairman, Chief Executive Officer and President, beneficially owned approximately 99% of the outstanding shares of our Class B common stock, representing approximately 65% of the voting power of the outstanding common stock. This share ownership permits Mr. Richardson to exert control over the outcome of stockholder votes, including votes concerning the election of directors, by-law amendments, possible mergers, corporate control contests, and other significant corporate transactions.

Table of Contents

We are dependent on a limited number of vendors to supply us with essential products.

Our principal products are capacitors, vacuum tubes and related products, microwave generators, and high voltage power supplies. The products we supply are currently produced by a relatively small number of manufacturers. One of our suppliers represents 17% of our total sales volume. Our success depends, in large part, on maintaining current vendor relationships and developing new relationships. To the extent that our significant suppliers are unwilling or unable to continue to do business with us, or extend lead times, or limit supplies due to capacity constraints, or other factors, there could be a material adverse effect on our business.

International operations represent a significant percentage of our business and present a variety of risks which could impact our results.

Because we source and sell our products worldwide, our business is subject to risks associated with doing business internationally. These risks include the costs and difficulties of managing foreign entities, limitations on the repatriation and investment of funds, cultural differences that affect customer preferences and business practices, unstable political or economic conditions, trade protection measures and import or export licensing requirements, and changes in tax laws.

We also face exposure to fluctuations in foreign currency exchange rates because we conduct business outside of the United States. Price increases caused by currency exchange rate fluctuations may make our products less competitive or may have an adverse effect on our margins. Our international revenues and expenses generally are derived from sales and operations in currencies other than the U.S. dollar. Accordingly, when the U.S. dollar strengthens in relation to the base currencies of the countries in which we sell our products, our U.S. dollar reported net revenue and income will decrease. We currently do not engage in any currency hedging transactions. We cannot predict whether foreign currency exchange risks inherent in doing business in foreign countries will have a material adverse effect on our operations and financial results in the future.

We rely heavily on information technology systems, which, if not properly functioning, could materially adversely affect our business.

We rely on our information systems to process, analyze, and manage data to facilitate the purchase, manufacture, and distribution of our products, as well as to receive, process, bill, and ship orders on a timely basis. A significant disruption or failure in the design, implementation or support of our new information technology systems could significantly disrupt our business, result in increased costs or decreased revenues, harm our reputation, or expose us to liability.

Our products may be found to be defective or our services performed may result in equipment or product damage and, as a result, warranty and/or product liability claims may be asserted against us.

Many of our components are sold at prices that are significantly lower than the cost of the equipment or other goods in which they are incorporated. Since a defect or failure in a product could give rise to failures in the equipment that incorporates them, we may face claims for damages that are disproportionate to the revenues and profits we receive from the components involved in the claims. While we typically have provisions in our agreements with our suppliers that hold the supplier accountable for defective products, and we and our suppliers generally exclude consequential damages in our standard terms and conditions, our ability to avoid such liabilities may be limited as a result of various factors, including the inability to exclude such damages due to the laws of some of the countries where we do business. Our business could be adversely affected as a result of a significant quality or performance issues in the components sold by us if we are required to pay for the damages. Although we have product liability insurance, such insurance is limited in coverage and amount.

Substantial defaults by our customers on our accounts receivable or the loss of significant customers could have a significant negative impact on our business.

We extend credit to our customers. The failure of a significant customer or a significant group of customers to timely pay all amounts due could have a material adverse effect on our financial condition and results of operations. The extension of credit involves considerable judgment and is based on management's evaluation of factors which include such things as a customer's financial condition, payment history, and the availability of collateral to secure customers' receivables.

We may not be successful in identifying, consummating and integrating future acquisitions.

As part of our growth strategy, our intent is to acquire additional businesses or assets. We may not be able to identify attractive acquisition candidates or complete the acquisition of identified candidates at favorable prices and upon advantageous terms. Also, acquisitions are accompanied by risks, such as potential exposure to unknown liabilities and the possible loss of key employees and customers of the acquired business. In addition, we may not obtain the expected benefits or cost savings from acquisitions. Acquisitions are subject to risks associated with financing the acquisition, and integrating the operations, personnel and systems of the acquired businesses. If any of these risks materialize, they may result in disruptions to our

Table of Contents

business and the diversion of management time and attention, which could increase the costs of operating our existing or acquired businesses or negate the expected benefits of the acquisitions.

Economic weakness and uncertainty could adversely affect our revenues and gross margins.

Our revenues and gross profit margins depend significantly on global economic conditions, the demand for our products and services and the financial condition of our customers. Economic weakness and uncertainty have in the past resulted, and may result in the future, in decreased revenues and gross profit margins. Economic weakness and uncertainty also make it more difficult for us to forecast overall supply and demand with a great deal of confidence. Our operating results during fiscal 2015 reflect a decline in sales volume, and there can be no assurance that we will experience a recovery in the near future; nor can there be any assurance that such worldwide economic volatility experienced recently will not continue.

Major disruptions to our logistics capability could have a material adverse impact on our operations.

Our global logistics services are operated through specialized and centralized distribution centers. We depend on third party transportation service providers for the delivery of products to our customers. A major interruption or disruption in service at any of our distribution centers for any reason (such as natural disasters, pandemics, or significant disruptions of services from our third party providers) could cause cancellations or delays in a significant number of shipments to customers and, as a result, could have a severe impact on our business, operations and financial performance.

We may be subject to intellectual property rights claims, which are costly to defend, could require payment of damages or licensing fees, and/or could limit our ability to use certain technologies in the future.

Substantial litigation and threats of litigation regarding intellectual property rights exist in the display systems and electronics industries. From time to time, third parties, including certain companies in the business of acquiring patents with the intention of aggressively seeking licensing revenue from purported infringers, may assert patent and/or other intellectual property rights to technologies that are important to our business. In any dispute involving products that we have sold, our customers could also become the target of litigation. We are obligated in many instances to indemnify and defend our customers if the products we sell are alleged to infringe any third party's intellectual property rights. In some cases, depending on the nature of the claim, we may be able to seek indemnification from our suppliers for our self and our customers against such claims, but there is no assurance that we will be successful in obtaining such indemnification or that we are fully protected against such claims. Any infringement claim brought against us, regardless of the duration, outcome or size of damage award, could result in substantial cost, divert our management's attention, be time consuming to defend, result in significant damage awards, cause product shipment delays, or require us to enter into royalty or other licensing agreements.

Additionally, if an infringement claim is successful we may be required to pay damages or seek royalty or license arrangements which may not be available on commercially reasonable terms. The payment of any such damages or royalties may significantly increase our operating expenses and harm our operating results and financial condition. Also, royalty or license arrangements may not be available at all. We may have to stop selling certain products or certain technologies, which could affect our ability to compete effectively.

Potential lawsuits, with or without merit, may divert management's attention, and we may incur significant expenses in our defense. In addition, we may be required to pay damage awards or settlements, become subject to injunctions or other equitable remedies, or determine to abandon certain lines of business, that may cause a material adverse effect on our results of operations, financial position, and cash flows.

If we fail to maintain an effective system of internal controls or discover material weaknesses in our internal controls over financial reporting, we may not be able to detect fraud or report our financial results accurately or timely.

An effective internal control environment is necessary for us to produce reliable financial reports and is an important part of our effort to prevent financial fraud. We are required to periodically evaluate the effectiveness of the design and operation of our internal controls over financial reporting. Based on these evaluations, we may conclude that enhancements, modifications, or changes to internal controls are necessary or desirable. While management evaluates the effectiveness of our internal controls on a regular basis, these controls may not always be effective. There are inherent limitations on the effectiveness of internal controls, including fraud, collusion, management override, and failure in human judgment. In addition, control procedures are designed to reduce rather than eliminate business risks.

If we fail to maintain an effective system of internal controls, or if management or our independent registered public accounting firm discovers material weaknesses in our internal controls, we may be unable to produce reliable financial reports or prevent fraud. In addition, we may be subject to sanctions or investigation by regulatory authorities, such as the Securities

9

---

Table of Contents

and Exchange Commission or NASDAQ. Any such actions could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements.

If we are deemed to be an investment company, we will be required to meet burdensome compliance requirements and restrictions on our activities.

We currently have significant cash and investments. If we are deemed to be an “investment company” as defined under the Investment Company Act of 1940 (the “Investment Company Act”), the nature of our investments may be subject to various restrictions. We do not believe that our principal activities subject us to the Investment Company Act. If we are deemed to be subject to the Investment Company Act, compliance with required additional regulatory burdens would increase our operating expenses.

The company's goodwill and identifiable intangible assets could become impaired, which could reduce the value of our assets and reduce our net income in the year in which the write-off occurs.

Our goodwill and intangible assets could become impaired, which could reduce the value of our assets and reduce our net income in the year in which the write-off occurs. We ascribe value to certain intangible assets, which consist of customer lists and trade names resulting from acquisitions. We may incur an impairment charge on goodwill or on intangible assets if we determine that the fair value of the intangible assets are less than their current carrying values. We evaluate whether events have occurred that indicate all, or a portion, of the carrying amount of goodwill or intangible assets may no longer be recoverable. If this is the case, an impairment charge to earnings would be necessary.

ITEM 1B. Unresolved Staff Comments

None.

Table of Contents

## ITEM 2. Properties

The Company owns three facilities and leases 30 facilities. We own our corporate facility and largest distribution center, which is located on approximately 100 acres in LaFox, Illinois and consists of approximately 242,000 square feet of manufacturing, warehouse, and office space. We maintain geographically diverse facilities because we believe this provides value to our customers and suppliers, and limits market risk and exchange rate exposure. We consider our properties to be well maintained, in sound condition, and adequate for our present needs. The extent of utilization varies from property to property and from time to time during the year.

Our facility locations, their primary use, and segments served are as follows:

Location	Leased/Owned	Use	Segment
Woodland Hills, California	Leased	Sales	EDG
Farmington, Connecticut	Leased	Sales	EDG
Brooksville, Florida	Leased	Sales/Distribution	EDG
Fort Lauderdale, Florida	Leased	Sales	EDG
LaFox, Illinois *	Owned	Corporate/Sales/Distribution/Manufacturing	EDG/Canvys/Healthcare
Rockland, Massachusetts	Leased	Sales	EDG
Marlborough, Massachusetts	Leased	Sales/Distribution/Manufacturing	Canvys
Plymouth, Minnesota	Leased	Sales/Distribution/Manufacturing	Healthcare
Charlotte, North Carolina	Leased	Sales	EDG
Fort Mill, South Carolina	Leased	Sales/Distribution/Testing/Repair	Healthcare
Sao Paulo, Brazil	Leased	Sales/Distribution	EDG
Beijing, China	Leased	Sales	EDG
Shanghai, China	Leased	Sales/Distribution	EDG
Shenzhen, China	Leased	Sales	EDG
Nanterre, France	Leased	Sales	EDG
Donaueschingen, Germany	Leased	Sales/Distribution/Manufacturing	Canvys
Meerbusch, Germany	Leased	Sales/Distribution/Testing	EDG
Puchheim, Germany	Leased	Sales	EDG
Mumbai, India	Leased	Sales	EDG
Florence, Italy	Owned	Sales	EDG
Milan, Italy	Leased	Sales	EDG
Tokyo, Japan	Leased	Sales	EDG
Mexico City, Mexico	Leased	Sales	EDG
Amsterdam, Netherlands	Leased	Sales/Distribution	EDG
Singapore, Singapore	Leased	Sales/Distribution	EDG
Seoul, South Korea	Leased	Sales	EDG
Madrid, Spain	Owned	Sales	EDG
Taipei, Taiwan	Leased	Sales	EDG/Canvys
Bangkok, Thailand	Leased	Sales/Distribution	EDG
Dubai, United Arab Emirates	Leased	Sales/Distribution/Testing/Repair	EDG
Hook, United Kingdom	Leased	Sales/Distribution/Testing/Repair	EDG
Lincoln, United Kingdom	Leased	Sales	EDG/Canvys
	Leased	Sales	EDG

Ho Chi Minh City,  
Vietnam

\* LaFox, Illinois is also the location of our corporate headquarters.

11

---



Table of Contents

ITEM 3. Legal Proceedings

From time to time, we or our subsidiaries are involved in pending judicial proceedings concerning matters arising in the ordinary course of our business. While the outcome of litigation is subject to uncertainties, based on information at the time the financial statements were issued, we do not believe that the outcome of any current claims will have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

12

---

Table of Contents

## PART II

## ITEM 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Unregistered Sales of Equity Securities

None.

## Share Repurchases

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Amount of Shares Purchased Under the Plans or Programs	Amounts Remaining Under the Share Repurchase Authorization
June 1, 2014					\$ 18,570,537
June 2, 2014 - June 28, 2014	20,785	\$9.99	20,785	\$ 207,685	\$ 18,362,852
June 29, 2014 - July 26, 2014	8,700	\$10.00	8,700	\$ 86,984	\$ 18,275,868
July 27, 2014 - August 30, 2014	19,268	\$10.01	19,268	\$ 192,880	\$ 18,082,988
August 31, 2014 - September 27, 2014	12,792	\$10.01	12,792	\$ 128,063	\$ 17,954,925
September 28, 2014 - October 25, 2014	166,691	\$9.90	166,691	\$ 1,650,334	\$ 16,304,591
October 26, 2014 - November 29, 2014	37,477	\$9.99	37,477	\$ 374,545	\$ 15,930,046
November 30, 2014 - December 27, 2014	6,006	\$10.01	6,006	\$ 60,144	\$ 15,869,902
December 28, 2014 - January 24, 2015	69,794	\$9.80	69,794	\$ 684,110	\$ 15,185,792
January 25, 2015 - February 28, 2015	58,500	\$9.58	58,500	\$ 560,223	\$ 14,625,569
March 1, 2015 - March 28, 2015	—	\$—	—	\$—	\$ 14,625,569
March 29, 2015 - April 25, 2015	—	\$—	—	\$—	\$ 14,625,569
April 26, 2015 - May 30, 2015	—	\$—	—	\$—	\$ 14,625,569

## Dividends

Our quarterly dividend was \$0.06 per common share and \$0.054 per Class B common share. Annual dividend payments for both fiscal years 2015 and 2014 were approximately \$3.3 million per year. All future payments of dividends are at the discretion of the Board of Directors. Dividend payments will depend on earnings, capital requirements, operating conditions, and such other factors that the Board may deem relevant.

## Common Stock Information

Our common stock is traded on the NASDAQ Global Select Market ("NASDAQ") under the trading symbol ("RELL"). There is no established public trading market for our Class B common stock. As of July 21, 2015, there were approximately 595 stockholders of record for the common stock and approximately 16 stockholders of record for the Class B common stock. The following table sets forth the high and low closing sales price per share of RELL common stock as reported on the NASDAQ for the periods indicated.

## High and Low Closing Prices of Common Stock

Fiscal Quarter	2015		2014	
	High	Low	High	Low
First	\$10.63	\$9.93	\$12.11	\$11.00
Second	\$10.14	\$9.71	\$11.66	\$11.08
Third	\$10.15	\$9.10	\$12.12	\$10.85

Fourth	\$9.18	\$8.65	\$11.22	\$10.01
--------	--------	--------	---------	---------

13

---

Table of Contents

Performance Graph

The following graph compares the performance of our common stock for the periods indicated with the performance of the NASDAQ Composite Index and NASDAQ Electronic Components Index. The graph assumes \$100 invested on the last day of our fiscal year 2010, in our common stock, the NASDAQ Composite Index, and NASDAQ Electronic Components Index. Total return indices reflect reinvestment of dividends at the closing stock prices at the date of the dividend declaration.

.

Table of Contents

## ITEM 6. Selected Financial Data

## Five-Year Financial Review

This information should be read in conjunction with our consolidated financial statements, accompanying notes, and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere herein.

