

LINCOLN ELECTRIC HOLDINGS INC

Form 10-Q

October 24, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2016

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: 0-1402

LINCOLN ELECTRIC HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Ohio

34-1860551

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

22801 St. Clair Avenue, Cleveland, Ohio

44117

(Address of principal executive offices)

(Zip Code)

(216) 481-8100

(Registrant's telephone number, including area code)

Not applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

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 x No o

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

Large accelerated filer x

Accelerated filer o

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

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

Yes o No x

The number of shares outstanding of the registrant's common shares as of September 30, 2016 was 66,029,417.



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| EX-31.1 Certification of the Chairman, President and Chief Executive Officer (Principal Executive Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.  |           |
| EX-31.2 Certification of the Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.  |           |
| EX-32.1 Certification of the Chairman, President and Chief Executive Officer (Principal Executive Officer) and Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |           |
| EX-101 Instance Document   |           |
| EX-101 Schema Document   |           |
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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

LINCOLN ELECTRIC HOLDINGS, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

(In thousands, except per share amounts)

|   | Three Months Ended<br>September 30, |             | Nine Months Ended<br>September 30, |             |
|---|-------------------------------------|-------------|------------------------------------|-------------|
|   | 2016                                | 2015        | 2016                               | 2015        |
| Net sales   | \$567,646                           | \$645,166   | \$1,710,786                        | \$1,967,806 |
| Cost of goods sold                                    | 367,834                             | 446,272     | 1,118,945                          | 1,322,741   |
| Gross profit  | 199,812                             | 198,894     | 591,841                            | 645,065     |
| Selling, general & administrative expenses            | 117,983                             | 128,299     | 352,290                            | 385,945     |
| Rationalization and asset impairment charges          | —                                   | 18,285      | —                                  | 19,524      |
| Pension settlement charges                            | —                                   | 136,331     | —                                  | 136,331     |
| Loss on deconsolidation of Venezuelan subsidiary      | —                                   | —           | 34,348                             | —           |
| Operating income (loss)                               | 81,829                              | (84,021 )   | 205,203                            | 103,265     |
| Other income (expense):                               |                                     |             |                                    |             |
| Interest income                                       | 360                                 | 692         | 1,225                              | 2,023       |
| Equity earnings in affiliates                         | 619                                 | 310         | 2,084                              | 2,138       |
| Other income  | 1,303                               | 296         | 2,552                              | 3,223       |
| Interest expense                                      | (3,815 )                            | (5,803 )    | (11,828 )                          | (12,034 )   |
| Total other income (expense)                          | (1,533 )                            | (4,505 )    | (5,967 )                           | (4,650 )    |
| Income (loss) before income taxes                     | 80,296                              | (88,526 )   | 199,236                            | 98,615      |
| Income taxes  | 20,257                              | (28,045 )   | 54,264                             | 19,902      |
| Net income (loss) including non-controlling interests | 60,039                              | (60,481 )   | 144,972                            | 78,713      |
| Non-controlling interests in subsidiaries' loss       | (10 )                               | (15 )       | (32 )                              | (73 )       |
| Net income (loss)                                     | \$60,049                            | \$(60,466 ) | \$145,004                          | \$78,786    |
| Basic earnings (loss) per share                       | \$0.90                              | \$(0.82 )   | \$2.13                             | \$1.05      |
| Diluted earnings (loss) per share                     | \$0.89                              | \$(0.82 )   | \$2.11                             | \$1.04      |
| Cash dividends declared per share                     | \$0.32                              | \$0.29      | \$0.96                             | \$0.87      |

See notes to these consolidated financial statements.