	Fiscal Year Ended <sup>(1)</sup>				
	(in thousands , except per share amounts )				
	May 30, 2015	May 31, 2014	June 1, 2013 <sup>(2)</sup>	June 2, 2012 <sup>(2)</sup>	May 28, 2011 <sup>(2)</sup>
Statements of Income (Loss)					
Net sales	\$136,957	\$137,960	\$141,066	\$157,836	\$158,867
Continuing Operations					
Income (loss) from continuing operations before tax	(6,994 )	(652 )	642	\$7,656	\$2,450
Income tax provision (benefit)	(1,466 )	(307 )	160	(334 )	468
Income (loss) from continuing operations	\$(5,528 )	\$(345 )	\$482	\$7,990	\$1,982
Discontinued Operations					
Income (loss) from discontinued operations	(31 )	(170 )	766	\$536	\$85,966
Net income (loss)	\$(5,559 )	\$(515 )	\$1,248	\$8,526	\$87,948
Per Share Data					
Net income (loss) per Common share - Basic:					
Income (loss) from continuing operations	\$(0.41 )	\$(0.03 )	\$0.03	\$0.48	\$0.11
Income (loss) from discontinued operations	—	(0.01 )	0.05	0.03	4.87
Total net income (loss) per Common share - Basic:	\$(0.41 )	\$(0.04 )	\$0.08	\$0.51	\$4.98
Net income (loss) per Class B common share - Basic:					
Income (loss) from continuing operations	\$(0.36 )	\$(0.02 )	\$0.03	\$0.43	\$0.10
Income (loss) from discontinued operations	—	(0.01 )	0.05	0.03	4.38
Total net income (loss) per Class B common share - Basic:	\$(0.36 )	\$(0.03 )	\$0.08	\$0.46	\$4.48
Net income (loss) per Common share - Diluted:					
Income (loss) from continuing operations	\$(0.41 )	\$(0.03 )	\$0.03	\$0.47	\$0.11
Income (loss) from discontinued operations	—	(0.01 )	0.05	0.03	4.72
Total net income (loss) per Common share - Diluted:	\$(0.41 )	\$(0.04 )	\$0.08	\$0.50	\$4.83
Net income (loss) per Class B common share - Diluted:					
Income (loss) from continuing operations	\$(0.36 )	\$(0.02 )	\$0.03	\$0.43	\$0.10
Income (loss) from discontinued operations	—	(0.01 )	0.05	0.03	4.32
Total net income (loss) per Class B common share - Diluted:	\$(0.36 )	\$(0.03 )	\$0.08	\$0.46	\$4.42
Cash Dividend Data					
Dividends per common share	\$0.240	\$0.240	\$0.240	\$0.200	\$0.110
Dividends per Class B common share <sup>(3)</sup>	\$0.220	\$0.220	\$0.220	\$0.180	\$0.099
Balance Sheet Data					
Total assets	\$184,994	\$203,545	\$217,318	\$231,423	\$314,054
Stockholders' equity	\$156,652	\$174,845	\$185,239	\$200,213	\$222,047

(1)

Our fiscal year ends on the Saturday nearest the end of May. Each of the fiscal years presented contain 52/53 weeks.

(2) Restated to reflect the sale of RFPD. See Note 4 “Discontinued Operations” of the notes to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

(3) The dividend per Class B common share is 90% of the dividend per Class A common share.

15

---

Table of Contents

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements and related notes. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to assist the reader in better understanding our business, results of operations, financial condition, changes in financial condition, critical accounting policies and estimates, and significant developments. MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes appearing elsewhere in this filing. This section is organized as follows:

**Business Overview**

Results of Continuing Operations - an analysis and comparison of our consolidated results of operations for the fiscal years ended May 30, 2015, May 31, 2014, and June 1, 2013, as reflected in our consolidated statements of comprehensive income (loss).

Liquidity, Financial Position, and Capital Resources - a discussion of our primary sources and uses of cash for the fiscal years ended May 30, 2015, May 31, 2014, and June 1, 2013, and a discussion of changes in our financial position.

**Business Overview**

Richardson Electronics, Ltd. is a leading global provider of engineered solutions, power grid and microwave tubes and related consumables; power conversion and RF and microwave components; high value displays, flat panel detector solutions and replacement parts for diagnostic imaging equipment; and customized display solutions. We serve customers in the alternative energy, healthcare, aviation, broadcast, communications, industrial, marine, medical, military, scientific and semiconductor markets. The Company's strategy is to provide specialized technical expertise and "engineered solutions" based on our core engineering and manufacturing capabilities. The Company provides solutions and adds value through design-in support, systems integration, prototype design and manufacturing, testing, logistics, and aftermarket technical service and repair through its global infrastructure.

Our products include electron tubes and related components, microwave generators, subsystems used in semiconductor manufacturing, and visual technology solutions. These products are used to control, switch or amplify electrical power signals, or are used as display devices in a variety of industrial, commercial, medical, and communication applications.

During the first quarter of fiscal 2015, we created a new strategic business unit called Richardson Healthcare ("Healthcare"). As hospitals remain under pressure to reduce costs while serving a much larger customer base, there is a growing demand for independent sources of high-value replacement parts for diagnostic imaging. Having access to parts that are tested and in stock enables hospitals to terminate expensive service contracts with the Original Equipment Manufacturers ("OEM") and instead use third party service providers or in-house technicians. With our global infrastructure, technical sales team, and experience servicing the healthcare market, we are well positioned to take advantage of this market opportunity. Over time, our plan is to expand our position from being the leader in power grid tubes to a key player in the high-growth, high-profile healthcare industry.

We have three operating segments which we define as follows:

Electron Device Group ("EDG") provides engineered solutions and distributes electronic components to customers in alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. EDG focuses on various applications including broadcast transmission, CO2 laser cutting, diagnostic imaging, dielectric and induction heating, high energy transfer, high voltage switching, plasma, power conversion, radar, and radiation oncology. EDG also offers its customers technical services for both microwave and industrial equipment. In July 2015, EDG was re-named Power and Microwave Technologies Group.

Canvys provides customized display solutions serving the corporate enterprise, financial, healthcare, industrial, and medical original equipment manufacturers ("OEM") markets.

Healthcare manufactures, distributes and services high value replacement parts for the healthcare market including hospitals, medical centers, independent service organizations, and multi-vendor service providers. Products include power grid tubes, hydrogen thyratrons, klystrons, magnetrons; Image Systems medical displays and workstations for

picture archiving and communication systems ("PACS"); visual solutions for operating rooms/surgical environments; digital radiography solutions including replacement flat panel detectors and upgrades; and additional replacement components currently under development for the diagnostic imaging service market. Through a combination of newly developed products and partnerships, service



Table of Contents

offerings, and training programs, we believe we can help our customers improve efficiency and deliver better clinical outcomes while lowering the cost of healthcare delivery.

We currently have operations in the following major geographic regions:

North America;

Asia/Pacific;

Europe; and

Latin America.

#### Results of Continuing Operations

##### Overview - Fiscal Year Ended May 30, 2015

Net sales for fiscal 2015 were \$137.0 million, down 0.7%, compared to net sales of \$138.0 during fiscal 2014.

Gross margin was 30.0% of net sales for fiscal year 2015, compared to 29.7% of net sales for fiscal 2014.

Selling, general, and administrative expenses increased to \$49.2 million, or 35.9% of net sales, for fiscal 2015, compared to \$43.5 million, or 31.5% of net sales, for fiscal 2014.

Operating loss during fiscal 2015 was \$8.1 million, compared to \$4.2 million for fiscal 2014.

Other income for fiscal 2015 was \$1.1 million, compared to other income of \$3.5 million for fiscal 2014. Other income for fiscal 2014 included \$2.5 million of proceeds from a class action lawsuit settlement.

Loss from continuing operations during fiscal 2015 was \$5.5 million versus a loss of \$0.3 million during fiscal 2014.

Loss from discontinued operations, net of tax, was less than \$0.1 million during fiscal 2015, compared to loss from discontinued operations, net of tax, of \$0.2 million during fiscal 2014.

Net loss during fiscal 2015 was \$5.6 million, compared to net loss of \$0.5 million during fiscal 2014.

#### Net Sales and Gross Profit Analysis

Net sales by segment and percent change for fiscal 2015, 2014, and 2013 were as follows (in thousands):

Net Sales	FY 2015	FY 2014	FY 2013	FY15 vs. FY14		FY14 vs. FY13	
				% Change		% Change	
EDG	\$105,748	\$103,274	\$102,593	2.4	%	0.7	%
Canvys	24,645	27,857	32,139	(11.5	%)	(13.3	%)
Healthcare	6,564	6,829	6,334	(3.9	%)	7.8	%
Total	\$136,957	\$137,960	\$141,066	(0.7	%)	(2.2	%)

During fiscal 2015 consolidated net sales decreased 0.7% compared to fiscal 2014. Sales for Canvys declined by 11.5%, Healthcare declined by 3.9%, offset by a 2.4% increase in sales for EDG. During fiscal 2014 consolidated net sales decreased 2.2% compared to fiscal 2013.

Gross profit by segment and percent of segment net sales for fiscal 2015, 2014, and 2013 were as follows (in thousands):

Gross Profit	FY 2015		FY 2014		FY 2013			
		%		%		%		
EDG	\$33,098	31.3%	\$31,610	30.6	%	\$31,431	30.6	%
Canvys	6,457	26.2%	7,588	27.2	%	8,142	25.3	%
Healthcare	1,583	24.1%	1,816	26.6	%	1,972	31.1	%
Total	\$41,138	30.0%	\$41,014	29.7	%	\$41,545	29.5	%

Gross profit reflects the distribution and manufacturing product margin less manufacturing variances, inventory obsolescence charges, customer returns, scrap and cycle count adjustments, engineering costs, unabsorbed manufacturing labor and overhead, and other provisions.

Table of Contents

Consolidated gross profit was \$41.1 million during fiscal 2015, compared to \$41.0 million during fiscal 2014. Consolidated gross margin as a percentage of net sales increased slightly to 30.0% during fiscal 2015, from 29.7% during fiscal 2014. Gross margin during fiscal 2015 included expense related to inventory provisions for EDG of \$0.1 million, \$0.1 million for Canvys, and less than \$0.1 million for Healthcare. Gross margin during fiscal 2014 included expense related to inventory provisions for EDG of \$0.6 million and \$0.2 million for Canvys.

Consolidated gross profit was \$41.0 million during fiscal 2014, compared to \$41.5 million during fiscal 2013. Consolidated gross margin as a percentage of net sales increased slightly to 29.7% during fiscal 2014, from 29.5% during fiscal 2013. Gross margin during fiscal 2014 and fiscal 2013 included expense related to inventory provisions for EDG and Canvys of \$0.6 million and \$0.2 million, respectively. In addition, gross margin for EDG included \$0.5 million of unabsorbed manufacturing labor and overhead expenses for fiscal year 2014. Gross margin for EDG during fiscal year 2013 included \$0.8 million of unabsorbed manufacturing costs.

Electron Device Group (Renamed Power and Microwave Technologies Group in July 2015)

Net sales for EDG increased 2.4% to \$105.7 million during fiscal 2015, from \$103.3 million during fiscal 2014. Net sales of engineered solutions including continuous wave magnetrons and related assemblies sold primarily into the semiconductor wafer fabrication market as well as microwave generators increased. Net sales of tubes also increased in the laser, aviation, and marine markets, offset by declines primarily in the industrial and broadcast markets. Gross margin as a percentage of sales increased to 31.3% during fiscal 2015 compared to 30.6% during fiscal 2014 primarily due to shifts in product and geographic mix.

Net sales for EDG slightly increased 0.7% to \$103.3 million during fiscal 2014, from \$102.6 million during fiscal 2013. Net sales of tubes grew in the industrial heating, marine, and laser markets but were offset by declines primarily in the broadcast and aviation markets. Gross margin as a percentage of net sales remained flat at 30.6% during fiscal 2014 compared to fiscal 2013.

Canvys

Net sales for Canvys decreased 11.5% to \$24.6 million during fiscal 2015, from \$27.9 million during fiscal 2014. Sales in the North America and European OEM markets were down due to delays in new programs which impacted our ability to recover from the loss of several customers that concluded programs. Gross margin as a percentage of net sales declined to 26.2% during fiscal 2015 as compared to 27.2% during fiscal 2014, due to devaluation of the euro and increased engineering and freight costs.

Net sales for Canvys decreased 13.3% to \$27.9 million during fiscal 2014, from \$32.1 million during fiscal 2013. Sales were up slightly in Europe OEM and down in the North America OEM market where certain display vendors took business direct. Gross margin as a percentage of net sales increased to 27.2% during fiscal 2014 as compared to 25.3% during fiscal 2013, due to continued margin improvement in Europe and lower inbound freight costs associated with inventory management.

Healthcare

Net Sales for Healthcare (previously part of our Canvys business) decreased 3.9% to \$6.6 million during fiscal 2015, from \$6.8 million during fiscal 2014. Sales were down in the Picture Archiving and Communication Systems (PACS) display market driven by budget concerns and a difficult capital market for hospitals. Gross margin as a percentage of net sales decreased to 24.1% during fiscal year 2015, compared to 26.6% during fiscal year 2014 due to competitive pricing pressure and shifts in product mix.

Net sales for Healthcare increased 7.8% to \$6.8 million during fiscal 2014, from \$6.3 million during fiscal 2013. Gross margin as a percentage of net sales decreased to 26.6% during fiscal 2014 as compared to 31.1% during fiscal 2013.

Sales by Geographic Area

On a geographic basis, our sales are categorized by destination: North America; Europe; Asia/Pacific; Latin America; and Other.



Table of Contents

Net sales by geographic area and percent change for fiscal 2015, 2014, and 2013 were as follows (in thousands):

Net Sales	FY 2015	FY 2014	FY 2013	FY15 vs. FY14 % Change	FY14 vs. FY13 % Change		
North America	\$59,742	\$57,137	\$62,269	4.6	% (8.2		%)
Asia/Pacific	24,605	24,069	22,732	2.2	% 5.9		%)
Europe	44,425	47,610	45,663	(6.7	%) 4.3		%)
Latin America	8,275	8,936	9,447	(7.4	%) (5.4		%)
Other (1)	(90	) 208	955	(143.3	%) (78.2		%)
Total	\$136,957	\$137,960	\$141,066	(0.7	%) (2.2		%)

Gross profit by geographic area and percent of geographic net sales for fiscal 2015, 2014, and 2013 were as follows (in thousands):

Gross Profit (Loss)	FY 2015		FY 2014		FY 2013			
North America	\$20,352	34.1	% \$18,905	33.1	% \$20,963	33.7		%)
Asia/Pacific	7,967	32.4	% 7,849	32.6	% 7,805	34.3		%)
Europe	14,051	31.6	% 15,506	32.6	% 14,248	31.2		%)
Latin America	3,082	37.2	% 3,231	36.2	% 3,296	34.9		%)
Other (1)	(4,314	)	(4,477	)	(4,767	)		
Total	\$41,138	30.0	% \$41,014	29.7	% \$41,545	29.5		%)

(1) Other primarily includes net sales not allocated to a specific geographical region, unabsorbed value-add costs, and unallocated freight expenses.

We sell our products to customers in diversified industries and perform periodic credit evaluations of our customers' financial condition. Terms are generally on open account, payable net 30 days in North America, and vary throughout Asia/Pacific, Europe, and Latin America. Estimates of credit losses are recorded in the financial statements based on monthly reviews of outstanding accounts.

#### Selling, General, and Administrative Expenses

Selling, general, and administrative expenses ("SG&A") increased during fiscal 2015 to \$49.2 million from \$43.5 million during fiscal 2014. SG&A as a percentage of sales from continuing operations, increased to 35.9% during fiscal 2015 from 31.5% during fiscal 2014. The increase in SG&A costs of \$5.7 million during fiscal 2015, compared to fiscal 2014, includes \$3.9 million of expenses related to our new IT system implementation and \$2.4 million related to our engineered solutions and healthcare growth initiatives, partially offset by other decreases in our administrative expenses of \$0.6 million.

Selling, general, and administrative expenses ("SG&A") increased during fiscal 2014 to \$43.5 million from \$41.5 million during fiscal 2013. SG&A as a percentage of sales from continuing operations, increased to 31.5% during fiscal 2014 from 29.4% during fiscal 2013. The increase in SG&A costs of \$2.0 million during fiscal 2014, compared to fiscal 2013, includes severance costs of \$1.2 million, new system implementation expenses of \$0.8 million, expenses related to evaluating potential acquisitions of \$1.1 million, and new product development costs of \$0.4 million, partially offset by a \$1.5 million decrease within EDG, Canvys, and support functions.

#### Impairment of Goodwill

The Company has not had any goodwill on its balance sheet since March 1, 2014. The results of our goodwill impairment tests as of March 1, 2014, indicated that the balance of goodwill reported, entirely attributed to our EDG reporting unit, was fully impaired. The goodwill impairment test revealed that there was no implied goodwill value as of the measurement date. As a result, we recorded a pre-tax goodwill impairment charge of \$1.7 million during fiscal year 2014. Additionally, a \$0.4 million tax benefit was recorded related to the goodwill impairment.

#### Other Income/Expense

Other income/expense was income of \$1.1 million during fiscal 2015, compared to income of \$3.5 million during fiscal 2014. Fiscal 2015 includes \$1.0 million of investment income. Fiscal 2014 included an antitrust class action lawsuit settlement of \$2.5 million and \$1.0 million of investment income. The \$0.6 million of income in fiscal 2013

included

19

---

## Table of Contents

investment income of \$1.3 million, partially offset by a foreign exchange loss of \$0.8 million. Our foreign exchange gains and losses are primarily due to the translation of U.S. dollars held in non-U.S. entities. We currently do not utilize derivative instruments to manage our exposure to foreign currency.

### Income Tax Provision (Benefit)

Our income tax benefit from continuing operations during fiscal year 2015 and fiscal year 2014 was \$1.5 million and \$0.3 million, respectively. Our income tax provision for fiscal year 2013 was \$0.2 million. The effective income tax rates for continuing operations during fiscal 2015, 2014, and 2013, were (20.9)%, (47.0)%, and 24.9%, respectively. The difference between the effective tax rates as compared to the U.S. federal statutory rate of 34% during 2015, 2014, and 2013 resulted from our geographical distribution of taxable income or losses, return to provision adjustments, the release of income tax reserves for uncertain tax positions, changes in the amount of foreign earnings considered to be permanently reinvested, and changes in valuation allowance.

As of May 30, 2015, we had approximately \$3.0 million of federal net operating loss (“NOL”) carryforwards. Domestic state NOL carryforwards amounted to approximately \$2.4 million. Foreign NOL carryforwards totaled approximately \$0.6 million with various or indefinite expiration dates. We also have \$0.3 million of foreign tax credit carryforwards as of May 30, 2015. We do not have any alternative minimum tax credit carryforward as of May 30, 2015.

We have historically determined that certain undistributed earnings of our foreign subsidiaries, to the extent of cash available, will be repatriated to the U.S. Accordingly, we have provided a deferred tax liability totaling \$4.8 million and \$7.0 million as of May 30, 2015 and May 31, 2014, respectively, on foreign earnings of \$37.2 million and \$41.3 million, respectively. In addition, as of May 30, 2015, \$33.7 million of cumulative positive earnings of some of our foreign subsidiaries are still considered permanently reinvested pursuant to ASC 740-30, Income Taxes - Other Considerations or Special Areas (“ASC 740-30”). Due to various tax attributes that are continuously changing, it is not practicable to determine what, if any, tax liability might exist if such earnings were to be repatriated.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. A significant component of objective evidence evaluated was the cumulative income or loss incurred in each jurisdiction over the three-year period ended May 30, 2015. Such objective evidence limits the ability to consider subjective evidence such as future income projections. We considered other positive evidence in determining the need for a valuation allowance in the U.S. including the repatriation of foreign earnings which we do not consider permanently reinvested in certain of our foreign subsidiaries. The weight of this positive evidence is not sufficient to outweigh other negative evidence in evaluating our need for a valuation allowance in the U.S. jurisdiction.

On the basis of this evaluation, as of May 30, 2015, a valuation allowance of \$5.2 million has been established to record only the portion of the deferred tax asset that will more likely than not be realized. The valuation allowance relates to deferred tax assets in foreign jurisdictions where historical taxable losses have been incurred. We also recorded a valuation allowance for all domestic federal and state net deferred tax assets considering the significant cumulative losses in the U.S. jurisdiction, the reversal of the deferred tax liability for foreign earnings, and no forecast of additional U.S. income. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income during the carryforward period are increased, or if objective negative evidence in the form of cumulative losses is no longer present and additional weight may be given to subjective evidence such as our projections for growth.

Income taxes paid, including foreign estimated tax payments, were \$0.5 million, \$2.1 million, and \$1.7 million during fiscal 2015, 2014, and 2013, respectively.

In the normal course of business, we are subject to examination by taxing authorities throughout the world. Generally, years prior to fiscal 2005 are closed for examination under the statute of limitation for U.S. federal, state or local, or non-U.S. tax jurisdictions. We are also currently under examination in Germany (fiscal 2008, 2009, 2010, and 2011). Our primary foreign tax jurisdictions are Germany and the Netherlands. We have tax years open in Germany beginning in fiscal 2008 and the Netherlands beginning in fiscal 2009.

The uncertain tax positions as of May 30, 2015 and May 31, 2014, totaled \$2.0 million and \$0.2 million, respectively. Unrecognized tax benefits of \$0.1 million would affect our effective tax rate if recognized.

Table of Contents

## Discontinued Operations

During fiscal year 2011, we completed the sale of the assets primarily used or held for use in, and certain liabilities of our RF, Wireless, and Power Division ("RFPD"), as well as certain other Company assets, including our information technology assets, to Arrow Electronics, Inc. ("Arrow") in exchange for \$238.8 million ("the Transaction"). In accordance with Accounting Standards Codification ("ASC") 205-20, Presentation of Financial Statements - Discontinued Operations ("ASC 205-20"), we reported the financial results of RFPD as a discontinued operation. Refer to Note 4 "Discontinued Operations" of the notes to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

## Financial Summary - Discontinued Operations

Summary financial results for fiscal 2015, 2014, and 2013 are presented in the following table (in thousands):

	Fiscal 2015	Fiscal 2014	Fiscal 2013
Net sales	\$—	\$402	\$636
Gross loss <sup>(1)</sup>	—	(330	) (553
Selling, general, and administrative expenses <sup>(2)</sup>	—	215	714
Additional (gain)/loss on sale	—	—	18
Income tax provision (benefit) <sup>(3)</sup>	31	(375	) (2,051
Income (loss) from discontinued operations, net of tax	(31	) (170	) 766

## Notes:

(1) Gross loss for fiscal years 2014 and 2013 includes unabsorbed manufacturing labor and overhead expenses related to the Manufacturing Agreement with RFPD which ended March 1, 2014.

(2) Selling, General and Administrative expenses in fiscal years 2014 and 2013 related primarily to professional fees for tax audits resulting from the Transaction.

(3) The income tax provision for fiscal year 2015 was the result of an income tax audit as a result of the Transaction. The income tax benefits in fiscal years 2014 and 2013 relates to the reversal of tax reserves.

Assets and liabilities classified as discontinued operations on our consolidated balance sheets as of May 30, 2015, and May 31, 2014, include the following (in thousands):

	May 30, 2015	May 31, 2014
Inventories	\$—	\$18
Discontinued operations - Assets	\$—	\$18
Accrued liabilities - current	\$—	\$7
Accrued liabilities - non-current	—	130
Discontinued operations - Liabilities	\$—	\$137

## Liquidity, Financial Position, and Capital Resources

Our growth and cash needs have been primarily financed through income from operations and the proceeds from the sale of RFPD during fiscal 2011.

Cash and cash equivalents were \$74.5 million at May 30, 2015. In addition, CD's and time deposits, classified as short-term investments were \$23.7 million and long-term investments were \$11.5 million including equity securities of \$0.6 million. Cash and investments at May 30, 2015, consisted of \$51.1 million in North America, \$16.6 million in Europe, \$0.7 million in Latin America, and \$41.3 million in Asia/Pacific.

Cash and cash equivalents were \$102.8 million at May 31, 2014. In addition, CD's and time deposits classified as short-term investments were \$31.7 million and long-term investments were \$1.5 million, including equity securities of \$0.5 million. Cash and investments at May 31, 2014, consisted of \$71.8 million in North America, \$20.5 million in Europe, \$0.9 million in Latin America, and \$42.8 million in Asia/Pacific.

We believe we will continue to have sufficient liquidity to fund our future growth strategies for our business in the foreseeable future.





## Table of Contents

### Cash Flows from Operating Activities

Negative cash flow from operating activities primarily resulted from our net loss, adjusted for non-cash items, and changes in our operating assets and liabilities.

Operating activities, which include our discontinued operations, used \$9.8 million of cash during fiscal 2015. We had net loss of \$5.6 million during fiscal 2015, which included non-cash stock-based compensation expense of \$0.7 million associated with the issuance of stock option awards primarily to our directors and officers and depreciation and amortization expense of \$1.7 million associated with our property and equipment as well as amortization of our intangible assets. Changes in our operating assets and liabilities, net of effects of acquired businesses and foreign exchange, was a \$5.0 million use of cash during fiscal 2015. This increase is primarily due to increases in our accounts receivable of \$4.5 million and inventory purchases of \$7.5 million, partially offset by a decrease in our income tax receivable of \$2.0 million and an increase in our accounts payable of \$4.2 million. The increase in inventory and accounts payable relates to additional purchases to support our engineered solutions and healthcare growth initiatives. The increase in accounts receivable relate to slower collections during our focus on the implementation of our global IT platform.

Operating activities, which include our discontinued operations, provided \$4.6 million of cash during fiscal 2014. We had net loss of \$0.5 million during fiscal 2014, which included non-cash stock-based compensation expense of \$0.8 million associated with the issuance of stock option awards primarily to our directors and officers and depreciation and amortization expense of \$1.1 million associated with our property and equipment as well as amortization of our intangible assets. We also had a non-cash goodwill impairment charge of \$1.7 million during fiscal year 2014. Changes in our operating assets and liabilities, net of effects of acquired businesses, provided \$2.6 million of cash during fiscal 2014, due primarily to the decrease in our income tax receivable of \$3.5 million, decrease in inventory of \$1.5 million, partially offset by a decrease to our accounts payable of \$2.1 million. The decrease in our inventory was the result of reduced inventory purchases during fiscal 2014 due to the decline in net sales.

### Cash Flows from Investing Activities

The cash flow from investing activities has consisted primarily of purchases and maturities of investments and capital expenditures.

Cash used by investing activities during fiscal 2015 was \$6.9 million. This included proceeds from the maturities of investments of \$33.6 million, offset by the purchase of investments of \$35.6 million, and \$4.7 million in capital expenditures, primarily related to a new ERP system implementation.

Cash provided by investing activities during fiscal 2014 was \$7.6 million. This included proceeds from the maturities of investments of \$342.3 million, offset by the purchase of investments of \$331.0 million, \$1.0 million for the acquisition of WVS, and \$2.8 million in capital expenditures, primarily related to a new ERP system implementation. Our purchases and proceeds from investments consist of time deposits and CDs. Purchasing of future investments may vary from period to period due to interest and foreign currency exchange rates.

### Cash Flows from Financing Activities

The cash flow from financing activities primarily consists of repurchases of common stock and cash dividends paid.

Cash used in financing activities during fiscal 2015 was \$6.9 million. This included \$3.9 million of cash used to repurchase common stock and \$3.3 million in dividends paid, offset by \$0.3 million of proceeds from the issuance of common stock from stock option exercises. The repurchase of common stock relates to our share repurchase authorizations. Cash dividends paid of \$3.3 million were approved by the Board of Directors.

Cash used in financing activities was \$11.9 million during fiscal 2014. This included \$8.7 million related to the repurchases of common stock and \$3.3 million in cash dividends paid, offset by \$0.2 million in proceeds from the issuance of common stock from stock option exercises. The repurchase of common stock relates to our share repurchase authorizations. Cash dividends paid of \$3.3 million were approved by the Board of Directors.

Dividend payments during fiscal 2015 were approximately \$3.3 million. All future payments of dividends are at the discretion of the Board of Directors. Dividend payments will depend on earnings, capital requirements, operating conditions, and such other factors that the Board may deem relevant.



Table of Contents

## Contractual Obligations

Contractual obligations by expiration period are presented in the table below as of May 30, 2015 (in thousands):

	Less than 1 year	1 - 3 years	4 - 5 years	More than 5 years	Total
Lease obligations <sup>(1)</sup>	\$1,405	\$1,223	\$262	\$226	\$3,116
Total	\$1,405	\$1,223	\$262	\$226	\$3,116

(1) Lease obligations are related to certain warehouse and office facilities under non-cancelable operating leases. We believe that the existing sources of liquidity, including current cash, will provide sufficient resources to meet known capital requirements and working capital needs for the fiscal year ending May 28, 2016.

## Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make significant 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. Management continuously evaluates its critical accounting policies and estimates, including the allowance for doubtful accounts, revenue recognition, inventory obsolescence, goodwill and other intangible assets, loss contingencies, and income taxes. Management bases the estimates on historical experience and on various other assumptions believed to be reasonable under the circumstances, however, actual results could differ from those estimates.

The policies discussed below are considered by management to be critical to understanding our financial position and the results of operations. Their application involves significant judgments and estimates in preparation of our consolidated financial statements. For all of these policies, management cautions that future events rarely develop exactly as forecasted, and the best estimates routinely require adjustment.

## Allowance for Doubtful Accounts

Our allowance for doubtful accounts includes estimated losses that result from uncollectible receivables. The estimates are influenced by the following: continuing credit evaluation of customers’ financial conditions; aging of receivables, individually and in the aggregate; a large number of customers which are widely dispersed across geographic areas; collectability and delinquency history by geographic area; and the fact that no single customer accounts for more than 10% of net sales. Significant changes in one or more of these considerations may require adjustments affecting net income and net carrying value of accounts receivable. The allowance for doubtful accounts was approximately \$0.3 million as of May 30, 2015, and \$0.6 million as of May 31, 2014.

## Revenue Recognition

Our product sales are recognized as revenue upon shipment, when title passes to the customer, when delivery has occurred or services have been rendered, and when collectability is reasonably assured. We also record estimated discounts and returns based on our historical experience. Our products are often manufactured to meet the specific design needs of our customers’ applications. Our engineers work closely with customers to ensure that our products will meet their needs. Our customers are under no obligation to compensate us for designing the products we sell.

## Inventories

Our worldwide inventories are stated at the lower of cost or market, generally using a weighted-average cost method. Our inventories included approximately \$33.7 million of finished goods and \$5.1 million of raw materials and work-in-progress as of May 30, 2015, as compared to approximately \$30.9 million of finished goods and \$3.0 million of raw materials and work-in-progress as of May 31, 2014.

Provisions for obsolete or slow moving inventories are recorded based upon regular analysis of stock rotation privileges, obsolescence, the exiting of certain market segments, and assumptions about future demand and market conditions. If future demand, changes in the industry, or market conditions differ from management’s estimates, additional provisions may be necessary.

We recorded provisions to our inventory reserves of \$0.2 million, \$0.8 million, and \$0.4 million during fiscal 2015, 2014, and 2013, respectively, which were included in cost of sales. The provisions were primarily for obsolete and slow moving parts. The parts were written down to estimated realizable value.



## Table of Contents

### Goodwill and Other Intangible Assets

We test goodwill for impairment annually and whenever events or circumstances indicate an impairment may have occurred, such as a significant adverse change in the business climate, loss of key personnel or a decision to sell or dispose of a reporting unit.

During the fourth quarter of each fiscal year, our goodwill balances are reviewed for impairment through the application of a fair-value based test, using the third quarter as the measurement date. In performing our annual review of goodwill balances for impairment, we estimate the fair value of each of our reporting units based on projected future operating results, market approach, and discounted cash flows. Projected future operating results and cash flows used for valuation purposes may reflect considerable improvements relative to historical periods with respect to, among other things, revenue growth and operating margins. Although we believe our projected future operating results and cash flows and related estimates regarding fair values are based on reasonable assumptions, historically, projected operating results and cash flows have not always been achieved. In accordance with ASC 350 “Intangibles - Goodwill and Other”, if indicators of impairment are deemed to be present, we would perform an interim impairment test and any resulting impairment loss would be charged to expense in the period identified.