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LINCOLN ELECTRIC HOLDINGS, INC.  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
 (UNAUDITED)  
 (In thousands)

|   | Three Months<br>Ended September<br>30, |            | Nine Months Ended<br>September 30, |           |
|---|--|------------|------------------------------------|-----------|
|   | 2016                                   | 2015       | 2016                               | 2015      |
| Net income (loss) including non-controlling interests   | \$60,039                               | \$(60,481) | \$144,972                          | \$78,713  |
| Other comprehensive income (loss), net of tax:  |  |            |                                    |           |
| Unrealized gain (loss) on derivatives designated and qualifying as cash flow hedges, net of tax of \$50 and \$54 in the three and nine months ended September 30, 2016; \$116 and \$334 in the three and nine months ended September 30, 2015 | (175 )                                 | (210 )     | 16                                 | 311       |
| Defined benefit pension plan activity, net of tax of \$778 and \$2,821 in the three and nine months ended September 30, 2016; \$50,079 and \$54,449 in the three and nine months ended September 30, 2015                                     | 1,313                                  | 80,766     | 5,548                              | 87,875    |
| Currency translation adjustment   | (3,030 )                               | (47,225 )  | 2,222                              | (88,627 ) |
| Other comprehensive income (loss):  | (1,892 )                               | 33,331     | 7,786                              | (441 )    |
| Comprehensive income (loss)   | 58,147                                 | (27,150 )  | 152,758                            | 78,272    |
| Comprehensive income (loss) attributable to non-controlling interests   | (16 )                                  | (91 )      | (73 )                              | (663 )    |
| Comprehensive income (loss) attributable to shareholders  | \$58,163                               | \$(27,059) | \$152,831                          | \$78,935  |

See notes to these consolidated financial statements.

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LINCOLN ELECTRIC HOLDINGS, INC.  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (In thousands)

|  | September 30,<br>2016<br>(UNAUDITED) | December 31,<br>2015<br>(NOTE 1) |
|--|--------------------------------------|----------------------------------|
| <b>ASSETS</b>  |                                      |                                  |
| Current Assets   |                                      |                                  |
| Cash and cash equivalents  | \$ 256,928                           | \$ 304,183                       |
| Accounts receivable (less allowance for doubtful accounts of \$7,115 in 2016; \$7,299 in 2015) | 281,039                              | 264,715                          |
| Inventories:   |                                      |                                  |
| Raw materials  | 80,214                               | 87,919                           |
| Work-in-process  | 45,080                               | 39,555                           |
| Finished goods   | 159,905                              | 148,456                          |
| Total inventory  | 285,199                              | 275,930                          |
| Other current assets   | 97,312                               | 91,167                           |
| Total Current Assets   | 920,478                              | 935,995                          |
| Property, Plant and Equipment  |                                      |                                  |
| Land   | 47,416                               | 45,775                           |
| Buildings  | 343,104                              | 362,325                          |
| Machinery and equipment  | 712,709                              | 696,849                          |
| Property, plant and equipment  | 1,103,229                            | 1,104,949                        |
| Less accumulated depreciation  | 718,412                              | 693,626                          |
| Property, Plant and Equipment, Net   | 384,817                              | 411,323                          |
| Goodwill   | 236,588                              | 187,504                          |
| Non-current assets   | 291,938                              | 249,349                          |
| TOTAL ASSETS   | \$ 1,833,821                         | \$ 1,784,171                     |
| <b>LIABILITIES AND EQUITY</b>  |                                      |                                  |
| Current Liabilities  |                                      |                                  |
| Short-term debt  | \$ 183,827                           | \$ 4,278                         |
| Trade accounts payable   | 164,783                              | 152,620                          |
| Other current liabilities  | 247,449                              | 213,224                          |
| Total Current Liabilities  | 596,059                              | 370,122                          |
| Long-Term Liabilities  |                                      |                                  |
| Long-term debt, less current portion   | 359,831                              | 350,347                          |
| Other long-term liabilities  | 125,014                              | 131,254                          |
| Total Long-Term Liabilities  | 484,845                              | 481,601                          |
| Shareholders' Equity   |                                      |                                  |
| Common shares  | 9,858                                | 9,858                            |
| Additional paid-in capital   | 290,785                              | 272,908                          |
| Retained earnings  | 2,205,798                            | 2,125,838                        |
| Accumulated other comprehensive loss   | (288,440)                            | (296,267)                        |
| Treasury shares  | (1,465,872)                          | (1,180,750)                      |

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|                              |              |              |
|------------------------------|--------------|--------------|
| Total Shareholders' Equity   | 752,129      | 931,587      |
| Non-controlling interests    | 788          | 861          |
| Total Equity                 | 752,917      | 932,448      |
| <br>                         |              |              |
| TOTAL LIABILITIES AND EQUITY | \$ 1,833,821 | \$ 1,784,171 |

See notes to these consolidated financial statements.