Our goodwill impairment testing follows the two-step process as defined in ASC 350. The first step in the process compares the fair value of the reporting unit to its carrying value. If the carrying value of the reporting unit exceeds its fair value, the second step of the impairment test is performed to measure the amount of impairment loss to be recognized. In the second step, the fair value of the reporting unit resulting from the first step of the evaluation is allocated to the fair value of all of the assets and liabilities of the reporting unit in order to determine an implied goodwill value. This allocation is similar to the purchase price allocation performed in purchase accounting. If the carrying amount of the goodwill reported exceeds the implied goodwill value, an impairment loss should be recognized in an amount equal to that excess.

Intangible assets are initially recorded at their fair market values determined on quoted market prices in active markets, if available, or recognized valuation models. Intangible assets that have finite useful lives are amortized on a straight-line basis over their useful lives. Our intangible assets represent the fair value for trade name, customer relationships, and non-compete agreements acquired in connection with the acquisitions of Powerlink during our second quarter of fiscal 2012 and D and C acquired during our second quarter of fiscal 2013. Intangible assets fully relate to our EDG segment.

### Long-Lived Assets

We review property and equipment, definite-lived intangible assets, and other long-lived assets for impairment whenever adverse events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable.

### Loss Contingencies

We accrue a liability for loss contingencies when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible losses can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. If we determine that there is at least a reasonable possibility that a loss may have been incurred, we will include a disclosure describing the contingency.

### Income Taxes

We recognize deferred tax assets and liabilities based on the differences between financial statement carrying amounts and the tax bases of assets and liabilities. We regularly review our deferred tax assets for recoverability and determine the need for a valuation allowance based on a number of factors, including both positive and negative evidence. These factors include historical taxable income or loss, projected future taxable income or loss, the expected timing of the reversals of existing temporary differences, and the implementation of tax planning strategies. In circumstances where we, or any of our affiliates, have incurred three years of cumulative losses which constitute significant negative evidence, positive evidence of equal or greater significance is needed to overcome the negative evidence before a tax benefit is recognized for deductible temporary differences and loss carryforwards. See Note 8 “Income Taxes” of the notes to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K for further information.

New Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 is principles based guidance that can be applied to all contracts with customers, enhancing comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets. The core principle of the guidance is that entities should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects

24

---

Table of Contents

the consideration to which the entity expects to be entitled in exchange for those goods and services. The guidance details the steps entities should apply to achieve the core principle. For public entities, ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period; early adoption is not permitted. We are currently evaluating the impact that the adoption of ASU 2014-09 will have on our financial condition, results of operations and disclosures.



Table of Contents

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

Risk Management and Market Sensitive Financial Instruments

We are exposed to many different market risks with the various industries we serve. The primary financial risk we are exposed to is foreign currency exchange, as certain operations, assets, and liabilities of ours are denominated in foreign currencies. We manage these risks through normal operating and financing activities.

The interpretation and analysis of these disclosures should not be considered in isolation since such variances in exchange rates would likely influence other economic factors. Such factors, which are not readily quantifiable, would likely also affect our operations. Additional disclosure regarding various market risks are set forth in Part I, Item 1A, "Risk Factors" of our Annual Report on this Form 10-K.

Foreign Currency Exposure

Even though we take into account current foreign currency exchange rates at the time an order is taken, our financial statements, denominated in a non-U.S. functional currency, are subject to foreign exchange rate fluctuations.

Our foreign denominated assets and liabilities are cash, accounts receivable, inventory, accounts payable and intercompany receivables and payables, as we conduct business in countries of the European Union, Asia/Pacific and, to a lesser extent, Canada and Latin America. We could manage foreign exchange exposures by using currency clauses in sales contracts, local debt to offset asset exposures, and forward contracts to hedge significant transactions.

We have not entered into any forward contracts in fiscal 2015, fiscal 2014, or fiscal 2013.

Had the U.S. dollar changed unfavorably 10% against various foreign currencies, foreign denominated net sales would have been lower by an estimated \$9.6 million during fiscal 2015, an estimated \$13.8 million during fiscal 2014, and an estimated \$14.1 million during fiscal 2013. Total assets would have declined by an estimated \$23.1 million as of the fiscal year ended May 30, 2015, and an estimated \$26.8 million as of the fiscal year ended May 31, 2014, while the total liabilities would have decreased by an estimated \$0.9 million as of the fiscal year ended May 30, 2015, and an estimated \$0.7 million as of the fiscal year ended May 31, 2014.

The interpretation and analysis of these disclosures should not be considered in isolation since such variances in exchanges rates would likely influence other economic factors. Such factors, which are not readily quantifiable, would likely also affect our operations.

Table of Contents

## ITEM 8. Financial Statements and Supplementary Data

Richardson Electronics, Ltd.

Audited Consolidated Balance Sheets

(in thousands, except per share amounts)

	May 30, 2015	May 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$74,535	\$102,752
Accounts receivable, less allowance of \$283 and \$581	20,753	18,354
Inventories	38,769	33,869
Prepaid expenses and other assets	1,696	1,089
Deferred income taxes	804	1,537
Income tax receivable	929	2,888
Investments - current	23,692	31,732
Discontinued operations - assets	—	18
Total current assets	161,178	192,239
Non-current assets:		
Property, plant and equipment, net	10,081	7,223
Other intangibles, net	743	843
Non-current deferred income taxes	1,443	1,724
Investments - non-current	11,549	1,516
Total non-current assets	23,816	11,306
Total assets	\$184,994	\$203,545
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$15,768	\$12,337
Accrued liabilities	10,144	9,220
Discontinued operations - liabilities	—	7
Total current liabilities	25,912	21,564
Non-current liabilities:		
Non-current deferred income tax liability	1,209	5,691
Other non-current liabilities	1,221	1,315
Discontinued operations - non-current liabilities	—	130
Total non-current liabilities	2,430	7,136
Total liabilities	28,342	28,700
Commitments and contingencies	—	—
Stockholders' equity		
Common stock, \$0.05 par value; issued and outstanding 11,530 shares at May 30, 2015, and 11,835 shares at May 31, 2014	577	592
Class B common stock, convertible, \$0.05 par value; issued and outstanding 2,141 shares at May 30, 2015, and 2,191 shares at May 31, 2014	107	110
Preferred stock, \$1.00 par value, no shares issued	—	—
Additional paid-in-capital	63,252	66,141
Common stock in treasury, at cost, no shares at May 30, 2015, and 1 share at May 31, 2014	—	(14
Retained earnings	89,141	97,959
Accumulated other comprehensive income	3,575	10,057
Total stockholders' equity	156,652	174,845

Total liabilities and stockholders' equity	\$ 184,994	\$ 203,545
--	------------	------------

27

---

Table of Contents

Richardson Electronics, Ltd.

Audited Consolidated Statements of Comprehensive Income (Loss)

(in thousands, except per share amounts)

	Fiscal Year Ended		As revised	
	May 30, 2015	May 31, 2014	June 1, 2013	
Statements of Comprehensive Income (Loss)				
Net sales	\$136,957	\$137,960	\$141,066	
Cost of sales	95,819	96,946	99,521	
Gross profit	41,138	41,014	41,545	
Selling, general, and administrative expenses	49,229	43,496	41,536	
Impairment of goodwill	—	1,671	—	
Gain on disposal of assets	(5	) —	(2	)
Operating income (loss)	(8,086	) (4,153	) 11	
Other (income) expense:				
Investment/interest income	(999	) (1,018	) (1,306	)
Foreign exchange (gain) loss	(185	) 84	760	
Proceeds from legal settlement	—	(2,547	) —	
Other, net	92	(20	) (85	)
Total other income	(1,092	) (3,501	) (631	)
Income (loss) from continuing operations before income taxes	(6,994	) (652	) 642	
Income tax provision (benefit)	(1,466	) (307	) 160	
Income (loss) from continuing operations	(5,528	) (345	) 482	
Income (loss) from discontinued operations, net of tax	(31	) (170	) 766	
Net income (loss)	(5,559	) (515	) 1,248	
Foreign currency translation gain (loss), net of tax	(6,504	) 1,216	1,508	
Fair value adjustments on investments gain (loss)	22	30	30	
Comprehensive income (loss)	\$(12,041	) \$731	\$2,786	
Net income (loss) per Common share - Basic:				
Income (loss) from continuing operations	\$(0.41	) \$(0.03	) \$0.03	
Income (loss) from discontinued operations	—	(0.01	) 0.05	
Total net income (loss) per Common share - Basic:	\$(0.41	) \$(0.04	) \$0.08	
Net income (loss) per Class B common share - Basic:				
Income (loss) from continuing operations	\$(0.36	) \$(0.02	) \$0.03	
Income (loss) from discontinued operations	—	(0.01	) 0.05	
Total net income (loss) per Class B common share - Basic:	\$(0.36	) \$(0.03	) \$0.08	
Net income (loss) per Common share - Diluted:				
Income (loss) from continuing operations	\$(0.41	) \$(0.03	) \$0.03	
Income (loss) from discontinued operations	—	(0.01	) 0.05	
Total net income (loss) per Common share - Diluted:	\$(0.41	) \$(0.04	) \$0.08	
Net income (loss) per Class B common share - Diluted:				
Income (loss) from continuing operations	\$(0.36	) \$(0.02	) \$0.03	
Income (loss) from discontinued operations	—	(0.01	) 0.05	
Total net income (loss) per Class B common share - Diluted:	\$(0.36	) \$(0.03	) \$0.08	
Weighted average number of shares:				
Common shares - Basic	11,682	11,915	12,448	
Class B common shares - Basic	2,151	2,250	2,790	
Common shares - Diluted	11,682	11,915	15,372	

Edgar Filing: RICHARDSON ELECTRONICS LTD/DE - Form 10-K

Class B common shares - Diluted	2,151	2,250	2,790
Dividends per common share	\$0.240	\$0.240	\$0.240
Dividends per Class B common share	\$0.220	\$0.220	\$0.220

28

---

Table of Contents

Richardson Electronics, Ltd.

Audited Consolidated Statements of Cash Flows

(in thousands)

	Fiscal Year Ended		
	May 30, 2015	May 31, 2014	June 1, 2013
Operating activities:			
Net income (loss)	\$ (5,559)	) \$ (515)	) \$ 1,248
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:			
Depreciation and amortization	1,707	1,094	1,057
Gain on sale of investments	(27)	) (27)	) (28)
Loss on disposal of assets	(5)	) —	) 16
Share-based compensation expense	726	759	619
Deferred income taxes	(1,604)	) (1,005)	) 145
Impairment of goodwill	—	1,671	—
Change in assets and liabilities, net of effect of acquired businesses:			
Accounts receivable	(4,495)	) 195	) 1,814
Income tax receivable	1,959	3,541	143
Inventories	(7,519)	) 1,517	) 3,097
Prepaid expenses and other assets	(888)	) 96	) (329)
Accounts payable	4,207	(2,072)	) 1,482
Accrued liabilities	1,480	(723)	) 960
Long-term income tax liabilities	—	133	(1,918)
Other	238	(51)	) 319
Net cash provided by (used in) operating activities	(9,780)	) 4,613	) 8,625
Investing activities:			
Cash consideration paid for acquired businesses	—	(973)	) (2,557)
Capital expenditures	(4,737)	) (2,781)	) (1,640)
Proceeds from sale of assets	—	—	4
Proceeds from maturity of investments	33,617	342,279	154,228
Purchases of investments	(35,550)	) (331,023)	) (82,898)
Proceeds from sales of available-for-sale securities	227	176	188
Purchases of available-for-sale securities	(227)	) (176)	) (188)
Other	(248)	) 98	) 68
Net cash provided by (used in) investing activities	(6,918)	) 7,600	) 67,205
Financing activities:			
Repurchase of common stock	(3,945)	) (8,739)	) (15,024)
Proceeds from issuance of common stock	324	190	198
Cash dividends paid	(3,260)	) (3,341)	) (3,571)
Other	3	37	—
Net cash used in financing activities	(6,878)	) (11,853)	) (18,397)
Effect of exchange rate changes on cash and cash equivalents	(4,641)	) 390	) 676
Increase/ (decrease) in cash and cash equivalents	(28,217)	) 750	) 58,109
Cash and cash equivalents at beginning of period	102,752	102,002	43,893
Cash and cash equivalents at end of period	\$ 74,535	\$ 102,752	\$ 102,002
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the fiscal year for:			
Interest	\$ —	\$ —	\$ —

Income taxes	\$495	\$2,094	\$1,680
--------------	-------	---------	---------

29

---

Table of Contents

Richardson Electronics, Ltd.

Audited Consolidated Statements of Stockholders' Equity

(in thousands)

	Common	Class B Common	Par Value	Additional Paid In Capital	Common Stock in Treasury	Retained Earnings	Accumulated Other Comprehensive Income	Total
Balance June 2, 2012:	13,074	2,920	\$800	\$88,217	\$(216 )	\$104,139	\$ 7,273	\$200,213
Comprehensive income								
Net income	—	—	—	—	—	1,248	—	1,248
Foreign currency translation	—	—	—	—	—	—	1,508	1,508
Fair value adjustments on investments	—	—	—	—	—	—	30	30
Share-based compensation:								
Non-vested restricted stock	—	—	—	18	—	—	—	18
Stock options	—	—	—	601	—	—	—	601
Common stock:								
Canceled Shares	—	(354 )	—	—	—	—	—	—
Options Exercised	31	—	2	215	—	—	—	217
Converted Class B to Common	200	—	—	—	—	—	—	—
Repurchase of common stock	—	—	—	—	(15,024 )	—	—	(15,024 )
Cancellation of Treasury Stock	(1,196 )	(75 )	(64 )	(15,072 )	15,136	—	—	—
Other	154	—	—	—	(1 )	—	—	(1 )
Dividends paid to:								
Common (\$0.24 per share)	—	—	—	—	—	(2,971 )	—	(2,971 )
Class B (\$0.22 per share)	—	—	—	—	—	(600 )	—	(600 )
Balance June 1, 2013:	12,263	2,491	\$738	\$73,979	\$(105 )	\$101,816	\$ 8,811	\$185,239
Comprehensive income								
Net loss	—	—	—	—	—	(515 )	—	(515 )
Foreign currency translation	—	—	—	—	—	—	1,216	1,216
Fair value adjustments on investments	—	—	—	—	—	—	30	30
Share-based compensation:								
Non-vested restricted stock	—	—	—	18	—	—	—	18
Stock options	—	—	—	741	—	—	—	741
Common stock:								
Options Exercised	32	—	2	195	—	—	—	197
Canceled Shares	—	(300 )	—	—	—	—	—	—
Converted Class B to Common	300	—	—	—	—	—	—	—
Repurchase of common stock	—	—	—	—	(8,739 )	—	—	(8,739 )
Cancellation of Treasury Stock	(764 )	—	(38 )	(8,791 )	8,829	—	—	—
Other	4	—	—	(1 )	1	(1 )	—	(1 )



Dividends paid to:								
Common (\$0.24 per share)	—	—	—	—	—	(2,853 )	—	(2,853 )
Class B (\$0.22 per share)	—	—	—	—	—	(488 )	—	(488 )
Balance May 31, 2014:	11,835	2,191	\$702	\$66,141	\$(14 )	\$97,959	\$ 10,057	\$174,845
Comprehensive income (loss)								
Net loss	—	—	—	—	—	(5,559 )	—	(5,559 )
Foreign currency translation	—	—	—	—	—	—	(6,504 )	(6,504 )
Fair value adjustments on investments	—	—	—	—	—	—	22	22
Share-based compensation:								
Stock options	—	—	—	726	—	—	—	726
Common stock:								
Options Exercised	47	—	2	322	—	—	—	324
Converted Class B to Common	50	(50 )	—	—	—	—	—	—
Repurchase of common stock	—	—	—	—	(3,945 )	—	—	(3,945 )
Cancellation of Treasury Stock	(401 )	—	(20 )	(3,939 )	3,959	—	—	—
Other	(1 )	—	—	2	—	1	—	3
Dividends paid to:								
Common (\$0.24 per share)	—	—	—	—	—	(2,794 )	—	(2,794 )
Class B (\$0.22 per share)	—	—	—	—	—	(466 )	—	(466 )
Balance May 30, 2015:	11,530	2,141	\$684	\$63,252	\$—	\$89,141	\$ 3,575	\$156,652

Table of Contents

Notes to Consolidated Financial Statements

(in thousands, except per share amounts)

1. DESCRIPTION OF THE COMPANY

Richardson Electronics, Ltd. is a leading global provider of engineered solutions, power grid and microwave tubes and related consumables; power conversion and RF and microwave components; high value displays, flat panel detector solutions and replacement parts for diagnostic imaging equipment; and customized display solutions. We serve customers in the alternative energy, healthcare, aviation, broadcast, communications, industrial, marine, medical, military, scientific and semiconductor markets. The Company's strategy is to provide specialized technical expertise and "engineered solutions" based on our core engineering and manufacturing capabilities. The Company provides solutions and adds value through design-in support, systems integration, prototype design and manufacturing, testing, logistics, and aftermarket technical service and repair through its global infrastructure.