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LINCOLN ELECTRIC HOLDINGS, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
(In thousands)

|   | Nine Months Ended<br>September 30, |                  |
|---|------------------------------------|------------------|
|   | 2016                               | 2015             |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                                    |                  |
| Net income  | \$145,004                          | \$78,786         |
| Non-controlling interests in subsidiaries' loss   | (32 )                              | (73 )            |
| Net income including non-controlling interests  | 144,972                            | 78,713           |
| Adjustments to reconcile Net income including non-controlling interests to Net cash provided by operating activities: |                                    |                  |
| Rationalization and asset impairment charges  | —                                  | 6,120            |
| Loss on deconsolidation of Venezuelan subsidiary  | 34,348                             | —                |
| Depreciation and amortization   | 48,495                             | 47,897           |
| Equity earnings in affiliates, net  | (64 )                              | (252 )           |
| Deferred income taxes   | (12,813 )                          | (57,690 )        |
| Stock-based compensation  | 7,516                              | 5,942            |
| Pension expense and settlement charges  | 12,472                             | 151,848          |
| Pension contributions and payments  | (22,159 )                          | (52,121 )        |
| Other, net  | (1,840 )                           | (559 )           |
| Changes in operating assets and liabilities, net of effects from acquisitions:  |                                    |                  |
| (Increase) decrease in accounts receivable  | (11,956 )                          | 14,661           |
| (Increase) decrease in inventories  | (7,673 )                           | 27,824           |
| Decrease (increase) in other current assets   | 2,481                              | (4,766 )         |
| Increase (decrease) in trade accounts payable   | 13,922                             | (34,629 )        |
| Increase in other current liabilities   | 27,943                             | 51,798           |
| Net change in other long-term assets and liabilities  | 1,122                              | 650              |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>  | <b>236,766</b>                     | <b>235,436</b>   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                                    |                  |
| Capital expenditures  | (39,377 )                          | (40,187 )        |
| Acquisition of businesses, net of cash acquired   | (71,567 )                          | (33,882 )        |
| Proceeds from sale of property, plant and equipment   | 936                                | 2,173            |
| Other investing activities  | (283 )                             | (79 )            |
| <b>NET CASH USED BY INVESTING ACTIVITIES</b>  | <b>(110,291 )</b>                  | <b>(71,975 )</b> |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                                    |                  |
| Proceeds from short-term borrowings   | 1,892                              | 10,618           |
| Payments on short-term borrowings   | (1,822 )                           | (8,739 )         |
| Amounts due banks, net  | 183,395                            | (37,089 )        |
| Proceeds from long-term borrowings  | 261                                | 356,369          |
| Payments on long-term borrowings  | (467 )                             | (6,739 )         |
| Proceeds from exercise of stock options   | 10,418                             | 4,600            |
| Excess tax benefits from stock-based compensation   | 3,414                              | 1,487            |
| Purchase of shares for treasury   | (288,594 )                         | (297,804 )       |
| Cash dividends paid to shareholders   | (66,180 )                          | (65,942 )        |
| Other financing activities  | (18,244 )                          | (8,040 )         |



|  |            |           |
|--|------------|-----------|
| NET CASH USED BY FINANCING ACTIVITIES                        | (175,927 ) | (51,279 ) |
| Effect of exchange rate changes on Cash and cash equivalents | 2,197      | (26,216 ) |
| (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS             | (47,255 )  | 85,966    |
| Cash and cash equivalents at beginning of period             | 304,183    | 278,379   |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD                   | \$256,928  | \$364,345 |

See notes to these consolidated financial statements.