Our products include electron tubes and related components, microwave generators, subsystems used in semiconductor manufacturing, and visual technology solutions. These products are used to control, switch or amplify electrical power signals, or are used as display devices in a variety of industrial, commercial, medical, and communication applications.

During the first quarter of fiscal 2015, we created a new strategic business unit called Richardson Healthcare ("Healthcare"). Healthcare was previously included in our Canvys business unit. As hospitals remain under pressure to reduce costs while serving a much larger customer base, there is a growing demand for independent sources of high-value replacement parts for diagnostic imaging. Having access to parts that are tested and in stock enables hospitals to terminate expensive service contracts with the Original Equipment Manufacturers ("OEM") and instead use third party service providers or in-house technicians. With our global infrastructure, technical sales team, and experience servicing the healthcare market, we are well positioned to take advantage of this market opportunity. Over time, our plan is to expand our position from being the leader in power grid tubes to a key player in the high-growth, high-profile healthcare industry.

We have three operating segments, which we define as follows:

Electron Device Group ("EDG"), renamed Power and Microwave Technologies Group in July 2015, provides engineered solutions and distributes electronic components to customers in alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. EDG focuses on various applications including broadcast transmission, CO2 laser cutting, diagnostic imaging, dielectric and induction heating, high energy transfer, high voltage switching, plasma, power conversion, radar, and radiation oncology. EDG also offers its customers technical services for both microwave and industrial equipment. In July 2015, EDG was re-named Power and Microwave Technologies Group.

Canvys provides customized display solutions serving the corporate enterprise, financial, industrial, and OEM markets.

Healthcare manufactures, distributes and services high value replacement parts for the healthcare market including hospitals, medical centers, independent service organizations, and multi-vendor service providers. Products include power grid tubes, hydrogen thyratrons, klystrons, magnetrons; Image Systems medical displays and workstations for picture archiving and communication systems ("PACS"); visual solutions for operating rooms/surgical environments; digital radiography solutions including replacement flat panel detectors and upgrades; and additional replacement components currently under development for the diagnostic imaging service market. Through a combination of newly developed products and partnerships, service offerings, and training programs, we believe we can help our customers improve efficiency and deliver better clinical outcomes while lowering the cost of healthcare delivery.

We currently have operations in the following major geographic regions: North America, Asia/Pacific, Europe, and Latin America.

2. BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared in accordance with U.S. GAAP for all fiscal years presented.

The consolidated financial statements include our wholly owned subsidiaries. All intercompany transactions and account balances have been eliminated in consolidation.



Table of Contents

The fiscal 2013 statement of comprehensive income (loss) has been revised to correct a typographical error. The previously reported Foreign currency translation and Fair value adjustment losses of \$1.5 million and \$30 thousand should have been reflected as gains of \$1.5 million and \$30 thousand, respectively. As a result, fiscal 2013 comprehensive income has been revised to \$2.8 million of income from the previously reported loss of \$0.3 million. The error had no impact on consolidated Balance Sheet, Statement of Stockholders Equity, or Statement of Cash Flows.

Our fiscal year 2015 began on June 1, 2014, and ended on May 30, 2015. Unless otherwise noted, all references to a particular year in this document shall mean our fiscal year.

3. SIGNIFICANT ACCOUNTING POLICIES AND DISCLOSURES

**Use of Estimates:** The preparation of financial statements in conformity with GAAP requires management to make significant 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. Management continuously evaluates its critical accounting policies and estimates, including the allowance for doubtful accounts, revenue recognition, inventory obsolescence, goodwill and other intangible assets, loss contingencies, and income taxes. Management bases the estimates on historical experience and on various other assumptions believed to be reasonable under the circumstances, however, actual results could differ from those estimates.

**Fair Values of Financial Instruments:** The fair values of financial instruments are determined based on quoted market prices and market interest rates as of the end of the reporting period. Our financial instruments include investments, accounts receivable, accounts payable, and accrued liabilities. The fair values of these financial instruments approximate carrying values at May 30, 2015, and May 31, 2014.

**Cash and Cash Equivalents:** We consider short-term, highly liquid investments that are readily convertible to known amounts of cash, and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates, and that have a maturity of three months or less, when purchased, to be cash equivalents. The carrying amounts reported in the balance sheet for cash and cash equivalents approximate the fair market value of these assets.

**Allowance for Doubtful Accounts:** Our allowance for doubtful accounts includes estimated losses that result from uncollectible receivables. The estimates are influenced by the following: continuing credit evaluation of customers' financial conditions; aging of receivables, individually and in the aggregate; a large number of customers which are widely dispersed across geographic areas; collectability and delinquency history by geographic area; and the fact that no single customer accounts for more than 10% of net sales. Significant changes in one or more of these considerations may require adjustments affecting net income and net carrying value of accounts receivable. The allowance for doubtful accounts was approximately \$0.3 million as of May 30, 2015, and \$0.6 million as of May 31, 2014.

**Loss Contingencies:** We accrue a liability for loss contingencies when it is probable that a liability has been incurred and the amount can be reasonably estimated. When only a range of possible loss can be established, the most probable amount in the range is accrued. If no amount within this range is a better estimate than any other amount within the range, the minimum amount in the range is accrued. If we determine that there is at least a reasonable possibility that a loss may have been incurred, we will include a disclosure describing the contingency.

**Revenue Recognition:** Our product sales are recognized as revenue upon shipment, when title passes to the customer, when delivery has occurred or services have been rendered, and when collectability is reasonably assured. We also record estimated discounts and returns based on our historical experience. Our products are often manufactured to meet the specific design needs of our customers' applications. Our engineers work closely with customers to ensure that our products will meet their needs. Our customers are under no obligation to compensate us for designing the products we sell.

**Foreign Currency Translation:** Balance sheet items for our foreign entities, included in our consolidated balance sheet are translated into U.S. dollars at end-of-period spot rates. Gains and losses resulting from translation of foreign subsidiary financial statements are credited or charged directly to accumulated other comprehensive income/(loss), a component of stockholders' equity. Revenues and expenses are translated at the current rate on the date of the

transaction. Gains and losses resulting from foreign currency transactions are included in income. Foreign currency translation reflected in our consolidated statements of comprehensive income (loss) was a gain of \$0.2 million during fiscal 2015, a loss of \$0.1 million during fiscal 2014, and a loss of \$0.8 million during fiscal 2013.

**Shipping and Handling Fees and Costs:** Shipping and handling costs billed to customers are reported as revenue and the related costs are reported as a component of cost of sales.

Table of Contents

**Inventories:** Our worldwide inventories are stated at the lower of cost or market, generally using a weighted-average cost method. Our inventories include approximately \$33.7 million of finished goods and \$5.1 million of raw materials and work-in-progress as of May 30, 2015, as compared to approximately \$30.9 million of finished goods and \$3.0 million of raw materials and work-in-progress as of May 31, 2014. The inventory reserve as of May 30, 2015, was \$3.0 million compared to \$3.1 million as of May 31, 2014.

Provisions for obsolete or slow moving inventories are recorded based upon regular analysis of stock rotation privileges, obsolescence, the exiting of certain markets, and assumptions about future demand and market conditions. If future demand, changes in the industry, or market conditions differ from management's estimates, additional provisions may be necessary.

We recorded provisions to our inventory reserves of \$0.2 million, \$0.8 million, and \$0.4 million during fiscal 2015, 2014, and 2013, respectively, which were included in cost of sales from continuing operations. The provisions were principally for obsolete and slow moving parts. The parts were written down to estimated realizable value.

**Income Taxes:** We recognize deferred tax assets and liabilities based on the differences between financial statement carrying amounts and the tax bases of assets and liabilities. We regularly review our deferred tax assets for recoverability and determine the need for a valuation allowance based on a number of factors, including both positive and negative evidence. These factors include historical taxable income or loss, projected future taxable income or loss, the expected timing of the reversals of existing temporary differences, and the implementation of tax planning strategies. In circumstances where we, or any of our affiliates, have incurred three years of cumulative losses which constitute significant negative evidence, positive evidence of equal or greater significance is needed to overcome the negative evidence before a tax benefit is recognized for deductible temporary differences and loss carryforwards.

**Investments:** As of May 30, 2015, we have invested in time deposits and certificates of deposit ("CD") in the amount of \$34.7 million. Of this, \$23.7 million mature in less than twelve months and \$10.9 million mature in greater than twelve months. As of May 31, 2014, we had approximately \$32.7 million invested in time deposits and CD's. Of this, \$31.7 million matured in less than twelve months and \$1.0 million matured in greater than twelve months. The fair value of these investments is the face value of each time deposit and CD.

We also have investments in equity securities, all of which are classified as available-for-sale and are carried at their fair value based on quoted market prices. Our investments, which are included in non-current assets, had a carrying amount of \$0.6 million at May 30, 2015, and \$0.5 million at May 31, 2014. Proceeds from the sale of securities were \$0.2 million during fiscal years 2015, 2014, and 2013. We reinvested proceeds from the sale of securities, and the cost of the equity securities sold was based on a specific identification method. Gross realized gains and losses on those sales were less than \$0.1 million during fiscal years 2015, 2014, and 2013. Net unrealized holding losses during fiscal years 2015, 2014, and 2013, were less than \$0.1 million and have been included in accumulated comprehensive income (loss) during its respective fiscal year.

**Discontinued Operations:** During fiscal year 2011, we completed the sale of the assets primarily used or held for use in, and certain liabilities of, our RF, Wireless and Power Division ("RFPD"), as well as certain other Company assets, including our information technology assets, to Arrow Electronics, Inc. ("Arrow") in exchange for \$238.8 million, ("the Transaction"). In accordance with Accounting Standards Codification ("ASC") 205-20, Presentation of Financial Statements - Discontinued Operations ("ASC 205-20"), we reported the financial results of RFPD as a discontinued operation. Refer to Note 4 "Discontinued Operations" for additional discussion on the sale of RFPD.

**Goodwill and Other Intangible Assets:** We test goodwill for impairment annually and whenever events or circumstances indicates an impairment may have occurred, such as a significant adverse change in the business climate, loss of key personnel or a decision to sell or dispose of a reporting unit.

During the fourth quarter of each fiscal year, our goodwill balances are reviewed for impairment through the application of a fair-value based test, using the third quarter as the measurement date. In performing our annual review of goodwill balances for impairment, we estimate the fair value of each of our reporting units based on projected future operating results, market approach, and discounted cash flows. Projected future operating results and cash flows used for valuation purposes may reflect considerable improvements relative to historical periods with respect to, among other things, revenue growth and operating margins. Although we believe our projected future operating results and cash flows and related estimates regarding fair values are based on reasonable assumptions, historically,

projected operating results and cash flows have not always been achieved. In accordance with ASC 350 “Intangibles - Goodwill and Other”, if indicators of impairment are deemed to be present, we would perform an interim impairment test and any resulting impairment loss would be charged to expense in the period identified.

Table of Contents

Intangible assets are initially recorded at their fair market values determined on quoted market prices in active markets, if available, or recognized valuation models. Intangible assets that have finite useful lives are amortized on a straight-line basis over their useful lives.

Property, Plant and Equipment: Property, plant and equipment are stated at cost, net of accumulated depreciation. Improvements and replacements are capitalized while expenditures for maintenance and repairs are charged to expense as incurred. Provisions for depreciation are computed using the straight-line method over the estimated useful life of the asset. Depreciation expense was approximately \$1.7 million, \$1.0 million, and \$1.0 million during fiscal years 2015, 2014, and 2013, respectively. Property, plant and equipment consist of the following (in thousands):

	May 30, 2015	May 31, 2014
Land and improvements	\$ 1,594	\$ 1,598
Buildings and improvements	18,883	18,456
Computer and communications equipment	6,774	3,792
Construction in progress	1,218	1,377
Machinery and other equipment	6,562	5,795
	\$ 35,031	\$ 31,018
Accumulated depreciation	(24,950	) (23,795
Property, plant, and equipment, net	\$ 10,081	\$ 7,223
Supplemental disclosure information of the estimated useful life of the asset:		
Land improvements		10 years
Buildings and improvements		10 - 30 years
Computer and communications equipment		3 - 10 years
Machinery and other equipment		3 - 10 years

We review property, plant and equipment for impairment whenever adverse events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable. We have concluded that property, plant and equipment reported as of May 30, 2015, were not impaired.

Accrued Liabilities: Accrued liabilities consist of the following (in thousands):

	May 30, 2015	May 31, 2014
Compensation and payroll taxes	\$ 4,303	\$ 4,692
Income taxes	572	68
Professional fees	885	560
Other accrued expenses	4,384	3,900
Accrued Liabilities	\$ 10,144	\$ 9,220

Warranties: We offer warranties for the limited number of specific products we manufacture. We also provide extended warranties for some products we sell that lengthen the period of coverage specified in the manufacturer's original warranty. Our warranty terms generally range from one to three years.

We estimate the cost to perform under the warranty obligation and recognize this estimated cost at the time of the related product sale. We record expense related to our warranty obligations as cost of sales in our consolidated statements of comprehensive income (loss). Each quarter, we assess actual warranty costs incurred on a product-by-product basis and compare the warranty costs to our estimated warranty obligation. With respect to new products, estimates are based generally on knowledge of the products, the extended warranty period, and warranty experience.

Warranty reserves are established for costs that are expected to be incurred after the sale and delivery of products under warranty. Warranty reserves are included in accrued liabilities on our consolidated balance sheets. The warranty reserves are determined based on known product failures, historical experience, and other available evidence.



Table of Contents

Changes in the warranty reserve during fiscal 2015 and 2014 were as follows (in thousands):

	Warranty Reserve
Balance at June 1, 2013	\$188
Accruals for products sold	202
Utilization	(215 )
Balance at May 31, 2014	\$175
Accruals for products sold	116
Utilization	(103 )
Balance at May 30, 2015	\$188

Other Non-Current Liabilities: Other non-current liabilities of \$1.2 million at May 30, 2015, and \$1.3 million at May 31, 2014, primarily represent employee-benefits obligations in various non-US locations.

Share-Based Compensation: We measure and recognize compensation cost at fair value for all share-based payments, including stock options. We estimate fair value using the Black-Scholes option-pricing model, which requires assumptions such as expected volatility, risk-free interest rate, expected life, and dividends. Compensation cost is recognized using a graded-vesting schedule over the applicable vesting period. Share-based compensation expense totaled approximately \$0.7 million during fiscal 2015, \$0.8 million during fiscal 2014, and \$0.6 million during fiscal 2013.

Stock options granted generally vest over a period of five years and have contractual terms to exercise of 10 years. A summary of stock option activity is as follows (in thousands, except option prices and years):

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Options Outstanding at June 2, 2012	766	\$9.52		
Granted	225	11.70		
Exercised	(31 )	6.37		
Forfeited	(14 )	10.40		
Cancelled	(2 )	12.43		
Options Outstanding at June 1, 2013	944	\$10.13		
Granted	224	11.15		
Exercised	(32 )	5.84		
Forfeited	(54 )	11.73		
Cancelled	(17 )	11.52		
Options Outstanding at May 31, 2014	1,065	\$10.37		
Granted	225	9.92		
Exercised	(47 )	6.53		
Forfeited	(34 )	11.42		
Cancelled	(72 )	11.19		
Options Outstanding at May 30, 2015	1,137	\$10.35	6.5	\$594
Options Vested at May 30, 2015	608	\$9.83	4.9	\$594

There were 47,000 stock options exercised during fiscal 2015, with cash received of \$0.3 million. The total intrinsic value of options exercised totaled \$0.2 million during fiscal 2015, \$0.2 million during fiscal 2014, and \$0.1 million during fiscal 2013. The weighted average fair value of stock option grants was \$3.71 during fiscal 2015, \$4.53 during fiscal 2014, and \$4.75 during fiscal 2013. As of May 30, 2015, total unrecognized compensation costs related to unvested stock options was approximately \$2.1 million which is expected to be recognized over the remaining weighted average period of five years. The total grant date fair value of stock options vested during fiscal 2015 was \$0.7 million.



Table of Contents

The fair value of stock options is estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Fiscal Year Ended			
	May 30, 2015	May 31, 2014	June 1, 2013	
Expected volatility	46.12	% 49.31	% 50.79	%
Risk-free interest rate	2.12	% 2.03	% 1.12	%
Expected lives (years)	6.47	6.47	6.37	
Annual cash dividend	\$0.24	\$0.24	\$0.24	

The expected volatility assumptions are based on historical experience. The risk-free interest rate is based on the yield of a treasury note with a remaining term equal to the expected life of the stock option.

The expected stock option life assumption is based on the Securities and Exchange Commission's ("SEC") guidance in Staff Accounting Bulletin ("SAB") No. 107 ("SAB No. 107"). On December 21, 2007, the SEC issued SAB No. 110 stating that they will continue to accept SAB No. 107, past the original expiration date of December 31, 2007. For stock options granted during fiscal years 2015, 2014, and 2013, we believe that our historical stock option experience does not provide a reasonable basis upon which to estimate expected term. We utilized the Safe Harbor option, or Simplified Method, to determine the expected term of these options in accordance with SAB No. 107 for options granted. We intend to continue to utilize the Simplified Method for future grants in accordance with SAB No. 110 until such time that we believe that our historical stock option experience will provide a reasonable basis to estimate an expected term.

The following table summarizes information about stock options outstanding at May 30, 2015 (in thousands, except option prices and years):

Exercise Price Range	Outstanding			Aggregate Intrinsic Value	Vested			Aggregate Intrinsic Value
	Shares	Price	Life		Shares	Price	Life	
\$4.26 to \$7.24	185	\$5.70	3.8	\$547	185	\$5.75	3.8	\$547
\$7.32 to \$11.14	507	\$10.16	7.7	\$47	131	\$8.96	4.4	\$47
\$11.50 to \$13.76	445	\$12.51	6.3	\$—	292	\$12.66	6.0	\$—
Total	1,137	\$10.35	6.5	\$594	608	\$9.83	4.9	\$594

As of May 30, 2015, we did not have any unvested restricted shares.

Compensation effects arising from issuing stock awards have been charged against income and recorded as additional paid-in-capital in the consolidated statements of stockholder's equity during fiscal 2015, 2014, and 2013.

The Employees' 2011 Long-Term Incentive Compensation Plan authorizes the issuance of up to 750,000 shares as incentive stock options, non-qualified stock options, or stock awards. Under this plan, 187,000 shares are reserved for future issuance. The Plan authorizes the granting of stock options at the fair market value at the date of grant.

Generally, these options become exercisable over five years and expire up to 10 years from the date of grant.

On June 16, 2005, our Board of Directors adopted the 2006 Stock Option Plan for Non-Employee Directors which authorizes the issuance of up to 400,000 shares as non-qualified stock options. Under this plan, 65,000 shares of common stock have been reserved for future issuance relating to stock options exercisable based on the passage of time. Each option is exercisable over a period of time from its date of grant at the market value on the grant date and expires after 10 years and one month.

Earnings per Share: We have authorized 17,000,000 shares of common stock, and 3,000,000 shares of Class B common stock. The Class B common stock has 10 votes per share and has transferability restrictions; however, Class B common stock may be converted into common stock on a share-for-share basis at any time. With respect to dividends and distributions, shares of common stock and Class B common stock rank equally and have the same

rights, except that Class B common stock cash dividends are limited to 90% of the amount of Class A common stock cash dividends.

In accordance with ASC 260-10, Earnings Per Share (“ASC 260”), our Class B common stock is considered a participating security requiring the use of the two-class method for the computation of basic and diluted earnings per share. The

36

---

Table of Contents

two-class computation method for each period reflects the cash dividends paid per share for each class of stock, plus the amount of allocated undistributed earnings per share computed using the participation percentage which reflects the dividend rights of each class of stock. Basic and diluted earnings per share were computed using the two-class method as prescribed in ASC 260. The shares of Class B common stock are considered to be participating convertible securities since the shares of Class B common stock are convertible on a share-for-share basis into shares of common stock and may participate in dividends with common stock according to a predetermined formula which is 90% of the amount of Class A common stock cash dividends.

The per share amounts presented in the consolidated statements of comprehensive income (loss) are based on the following (amounts in thousands, except per share amounts):

	For the Fiscal Year Ended					
	May 30, 2015		May 31, 2014		June 1, 2013	
	Basic	Diluted	Basic	Diluted	Basic	Diluted
Numerator for Basic and Diluted EPS:						
Income (loss) from continuing operations	\$(5,528 )	\$(5,528 )	\$(345 )	\$(345 )	\$482	\$482
Less dividends:						
Common stock	2,794	2,794	2,853	2,853	2,971	2,971
Class B common stock	466	466	488	488	600	600
Undistributed earnings (losses)	\$(8,788 )	\$(8,788 )	\$(3,686 )	\$(3,686 )	\$(3,089 )	\$(3,089 )
Common stock undistributed earnings (losses)	\$(7,539 )	\$(7,539 )	\$(3,151 )	\$(3,151 )	\$(2,570 )	\$(2,575 )
Class B common stock undistributed earnings (losses)	(1,249 )	(1,249 )	(535 )	(535 )	(519 )	(514 )
Total undistributed earnings (losses)	\$(8,788 )	\$(8,788 )	\$(3,686 )	\$(3,686 )	\$(3,089 )	\$(3,089 )
Income (loss) from discontinued operations	\$(31 )	\$(31 )	\$(170 )	\$(170 )	\$766	\$766
Less dividends:						
Common stock	2,794	2,794	2,853	2,853	2,971	2,971
Class B common stock	466	466	488	488	600	600
Undistributed earnings (losses)	\$(3,291 )	\$(3,291 )	\$(3,511 )	\$(3,511 )	\$(2,805 )	\$(2,805 )
Common stock undistributed earnings (losses)	\$(2,823 )	\$(2,823 )	\$(3,001 )	\$(3,001 )	\$(2,334 )	\$(2,338 )
Class B common stock undistributed earnings (losses)	(468 )	(468 )	(510 )	(510 )	(471 )	(467 )
Total undistributed earnings (losses)	\$(3,291 )	\$(3,291 )	\$(3,511 )	\$(3,511 )	\$(2,805 )	\$(2,805 )
Net income (loss)	\$(5,559 )	\$(5,559 )	\$(515 )	\$(515 )	\$1,248	\$1,248
Less dividends:						
Common stock	2,794	2,794	2,853	2,853	2,971	2,971
Class B common stock	466	466	488	488	600	600
Undistributed earnings (losses)	\$(8,819 )	\$(8,819 )	\$(3,856 )	\$(3,856 )	\$(2,323 )	\$(2,323 )
Common stock undistributed earnings (losses)	\$(7,565 )	\$(7,565 )	\$(3,296 )	\$(3,296 )	\$(1,933 )	\$(1,937 )
Class B common stock undistributed earnings (losses)	(1,254 )	(1,254 )	(560 )	(560 )	(390 )	(386 )
Total undistributed earnings (losses)	\$(8,819 )	\$(8,819 )	\$(3,856 )	\$(3,856 )	\$(2,323 )	\$(2,323 )
Denominator for basic and diluted EPS:						
Common stock weighted average shares	11,682	11,682	11,915	11,915	12,448	12,448
Class B common stock weighted average shares, and shares under if-converted method for diluted EPS	2,151	2,151	2,250	2,250	2,790	2,790
Effect of dilutive securities						
Dilutive stock options		—		—		134
		13,833		14,165		15,372

Denominator for diluted EPS adjusted for  
weighted average shares and assumed  
conversions

Income (loss) from continuing operations per  
share:

Common stock	\$(0.41	)	\$(0.41	)	\$(0.03	)	\$(0.03	)	\$0.03	\$0.03
Class B common stock	\$(0.36	)	\$(0.36	)	\$(0.02	)	\$(0.02	)	\$0.03	\$0.03

Income (loss) from discontinued operations per  
share:

Common stock	\$—		\$—		\$(0.01	)	\$(0.01	)	\$0.05	\$0.05
Class B common stock	\$—		\$—		\$(0.01	)	\$(0.01	)	\$0.05	\$0.05

Net income (loss) per share:

Common stock	\$(0.41	)	\$(0.41	)	\$(0.04	)	\$(0.04	)	\$0.08	\$0.08
Class B common stock	\$(0.36	)	\$(0.36	)	\$(0.03	)	\$(0.03	)	\$0.08	\$0.08

Table of Contents

Note: Common stock options that were anti-dilutive and not included in diluted earnings per common share for fiscal 2015, fiscal 2014, and fiscal 2013 were 880,589; 489,064; and 280,764, respectively.

New Accounting Pronouncements: In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 is principles based guidance that can be applied to all contracts with customers, enhancing comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets. The core principle of the guidance is that entities should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The guidance details the steps entities should apply to achieve the core principle. For public entities, ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period; early adoption is not permitted. We are currently evaluating the impact that the adoption of ASU 2014-09 will have on our financial condition, results of operations and disclosures.

#### 4. DISCONTINUED OPERATIONS

##### Financial Summary - Discontinued Operations

Summary financial results for fiscal 2015, 2014, and 2013 are presented in the following table (in thousands):

	Fiscal 2015	Fiscal 2014	Fiscal 2013
Net sales	\$—	\$402	\$636
Gross loss <sup>(1)</sup>	—	(330)	(553)
Selling, general, and administrative expenses <sup>(2)</sup>	—	215	714
Additional (gain)/loss on sale	—	—	18
Income tax provision (benefit) <sup>(3)</sup>	31	(375)	(2,051)
Income (loss) from discontinued operations, net of tax	(31)	(170)	766

##### Notes:

- (1) Gross loss for fiscal years 2014 and 2013 includes unabsorbed manufacturing labor and overhead expenses related to the Manufacturing Agreement with RFPD which ended March 1, 2014.
- (2) Selling, General and Administrative expenses in fiscal years 2014 and 2013 related primarily to professional fees for tax audits resulting from the Transaction.
- (3) The income tax provision for fiscal year 2015 was due to an income tax audit as a result of the Transaction. The income tax benefits in fiscal years 2014 and 2013 relates to the reversal of tax reserves.

Assets and liabilities classified as discontinued operations on our consolidated balance sheets as of May 30, 2015, and May 31, 2014, include the following (in thousands):

	May 30, 2015	May 31, 2014
Inventories	\$—	\$18
Discontinued operations - Assets	\$—	\$18
Accrued liabilities - current	\$—	\$7
Accrued liabilities - non-current	—	130
Discontinued operations - Liabilities	\$—	\$137

#### 5. RELATED PARTY TRANSACTION

On October 16, 2014, the Company repurchased 50,000 Class B shares from the Richardson Wildlife Foundation, an Illinois not-for-profit corporation, at a negotiated price of \$9.91 per share. Edward Richardson, Chairman and CEO of the Company,





Table of Contents

also serves as President of the Richardson Wildlife Foundation. These shares were repurchased pursuant to the Company's share repurchase authorization approved by its Board of Directors. Mr. Richardson filed a Form 4 to record the gifting of his Class B shares.

On August 9, 2013, the Company repurchased 300,000 Class B shares from Mr. Richardson at a negotiated price of \$11.50 per share. On May 15, 2013, the Company repurchased 48,925 Class B shares from the Richardson Wildlife Foundation and an additional 200,000 Class B shares from Mr. Richardson at a negotiated price of \$11.70 per share. These shares were repurchased pursuant to the Company's share repurchase authorization approved by its Board of Directors. Mr. Richardson filed a Form 4 to record the gifting or sale of his Class B shares.

## 6. GOODWILL AND OTHER INTANGIBLE ASSETS

### Goodwill

Changes in the carrying value of goodwill are as follows (in thousands):

	TOTAL
Balance at June 1, 2013	\$1,519
Premium Paid for WVS Acquisition	25
Foreign currency translation	127
Impairment on goodwill	(1,671)
Balance at May 31, 2014	\$—
Balance at May 30, 2015	\$—

Goodwill is initially recorded based on the premium paid for acquisitions and is subsequently tested for impairment, using the first day of our fourth quarter as the measurement date. We test goodwill for impairment annually and whenever events or circumstances indicates an impairment may have occurred, such as a significant adverse change in the business climate, loss of key personnel or a decision to sell or dispose of a reporting unit.

In calculating the fair value for our reporting units, we performed extensive valuation analysis, utilizing both income and market approaches. The following describes the valuation methodologies used to derive the fair value of our EDG reporting unit:

**Income Approach:** To determine the estimated fair value of each reporting unit, we discount the expected cash flows which are developed by management. We estimate our future cash flows after considering current economic conditions and trends, estimated future operating results, our views of growth rates and anticipated future economic and regulatory conditions. To estimate cash flows beyond the final year of our models, we use a terminal value approach and incorporate the present value of the resulting terminal value into our estimate of fair value.

**Market-Based Approach:** To corroborate the results of the income approach described above, we estimate the fair value of our reporting unit using several market-based approaches, including the guideline company method, which focuses on comparing our risk profile and growth prospects to select reasonably similar publicly traded companies. Projected future operating results and cash flows used for valuation purposes may reflect considerable improvements relative to historical periods with respect to, among other things, revenue growth and operating margins. Although we believe our projected future operating results and cash flows and related estimates regarding fair values are based on reasonable assumptions, historically, projected operating results and cash flows have not always been achieved. In accordance with ASC 350 "Intangibles - Goodwill and Other", if indicators of impairment are deemed to be present, we would perform an interim impairment test and any resulting impairment loss would be charged to expense in the period identified.

Table of Contents

We did not have any goodwill on our balance sheet as of May 30, 2015. The results of our goodwill impairment tests as of March 1, 2014, indicated that the value of goodwill attributed to our EDG segment was fully impaired. Certain indicators existed to suggest our EDG reporting unit was at risk of its carrying value exceeding its fair value. This included a reduction in the EDG core business as well as a reduction in our forecasted financial results due to the uncertainty with our growth initiatives. As a result, we recorded a pre-tax goodwill impairment charge of \$1.7 million. Additionally, a \$0.4 million tax benefit was recorded related to the goodwill impairment.

**Intangible Assets**

Intangible assets are initially recorded at their fair market values determined on quoted market prices in active markets, if available, or recognized valuation models. Intangible assets that have finite useful lives are amortized on a straight-line basis over their useful lives.

Our intangible assets represent the fair value for trade name, customer relationships, and non-compete agreements acquired in connection with the acquisition of Powerlink during the second quarter of fiscal 2012 and the acquisition of D and C during the second quarter of fiscal 2013.

Intangible assets subject to amortization as well as amortization expense are as follows (in thousands):

	Intangible Assets Subject to Amortization as of	
	May 30, 2015	May 31, 2014
Gross Amounts:		
Trade Name	\$29	\$29
Customer Relationship	948	977
Non-compete Agreements	47	47
Total Gross Amounts	\$1,024	\$1,053
Accumulated Amortization:		
Trade Name	\$29	\$18
Customer Relationship	221	178
Non-compete Agreements	31	14
Total Accumulated Amortization	\$281	\$210
Net Intangibles	\$743	\$843

We determined that other intangibles were not impaired on the basis of the future undiscounted cash flows expected. The amortization expense associated with the intangible assets subject to amortization for the next five years is presented in the following table (in thousands):

Fiscal Year	Amortization Expense
2016	\$66
2017	57
2018	55
2019	46
2020	44
Thereafter	475

The weighted average number of years of amortization expense remaining is 16.4 years.