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LINCOLN ELECTRIC HOLDINGS, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Dollars in thousands, except per share amounts

NOTE 1 — SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

As used in this report, the term “Company,” except as otherwise indicated by the context, means Lincoln Electric Holdings, Inc. and its wholly-owned and majority-owned subsidiaries for which it has a controlling interest.

The consolidated financial statements include the accounts of all legal entities in which the Company holds a controlling financial interest. The Company is also considered to have a controlling financial interest in a variable interest entity (“VIE”) if the Company determines it is the primary beneficiary of the VIE. Investments in legal entities in which the Company does not own a majority interest but has the ability to exercise significant influence over operating and financial policies are accounted for using the equity method.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, these unaudited consolidated financial statements do not include all of the information and notes required by GAAP for complete financial statements. However, in the opinion of management, these unaudited consolidated financial statements contain all the adjustments (consisting of normal recurring accruals) considered necessary to present fairly the financial position, results of operations and cash flows for the interim periods. Operating results for the nine months ended September 30, 2016 are not necessarily indicative of the results to be expected for the year ending December 31, 2016.

The accompanying Consolidated Balance Sheet at December 31, 2015 has been derived from the audited financial statements at that date, but does not include all of the information and notes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

Certain reclassifications have been made to the prior year financial statements to conform to current year classifications.

Venezuela — Deconsolidation

Effective June 30, 2016, the Company determined that deteriorating conditions in Venezuela had led the Company to no longer meet the accounting criteria for control over its Venezuelan subsidiary. The restrictive exchange controls in Venezuela and the lack of access to U.S. dollars through official currency exchange mechanisms resulted in an other-than-temporary lack of exchangeability between the Venezuela bolivar and the U.S. dollar, and restricted the Venezuela operations ability to pay dividends and satisfy other obligations denominated in U.S. dollars. Additionally, other operating restrictions including government controls on pricing, profits, imports and restrictive labor laws significantly impacted the Company’s ability to make key operational decisions, including the ability to manage its capital structure, purchasing, product pricing and labor relations. Therefore, as of June 30, 2016, the Company deconsolidated the financial statements of its subsidiary in Venezuela and began reporting the results under the cost method of accounting.

As a result of the deconsolidation, the Company recorded a pretax charge of \$34,348 (\$33,251 after-tax) in the second quarter of 2016. The pretax charge includes the write-off of the Company’s investment in Venezuela, including all inter-company balances and \$283 of Cash and cash equivalents. Additionally, the charge includes foreign currency translation losses and pension losses previously included in Accumulated other comprehensive loss.

Beginning July 1, 2016, the Company no longer includes the results of the Venezuelan subsidiary in its consolidated financial statements. Under the cost method of accounting, if cash were to be received from the Venezuela entity in future periods from the sale of inventory, dividends or royalties, income would be recognized. The Company does not anticipate dividend or royalty payments being made in the foreseeable future and has had no purchases from or sales to the Venezuela entity since it was deconsolidated. The factors that led to the Company’s conclusion to deconsolidate at June 30, 2016 continued to exist through September 30, 2016. The Company expects these conditions to continue for the foreseeable future.

Subsequent to the deconsolidation under the voting interest consolidation model, the Company determined that the Venezuelan subsidiary is considered to be a VIE. As the Company does not have the power to direct the activities that most significantly affect the Venezuela subsidiary's economic performance, the Company is not the primary beneficiary of the VIE and therefore would not consolidate the entity under the VIE consolidation model. Due to the lack of ability to settle U.S. dollar obligations, the Company does not intend to sell into nor purchase inventory from the Venezuela entity at this time. Additionally, the Company has no remaining financial commitments to the Venezuelan subsidiary and therefore believes the exposure to future losses are not material.

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LINCOLN ELECTRIC HOLDINGS, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dollars in thousands, except per share amounts

Prior to deconsolidation, the financial statements of the Company's Venezuelan operation had been reported under highly inflationary accounting rules since January 1, 2010. Under highly inflationary accounting, the financial statements of the Company's Venezuelan operation had been remeasured into the Company's reporting currency and exchange gains and losses from the remeasurement of monetary assets and liabilities were reflected in current earnings.