Table of Contents

## 7. LEASE OBLIGATIONS, OTHER COMMITMENTS, AND CONTINGENCIES

We lease certain warehouse and office facilities and office equipment under non-cancelable operating leases. Rent expense from continuing operations for fiscal 2015, 2014, and 2013 was \$1.8 million, \$1.5 million, and \$1.6 million, respectively. Under the terms of the Transaction, Arrow assumed many of our facility leases and we are sub-leasing space from Arrow. Our future lease commitments for minimum rentals, including common area maintenance charges and property taxes during the next five years have been adjusted to reflect the Transaction as follows (in thousands):

Fiscal Year	Payments
2016	\$1,405
2017	609
2018	341
2019	273
2020	224
Thereafter	264

## 8. INCOME TAXES

Income (loss) before income taxes includes the following components (in thousands):

	Fiscal Year Ended		
	May 30, 2015	May 31, 2014	June 1, 2013
United States	\$(9,287	) \$(1,399	) \$(2,716
Foreign	2,293	747	3,358
Income (loss) before income taxes	\$(6,994	) \$(652	) \$642

The provision (benefit) for income taxes for fiscal 2015, 2014, and 2013 consists of the following (in thousands):

	Fiscal Year Ended		
	May 30, 2015	May 31, 2014	June 1, 2013
Current:			
Federal	\$(326	) \$214	\$ (974
State	14	1	56
Foreign	191	601	970
Total current	\$(121	) \$816	\$52
Deferred:			
Federal	\$(1,964	) \$(585	) \$(213
State	530	(169	) 151
Foreign	89	(369	) 170
Total deferred	\$(1,345	) \$(1,123	) \$108
Income tax provision (benefit)	\$(1,466	) \$(307	) \$160

Table of Contents

The differences between income taxes at the U.S. federal statutory income tax rate of 34% and the reported income tax provision (benefit) for fiscal 2015, 2014, and 2013 are summarized as follows:

	Fiscal Year Ended			
	May 30, 2015	May 31, 2014	June 1, 2013	
Federal statutory rate	34.0	% 34.0	% 34.0	%
Effect of:				
State income taxes, net of federal tax benefit	5.3	14.1	(14.5	)
Foreign income inclusion	(1.6	) (10.2	) 24.7	
Foreign taxes at other rates	4.4	(4.4	) (44.6	)
Permanent tax differences	(0.5	) (3.9	) 3.2	
Intercompany items	2.2	(11.0	) —	
Compensation items	—	(12.7	) —	
Tax reserves	0.8	(7.2	) (23.5	)
Additional U.S. tax on undistributed foreign earnings	(0.5	) 37.6	33.8	
Net increase in valuation allowance for deferred tax assets	(27.3	) (3.4	) 18.1	
Additional benefit for carryback of current year federal loss	—	—	(6.1	)
Return to provision adjustments	4.0	15.3	—	
Other	0.1	(1.2	) (0.2	)
Effective tax rate	20.9	% 47.0	% 24.9	%

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Our deferred tax assets and liabilities reflect continuing operations as of May 30, 2015 and May 31, 2014. Significant components are as follows (in thousands):

	Fiscal Year Ended		
	May 30, 2015	May 31, 2014	
Deferred tax assets:			
NOL carryforwards - foreign and domestic	\$5,960	\$3,405	
Inventory valuations	1,060	1,130	
Goodwill	1,031	989	
Foreign tax credits	322	—	
Severance reserve	—	367	
Foreign capital loss	1,073	1,093	
Other	1,983	2,753	
Subtotal	\$11,429	\$9,737	
Valuation allowance - foreign and domestic	(5,158	) (4,070	)
Net deferred tax assets after valuation allowance	\$6,271	\$5,667	
Deferred tax liabilities:			
Accelerated depreciation	\$(218	) \$(317	)
Tax on undistributed earnings	(4,813	) (7,031	)
Other	(202	) (659	)
Subtotal	\$(5,233	) \$(8,007	)
Net Deferred tax assets (liabilities)	\$1,038	\$(2,340	)
Supplemental disclosure of deferred tax assets (liabilities) information:			
Domestic	\$3,477	\$(1,797	)
Foreign	\$2,710	\$3,527	

Total	\$6,187	\$1,730
-------	---------	---------

42

---

Table of Contents

As of May 30, 2015, we had approximately \$3.0 million of federal net operating loss (“NOL”) carryforwards. Domestic state NOL carryforwards amounted to approximately \$2.4 million. Foreign NOL carryforwards totaled approximately \$0.6 million with various or indefinite expiration dates. We also have \$0.3 million of foreign tax credit carryforwards as of May 30, 2015. We do not have any alternative minimum tax credit carryforward as of May 30, 2015.

We have historically determined that certain undistributed earnings of our foreign subsidiaries, to the extent of cash available, will be repatriated to the U.S. Accordingly, we have provided a deferred tax liability totaling \$4.8 million and \$7.0 million as of May 30, 2015 and May 31, 2014, respectively, on foreign earnings of \$37.2 million and \$41.3 million, respectively. In addition, as of May 30, 2015, \$33.7 million of cumulative positive earnings of some of our foreign subsidiaries are still considered permanently reinvested pursuant to ASC 740-30, Income Taxes - Other Considerations or Special Areas (“ASC 740-30”). Due to various tax attributes that are continuously changing, it is not practicable to determine what, if any, tax liability might exist if such earnings were to be repatriated.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. A significant component of objective evidence evaluated was the cumulative income or loss incurred in each jurisdiction over the three-year period ended May 30, 2015. Such objective evidence limits the ability to consider subjective evidence such as future income projections. We considered other positive evidence in determining the need for a valuation allowance in the U.S. including the repatriation of foreign earnings which we do not consider permanently reinvested in certain of our foreign subsidiaries. The weight of this positive evidence is not sufficient to outweigh other negative evidence in evaluating our need for a valuation allowance in the U.S. jurisdiction.

On the basis of this evaluation, as of May 30, 2015, a valuation allowance of \$5.2 million has been established to record only the portion of the deferred tax asset that will more likely than not be realized. The valuation allowance relates to deferred tax assets in foreign jurisdictions where historical taxable losses have been incurred. We also recorded a valuation allowance for all domestic federal and state net deferred tax assets considering the significant cumulative losses in the U.S. jurisdiction, the reversal of the deferred tax liability for foreign earnings, and no forecast of additional U.S. income. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income during the carryforward period are increased, or if objective negative evidence in the form of cumulative losses is no longer present and additional weight may be given to subjective evidence such as our projections for growth.

Income taxes paid, including foreign estimated tax payments, were \$0.5 million, \$2.1 million, and \$1.7 million during fiscal 2015, 2014, and 2013, respectively.

In the normal course of business, we are subject to examination by taxing authorities throughout the world. Generally, years prior to fiscal 2005 are closed for examination under the statute of limitation for U.S. federal, state or local, or non-U.S. tax jurisdictions. We are also currently under examination in Germany (fiscal 2008, 2009, 2010, and 2011). Our primary foreign tax jurisdictions are Germany and the Netherlands. We have tax years open in Germany beginning in fiscal 2008 and the Netherlands beginning in fiscal 2009.

The uncertain tax positions as of May 30, 2015 and May 31, 2014, totaled \$2.0 million and \$0.2 million, respectively. Unrecognized tax benefits of \$0.1 million would affect our effective tax rate if recognized. The following table summarizes the activity related to the unrecognized tax benefits (in thousands):

	Fiscal Year Ended		
	May 30, 2015	May 31, 2014	
Unrecognized tax benefits, beginning of period	\$161	\$32	
Increase due to currency translation	—	7	
Increase in positions taken in prior period	2,000	163	
Increase in positions taken in current period	—	—	
Decrease in positions due to settlements	(161	) —	
Decrease related to the expiration of statute of limitations	—	(41	)
Unrecognized tax benefits, end of period	\$2,000	\$161	



Table of Contents

Unrecognized tax benefits for continuing and discontinued operations are as follows (in thousands):

	Fiscal Year Ended	
	May 30, 2015	May 31, 2014
Continuing operations	\$117	\$66
Discontinuing operations <sup>(1)</sup>	1,883	95
	\$2,000	\$161

(1) Relates to an amended state income tax return

We record penalties and interest relating to uncertain tax positions in the income tax expense line item within the Consolidated Statements of Comprehensive Income (Loss). Accrued interest and penalties are included within the related tax liability line in the Consolidated Balance Sheets. We have not recorded a liability for interest and penalties as of May 30, 2015, and less than \$0.1 million, of interest and penalties was recorded during May 31, 2014.

It is not expected that there will be a change in the unrecognized tax benefits due to the expiration of various statutes of limitations within the next 12 months.

#### 9. EMPLOYEE BENEFIT PLANS

**Employee Profit Sharing Plan:** The employee profit sharing plan is a defined contribution profit sharing plan for employees. The profit sharing plan has a 401(k) provision whereby we match 50% of employee contributions up to 4.0% of pay. Charges to expense for matching contributions to this plan were \$0.3 million, \$0.3 million, and \$0.2 million, during fiscal years 2015, 2014, and 2013, respectively.

#### 10. SEGMENT AND GEOGRAPHIC INFORMATION

During the first quarter of fiscal 2015, we created a new strategic business unit called Healthcare. As hospitals remain under pressure to reduce costs while serving a much larger customer base, there is a growing demand for independent sources of high value replacement parts for diagnostic imaging. Having access to parts that are tested and in stock enables hospitals to terminate expensive service contracts with OEM and instead use third party service providers or in-house technicians. With our global infrastructure, technical sales team, and experience servicing the healthcare market, we are well positioned to take advantage of this market opportunity. Over time, our plan is to expand our position from being the leader in power grid tubes to a key player in the high growth, high profile healthcare industry. In accordance with ASC 280-10, Segment Reporting, we have identified three reportable segments: EDG and Canvys, and Healthcare.

Electron Device Group ("EDG"), renamed Power and Microwave Technologies Group in July 2015, provides engineered solutions and distributes electronic components to customers in alternative energy, aviation, broadcast, communications, industrial, marine, medical, military, scientific, and semiconductor markets. EDG focuses on various applications including broadcast transmission, CO2 laser cutting, diagnostic imaging, dielectric and induction heating, high energy transfer, high voltage switching, plasma, power conversion, radar, and radiation oncology. EDG also offers its customers technical services for both microwave and industrial equipment. In July 2015, EDG was re-named Power and Microwave Technologies Group.

Canvys provides customized display solutions serving the corporate enterprise, financial, industrial, and OEM markets.

Healthcare manufactures, distributes and services high value replacement parts for the healthcare market including hospitals, medical centers, independent service organizations, and multi-vendor service providers. Products include power grid tubes, hydrogen thyratrons, klystrons, magnetrons; Image Systems medical displays and workstations for picture archiving and communication systems ("PACS"); visual solutions for operating rooms/surgical environments; digital radiography solutions including replacement flat panel detectors and upgrades; and additional replacement components currently under development for the diagnostic imaging service market. Through a combination of newly developed products and partnerships, service offerings, and training programs, we believe we can help our customers improve efficiency and deliver better clinical outcomes while lowering the cost of healthcare delivery.



Table of Contents

The CEO evaluates performance and allocates resources primarily based on the gross profit of each segment.

Operating results by segment are summarized in the following table (in thousands):

	Fiscal Year Ended		
	May 30, 2015	May 31, 2014	June 1, 2013
EDG			
Net Sales	\$105,748	\$103,274	\$102,593
Gross Profit	33,098	31,610	31,431
Canvys			
Net Sales	\$24,645	\$27,857	\$32,139
Gross Profit	6,457	7,588	8,142
Healthcare			
Net Sales	\$6,564	\$6,829	\$6,334
Gross Profit	1,583	1,816	1,972

A reconciliation of assets to the relevant consolidated amount is as follows (in thousands):

	May 30, 2015	May 31, 2014
Segment assets	\$60,200	\$52,790
Cash and cash equivalents	74,535	102,752
Investments - current	23,692	31,732
Other current assets <sup>(1)</sup>	3,494	5,790
Net property	10,081	7,223
Investments - non-current	11,549	1,516
Other assets - non-current deferred income taxes	1,443	1,724
Assets of discontinued operations <sup>(2)</sup>	—	18
Total assets	\$184,994	\$203,545

(1) Other current assets include miscellaneous receivables, prepaid expenses, and current deferred income taxes.

(2) See Note 4 "Discontinued Operations".

Geographic net sales information is primarily grouped by customer destination into five areas: North America; Asia/Pacific; Europe; Latin America; and Other.

Net sales and gross profit by geographic region are summarized in the following table (in thousands):

	Fiscal Year Ended		
	May 30, 2015	May 31, 2014	June 1, 2013
Net Sales			
North America	\$59,742	\$57,137	\$62,269
Asia/Pacific	24,605	24,069	22,732
Europe	44,425	47,610	45,663
Latin America	8,275	8,936	9,447
Other (1)	(90)	) 208	955
Total	\$136,957	\$137,960	\$141,066
Gross Profit			
North America	\$20,352	\$18,905	\$20,963
Asia/Pacific	7,967	7,849	7,805
Europe	14,051	15,506	14,248
Latin America	3,082	3,231	3,296
Other (1)	(4,314)	) (4,477)	) (4,767)
Total	\$41,138	\$41,014	\$41,545



Table of Contents

(1) Other primarily includes net sales not allocated to a specific geographical region, unabsorbed value-add costs, and other unallocated expenses.

We sell our products to customers in diversified industries and perform periodic credit evaluations of our customers' financial condition. Terms are generally on open account, payable net 30 days in North America, and vary throughout Asia/Pacific, Europe, and Latin America. Estimates of credit losses are recorded in the financial statements based on monthly reviews of outstanding accounts.

Net assets by geographic region are summarized in the following table (in thousands):

	Fiscal Year Ended		
	May 30, 2015	May 31, 2014	June 1, 2013
Net Assets			
North America	\$76,153	\$88,902	\$103,006
Asia/Pacific	44,602	45,334	43,604
Europe	34,127	38,407	36,373
Latin America	1,770	2,202	2,256
Total	\$156,652	\$174,845	\$185,239

#### 11. LITIGATION

We are involved in several pending judicial proceedings concerning matters arising in the ordinary course of business. While the outcome of litigation is subject to uncertainties, based on information available at the time the financial statements were issued, we determined disclosure of contingencies relating to any of our pending judicial proceedings was not necessary because there was less than a reasonable possibility that a material loss had been incurred.

During fiscal 2014, we received settlements in the amount of \$2.5 million related to an antitrust class action lawsuit settlement. The settlement was recorded as proceeds from legal settlement within the Other Income section of our Consolidated Statements of Comprehensive Income (Loss).

#### 12. FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurements and Disclosures ("ASC 820"), defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements.

ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists; therefore requiring an entity to develop its own assumptions.

As of May 30, 2015, we held investments that are required to be measured at fair value on a recurring basis. Our investments consist of time deposits and CDs, where face value is equal to fair value, and equity securities of publicly traded companies for which market prices are readily available.

Table of Contents

Investments measured at fair value on a recurring basis subject to the disclosure requirements of ASC 820 as of May 30, 2015 and May 31, 2014, were as follows (in thousands):

	Level 1	Level 2	Level 3
May 30, 2015			
Time deposits/CDs	\$34,665	\$—	\$—
Equity securities	576	—	—
Total	\$35,241	\$—	\$—
May 31, 2014			
Time deposits/CDs	\$32,732	\$—	\$—
Equity securities	516	—	—
Total	\$33,248	\$—	\$—

Table of Contents

## 13. VALUATION AND QUALIFYING ACCOUNTS

The following table presents the valuation and qualifying account activity for fiscal year ended May 30, 2015, May 31, 2014, and June 1, 2013, (in thousands):

Description	Balance at beginning of period	Charged to expense		Deductions		Balance at end of period
Year ended May 30, 2015						
Allowance for doubtful accounts	\$581	\$(221	) (1)	\$77	(2)	\$283
Inventory provisions	3,141	228	(3)	378	(4)	2,991
Year ended May 31, 2014						
Allowance for doubtful accounts	\$1,092	\$114		\$625	(2)	\$581
Inventory provisions	2,715	751	(3)	325	(4)	3,141
Year ended June 1, 2013						
Allowance for doubtful accounts	\$1,058	\$135		\$101	(2)	\$1,092
Inventory provisions	2,976	412	(3)	673	(4)	2,715

## Notes:

- (1) Charges to bad debt expense, net impact for FY15 was a recovery of \$0.2 million primarily due to negotiations and resolutions with a large European customer.
- (2) Uncollectible amounts written off, net of recoveries and foreign currency translation.  
Charges to cost of sales. Included in fiscal 2015 are inventory write-downs of \$0.1 million for EDG and \$0.1 million for Canvys, and less than \$0.1 million for Healthcare. Included in fiscal 2014 are inventory write-downs of \$0.6 million for EDG and \$0.2 million for Canvys. Included in fiscal 2013 are inventory write-downs of \$0.2 million for EDG and \$0.2 million for Canvys.
- (3) Inventory disposed of or sold, net of foreign currency translation.
- (4) Inventory disposed of or sold, net of foreign currency translation.

Table of Contents

## 14. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

Description	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal 2015				
Net sales	\$34,699	\$33,841	\$33,471	\$34,946
Gross profit	10,658	10,462	9,800	10,218
Loss from continuing operations	(83	) (1,144	) (2,198	) (2,103
Income (loss) from discontinued operations	—	87	—	(118
Net loss	(83	) (1,057	) (2,198	) (2,221
Loss from continuing operations				
Common stock - basic	\$(0.01	) \$(0.08	) \$(0.16	) \$(0.16
Class B common stock - basic	\$(0.01	) \$(0.07	) \$(0.15	) \$(0.13
Common stock - diluted	\$(0.01	) \$(0.08	) \$(0.16	) \$(0.16
Class B common stock - diluted	\$(0.01	) \$(0.07	) \$(0.15	) \$(0.13
Income (loss) from discontinued operations				
Common stock - basic	\$—	\$0.01	\$—	\$(0.01
Class B common stock - basic	\$—	\$0.01	\$—	\$(0.01
Common stock - diluted	\$—	\$0.01	\$—	\$(0.01
Class B common stock - diluted	\$—	\$0.01	\$—	\$(0.01
Net Loss				
Common stock - basic	\$(0.01	) \$(0.07	) \$(0.16	) \$(0.17
Class B common stock - basic	\$(0.01	) \$(0.06	) \$(0.15	) \$(0.14
Common stock - diluted	\$(0.01	) \$(0.07	) \$(0.16	) \$(0.17
Class B common stock - diluted	\$(0.01	) \$(0.06	) \$(0.15	) \$(0.14
Fiscal 2014				
Net sales	\$34,257	\$35,436	\$32,884	\$35,383
Gross profit	10,192	11,007	9,651	10,164
Income (loss) from continuing operations	1,979	631	(112	) (2,843
Income (loss) from discontinued operations	(11	) (107	) (420	) 368
Net income (loss)	1,968	524	(532	) (2,475
Income (loss) from continuing operations				
Common stock - basic	\$0.14	\$0.05	\$(0.01	) \$(0.21
Class B common stock - basic	\$0.13	\$0.04	\$(0.01	) \$(0.19
Common stock - diluted	\$0.14	\$0.04	\$(0.01	) \$(0.21
Class B common stock - diluted	\$0.13	\$0.04	\$(0.01	) \$(0.19
Income (loss) from discontinued operations				
Common stock - basic	\$—	\$(0.01	) \$(0.03	) \$0.03
Class B common stock - basic	\$—	\$(0.01	) \$(0.03	) \$0.02
Common stock - diluted	\$—	\$(0.01	) \$(0.03	) \$0.03
Class B common stock - diluted	\$—	\$(0.01	) \$(0.03	) \$0.02
Net income (loss)				
Common stock - basic	\$0.14	\$0.04	\$(0.04	) \$(0.18
Class B common stock - basic	\$0.13	\$0.03	\$(0.04	) \$(0.17
Common stock - diluted	\$0.14	\$0.03	\$(0.04	) \$(0.18
Class B common stock - diluted	\$0.13	\$0.03	\$(0.04	) \$(0.17

Table of Contents

15. SUBSEQUENT EVENT

On June 15, 2015, Richardson Electronics, Ltd (“the Company”), acquired certain assets of International Medical Equipment and Services, Inc. (“IMES”), pursuant to the terms of the Purchase Agreement (“Agreement”).

IMES, based in South Carolina, provides reliable, cost-saving solutions worldwide for major brands of CT and MRI equipment. Annual sales of IMES are approximately \$10 million. This acquisition positions Richardson Healthcare to provide cost effective diagnostic imaging replacement parts and training to hospitals, diagnostic imaging centers, medical institutions, and independent service organizations. IMES offers an extensive selection of replacement parts, as well as an interactive training center, on-site test bays and experienced technicians who provide 24/7 customer support. Replacement parts are readily available and triple tested to provide peace of mind when uptime is critical. IMES core operations will remain in South Carolina. Richardson Healthcare will expand its replacement parts and training offerings geographically leveraging the Company’s global infrastructure.

The consideration paid by the Company to IMES at closing was \$12.2 million in cash. This includes the purchase of inventory, receivables, fixed assets, and certain other assets of the company. The total consideration paid excludes transaction costs and is subject to certain post-close adjustments.

In connection with the Agreement, the Company also entered into an Employment, Non-Disclosure, and Non-Compete Agreement (“Employment Agreement”) with Lee A. McIntyre III as the Company’s Executive Vice President, IMES. During the term of his employment, Mr. McIntyre will earn an annual base salary of \$300,000. In addition to his base salary, he will be entitled to an annual bonus equal to 20% of the EBITDA of IMES provided that EBITDA exceeds \$2.0 million inclusive of the bonus payment.

Table of Contents

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Richardson Electronics, Ltd.:

We have audited the accompanying consolidated balance sheet of Richardson Electronics, Ltd. as of May 30, 2015 and the related consolidated statement of comprehensive income (loss), stockholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Richardson Electronics, Ltd. at May 30, 2015, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Richardson Electronics, Ltd.'s internal control over financial reporting as of May 30, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated July 27, 2015, expressed an unqualified opinion thereon.

/s/ BDO USA, LLP  
Chicago, Illinois  
July 27, 2015



Table of Contents

Report of Independent Registered Public Accounting Firm  
The Board of Directors and Stockholders of Richardson Electronics, Ltd.:

We have audited the accompanying consolidated balance sheet of Richardson Electronics, Ltd. as of May 31, 2014, and the related consolidated statements of comprehensive income (loss), stockholders' equity, and cash flows for each of the two years in the period ended May 31, 2014. These financial statements are the responsibility of the Company'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 consolidated financial position of Richardson Electronics, Ltd. at May 31, 2014, and the consolidated results of its operations and its cash flows for each of the two years in the period ended May 31, 2014, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

Chicago, Illinois

July 25, 2014 except for note 5 and note 10, as to which the date is July 27, 2015

Table of Contents

Report of Independent Registered Public Accounting Firm  
The Board of Directors and Stockholders of Richardson Electronics, Ltd.:

We have audited Richardson Electronics, Ltd.'s internal control over financial reporting as of May 30, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Richardson Electronics, Ltd.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Item 9A, Management's Report on Internal Control Over Financial Reporting". Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit 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 effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Richardson Electronics, Ltd. maintained, in all material respects, effective internal control over financial reporting as of May 30, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Richardson Electronics, Ltd. as of May 30, 2015 and the related consolidated statement of comprehensive income (loss), stockholders' equity, and cash flows for the year then ended and our report dated July 27, 2015 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP  
Chicago, Illinois  
July 27, 2015

Table of Contents

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of May 30, 2015. Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of May 30, 2015.

(a) Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness of future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency in internal control over financial reporting that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Under the supervision of the Chief Executive Officer and Chief Financial Officer, management conducted an assessment of the effectiveness of our internal control over financial reporting as of May 30, 2015, based on the framework in the Internal Control-Integrated Framework (2013) published by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that assessment, management has concluded that the Company's internal control over financial reporting was effective as of May 30, 2015.

Management's assessment of the effectiveness of our internal control over financial reporting as of May 30, 2015, has been audited by BDO USA, LLP, an independent registered public accounting firm, as stated in their report which is included herein.

(a) Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the most recent fiscal year that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

ITEM 9B. OTHER INFORMATION

None

Results of Operation and Financial Condition and Declaration of Dividend

On July 22, 2015, we issued a press release reporting results for our fourth quarter and fiscal year ended May 30, 2015, and the declaration of a quarterly cash dividend. A copy of the press release is furnished as Exhibit 99.1 to this Form 10-K and incorporated by reference herein.

55

---

Table of Contents

## PART III

## ITEM 10. Directors, Executive Officers and Corporate Governance

Information concerning directors and executive officers of the registrant will be contained in our Proxy Statement to be issued in connection with our Annual Meeting of Stockholders scheduled to be held on October 6, 2015, and is incorporated herein by reference.

## ITEM 11. Executive Compensation

Information concerning executive compensation will be contained in our Proxy Statement to be issued in connection with our Annual Meeting of Stockholders scheduled to be held on October 6, 2015, and is incorporated herein by reference.

## ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information concerning security ownership of certain beneficial owners and management will be contained in our Proxy Statement to be issued in connection with our Annual Meeting of Stockholders scheduled to be held on October 6, 2015, and is incorporated herein by reference.

## Equity Compensation Plan Information

The following table sets forth information as of May 30, 2015, with respect to compensation plans under which equity securities are authorized for issuance:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Per Share Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)
Equity Compensation Plans Approved by Security Holders	1,113,675	\$ 10.30	251,542
Equity Compensation Plans Not Approved by Security Holders	23,564	(1) \$ 12.95	(1) —
Total	1,137,239	\$ 10.35	251,542

(1) Options issued in 1987 pursuant to an employment contract with a former officer and director of Richardson Electronics, Ltd.

## ITEM 13. Certain Relationships and Related Transactions, and Director Independence

Information concerning certain relationships and related transactions will be contained in our Proxy Statement to be issued in connection with our Annual Meeting of Stockholders scheduled to be held on October 6, 2015, and is incorporated herein by reference.

## ITEM 14. Principal Accountant Fees and Services

Information concerning accountant fees and services will be contained in our Proxy Statement to be issued in connection with our Annual Meeting of Stockholders scheduled to be held on October 6, 2015, and is incorporated herein by reference.

Table of Contents

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a) Exhibit

See Exhibit Index.

(b) Financial Statements and Financial Statement Schedules.

Our consolidated financial statements being filed as part of this Form 10-K are filed on Item 8 of this Form 10-K. All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

57

---

Table of Contents

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Richardson Electronics, Ltd.

Signature	Title	Date
By: /s/ Edward J. Richardson Edward J. Richardson	Chairman of the Board, Chief Executive Officer (Principal Executive Officer), President, and Director	July 27, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Edward J. Richardson Edward J. Richardson	Chairman of the Board, Chief Executive Officer (Principal Executive Officer), President, and Director	July 27, 2015
/s/ Kathleen S. Dvorak Kathleen S. Dvorak	Chief Financial Officer (Principal Financial Officer)	July 27, 2015
/s/ James M. Dudek Jr. James M. Dudek Jr.	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	July 27, 2015
/s/ Paul J. Plante Paul J. Plante	Director	July 27, 2015
/s/ Jacques Belin Jacques Belin	Director	July 27, 2015
/s/ James Benham James Benham	Director	July 27, 2015
/s/ Kenneth Halverson Kenneth Halverson	Director	July 27, 2015
/s/ Scott Hodes Scott Hodes	Director	July 27, 2015

Table of Contents

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a) List of Documents Filed as a Part of This Report:

(1) Index to Consolidated Financial Statements:

Consolidated Balance Sheets as of May 30, 2015, and May 31, 2014.

Consolidated Statements of Comprehensive Income (Loss) for each of the three years ended May 30, 2015, May 31, 2014, and June 1, 2013.

Consolidated Statements of Cash Flows for each of the three years ended May 30, 2015, May 31, 2014, and June 1, 2013.

Consolidated Statements of Stockholders' Equity for each of the three years ended May 30, 2015, May 31, 2014, and June 1, 2013.

Notes to Consolidated Financial Statements.

Report of BDO USA, LLP, Independent Registered Public Accounting Firm.

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm.

(2) Index to Financial Statement Schedules:

All schedules have been omitted because the required information is included in the consolidated financial statements or the notes thereto, or is not applicable or required.



Table of Contents

Exhibit Number	Description
3(a)	Restated Certificate of Incorporation of the Company, (incorporated by reference to the Company's Registration Statement on Form S-4, Registration No. 33-8696, dated November 13, 1986).
3(b)	Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 3, 2011).
3(c)	Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.2 to the Company's current Form 8-K filed with the SEC on October 15, 2012).
3(d)	Amended and Restated Certificate of Incorporation of the Company, incorporated by reference to Annex III of the Proxy Statement filed August 22, 2014
10(a) †	Richardson Electronics, Ltd. 2011 Long-Term Incentive Plan (incorporated by reference to Annex A to the Company's Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on August 23, 2011).
	Amendment to the Richardson Electronics, Ltd. 2011 Long-Term Incentive Plan (incorporated by reference to Annex II to the Company's Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on August 28, 2014).
10(e) †	Edward J. Richardson Incentive Compensation Plan (incorporated by reference to Appendix F to the Company's Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on September 14, 2007).
10(e)(i) †	Amended and Restated Edward J. Richardson Incentive Plan (incorporated by reference to Appendix A to the Company's Proxy Statement on Schedule 14A, filed with the SEC on August 30, 2012).
10(f) †	Richardson Electronics, Ltd. 2006 Stock Option Plan for Non-Employee Directors (incorporated by reference to Exhibit A to the Company's Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on September 12, 2005).
10(g) †	Employment, Nondisclosure and Non-Compete Agreement, dated June 1, 2004, by and between the Company and Wendy Diddell (incorporated by reference to Exhibit 10.47 to the Company's Amendment No. 4 to the Registration Statement on Form S-1, Registration No. 333-113568, filed June 14, 2004).
10(g)(i) †	First Amendment to Employment, Nondisclosure and Non-Compete Agreement, dated May 31, 2007, by and between the Company and Wendy Diddell (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 6, 2007).
10(h) †	Employment, Nondisclosure and Non-Compete Agreement, dated October 24, 2007, by and between the Company and Kathleen Dvorak (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 25, 2007).
10(j) †	Employment, Nondisclosure and Non-Compete Agreement dated June 26, 2014, by and between the Company and Gregory J. Peloquin (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on June 27, 2014).
10(k) †	Form of Non-Qualified Stock Option Agreement issued under the Richardson Electronics, Ltd. Employees' 2001 Incentive Compensation Plan (incorporated by reference to Exhibit 10(o) to the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2008).
10(n)	Acquisition Agreement, dated October 1, 2010, among Richardson Electronics, Ltd., certain subsidiaries of Richardson Electronics, Ltd. and Arrow Electronics, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 1, 2010).
	Certification of Edward J. Richardson pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I).
	Certification of Kathleen S. Dvorak pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I)
	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I).

Press Release dated July 22, 2015.

Table of Contents

Exhibit Number	Description
10(o)(i)	Amendment No. 1 to Acquisition Agreement, dated February 28, 2011, between Richardson Electronics, Ltd., and Arrow Electronics, Inc. (incorporated by reference to Exhibit 10(q)(i) to the Company's Annual Report on Form 10-K for the fiscal year ended May 28, 2011).
14	Corporate Code of Conduct (incorporated by reference to and Form 8-K filed on June 4, 2012).
21	Subsidiaries of the Company.
23.1	Consent of Independent Registered Public Accounting Firm - BDO USA LLP.
23.1 (a)	Consent of Independent Registered Public Accounting Firm - Ernst & Young LLP.
31.1	Certification of Edward J. Richardson pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I).
31.2	Certification of Kathleen S. Dvorak pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I).
32	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed pursuant to Part I).
99.1	Press release, dated July 22, 2015.
101	The following financial information from our Annual Report on Form 10-K for the fourth quarter and fiscal year ended May 30, 2015, filed with the SEC on July 27, 2015, formatted in Extensible Business Reporting Language (XBRL): (i) the Audited Consolidated Balance Sheet as of May 30, 2015, (ii) the Audited Consolidated Statements of Income and Comprehensive Income (Loss) for the three months and 12 months ended May 30, 2015, (iii) the Audited Consolidated Statements of Cash Flows for the three and 12 months ended May 30, 2015, (iv) the Audited Consolidated Statement of Stockholder's Equity as of May 30, 2015, and (v) Notes to Audited Consolidated Financial Statements.

† Executive Compensation Plan or Agreement

61