In February 2015, the Venezuelan government announced a new exchange market called the Marginal Currency System ("SIMADI"), which allows for trading based on supply and demand. At September 30, 2015, the Company determined that the rate used in remeasuring the Venezuelan operation's financial statements into U.S. dollars would change to the SIMADI rate (now known as "DICOM"), as the SIMADI rate most appropriately approximated the rates used to transact business in its Venezuelan operations. At September 30, 2015, the SIMADI rate was 199.4 bolivars to the U.S. dollar, resulting in a remeasurement charge on the bolivar-denominated monetary net asset position of \$4,334. This foreign exchange loss was recorded in Selling, general & administrative expenses during the three months ended September 30, 2015. Additionally, the Company recorded lower of cost or net realizable value inventory adjustments of \$22,880 within Cost of goods sold, related to the adoption of the SIMADI rate.

New Accounting Pronouncements Yet to be Adopted:

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments." The objective of ASU 2016-15 is to reduce existing diversity in practice by addressing eight specific cash flow issues related to how certain cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. If early adopted, an entity must adopt all of the amendments in the same period. The Company is currently evaluating the impact of the adoption of ASU 2016-15 on the Company's financial statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." ASU 2016-13 requires financial assets measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset to present the net carrying value at the amount expected to be collected on the financial asset. The income statement reflects the measurement of credit losses for newly recognized financial assets, as well as the expected increases or decrease of expected credit losses that have taken place during the period. The amendment should be applied using a modified-retrospective approach, through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently evaluating the impact of the adoption of ASU 2016-13 on the Company's financial statements.

In March 2016, the FASB issued ASU No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting." ASU 2016-09 amends several aspects of the accounting for share-based payment transactions including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted. If early adopted, an entity must adopt all of the amendments in the same period. The Company is currently evaluating the impact of the adoption of ASU 2016-09 on the Company's financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." ASU 2016-02 aims to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and requiring disclosure of key information about leasing agreements. Entities are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. ASU

2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of ASU 2016-02 on the Company's financial statements.

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LINCOLN ELECTRIC HOLDINGS, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dollars in thousands, except per share amounts

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 requires an entity to recognize revenue in a manner that depicts 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 or services. To achieve that core principle, the amendment provides five steps that an entity should apply when recognizing revenue. The amendment also specifies the accounting of some costs to obtain or fulfill a contract with a customer and expands the disclosure requirements around contracts with customers. An entity can either adopt this amendment retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the update recognized at the date of initial application. In August 2015, the FASB issued ASU 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date," which deferred the effective date of ASU 2014-09 to annual reporting periods beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted as of annual reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact of the adoption of ASU 2014-09 on the Company's financial statements.

## NOTE 2 — EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

|  | Three Months<br>Ended September<br>30, |            | Nine Months<br>Ended September<br>30, |          |
|--|--|------------|---------------------------------------|----------|
|  | 2016                                   | 2015       | 2016                                  | 2015     |
| Numerator:   |  |            |                                       |          |
| Net income (loss)  | \$60,049                               | \$(60,466) | \$145,004                             | \$78,786 |
| Denominator (shares in 000's):                           |  |            |                                       |          |
| Basic weighted average shares outstanding                | 66,477                                 | 73,754     | 68,081                                | 74,999   |
| Effect of dilutive securities - Stock options and awards | 705                                    | —          | 703                                   | 765      |
| Diluted weighted average shares outstanding              | 67,182                                 | 73,754     | 68,784                                | 75,764   |
| Basic earnings (loss) per share                          | \$0.90                                 | \$(0.82)   | \$2.13                                | \$1.05   |
| Diluted earnings (loss) per share                        | \$0.89                                 | \$(0.82)   | \$2.11                                | \$1.04   |

For the three months ended September 30, 2016 and 2015, common shares subject to equity-based awards of 803,741 and 1,279,664, respectively, were excluded from the computation of diluted earnings per share because the effect of their exercise would be anti-dilutive. For the nine months ended September 30, 2016 and 2015, common shares subject to equity-based awards of 807,763 and 508,070, respectively, were excluded from the computation of diluted earnings per share because the effect of their exercise would be anti-dilutive.

## NOTE 3 — ACQUISITIONS

During May 2016, the Company acquired Vizient Manufacturing Solutions ("Vizient"). Vizient, based in Bettendorf, Iowa, is a robotic integrator specializing in custom engineered tooling and automated arc welding systems for general and heavy fabrication applications. The acquisition will assist in diversifying end-market exposure and broadening global growth opportunities.

During August 2015, the Company acquired Specialised Welding Products ("SWP"). SWP, based in Melbourne, Australia, is a provider of specialty welding consumables and fabrication, maintenance and repair services for alloy and wear resistant products commonly used in mining and energy sector applications. The acquisition broadens the Company's presence and specialty alloy offering in Australia and New Zealand.

During August 2015, the Company acquired Rimrock Holdings Corporation ("Rimrock"). Rimrock is a manufacturer of industrial automation products and robotic systems with two divisions, Wolf Robotics LLC, based in Fort Collins, Colorado, and Rimrock Corporation, based in Columbus, Ohio. Wolf Robotics integrates robotic welding and cutting

systems predominantly for heavy fabrication and transportation OEMs and suppliers. The acquisition advances the Company's leadership position in automated welding and cutting solutions. Rimrock Corporation designs and manufactures automated spray systems and turnkey robotic systems for the die casting, foundry and forging markets.

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Dollars in thousands, except per share amounts

Pro forma information related to these acquisitions have not been presented because the impact on the Company's Consolidated Statements of Operations is not material. Acquired companies are included in the Company's consolidated financial statements as of the date of acquisition.

NOTE 4 — SEGMENT INFORMATION

The Company's primary business is the design and manufacture of arc welding and cutting products, manufacturing a broad line of arc welding equipment, consumable welding products and other welding and cutting products. Welding products include arc welding power sources, CNC and plasma cutters, wire feeding systems, robotic welding packages, integrated automation systems, fume extraction equipment, consumable electrodes, fluxes and welding accessories. The Company's product offering also includes oxy-fuel cutting systems and regulators and torches used in oxy-fuel welding, cutting and brazing. In addition, the Company has a leading global position in the brazing and soldering alloys market.

During the first quarter of 2016, the Company realigned its organizational and leadership structure into three operating segments to support growth strategies and enhance the utilization of the Company's worldwide resources and global sourcing initiatives. The operating segments consist of Americas Welding, International Welding and The Harris Products Group. The Americas Welding segment includes welding operations in North and South America. The International Welding segment primarily includes welding operations in Europe, Africa, Asia and Australia. The Harris Products Group includes the Company's global cutting, soldering and brazing businesses as well as its retail business in the United States. All prior period results have been revised to reflect the realigned segment structure. Segment performance is measured and resources are allocated based on a number of factors, the primary profit measure being adjusted earnings before interest and income taxes ("Adjusted EBIT"). EBIT is defined as Operating income plus Equity earnings in affiliates and Other income. Segment EBIT is adjusted for special items as determined by management such as the impact of rationalization activities, certain asset impairment charges and gains or losses on disposals of assets.



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Dollars in thousands, except per share amounts

Financial information for the reportable segments follows:

|                                       | Americas<br>Welding | International<br>Welding | The Harris<br>Products<br>Group | Corporate /<br>Eliminations | Consolidated |
|---------------------------------------|---------------------|--------------------------|---------------------------------|-----------------------------|--------------|
| Three Months Ended September 30, 2016 |                     |                          |                                 |                             |              |
| Net sales                             | \$377,520           | \$ 119,564               | \$ 70,562                       | \$ —                        | \$ 567,646   |
| Inter-segment sales                   | 22,386              | 3,688                    | 1,856                           | (27,930 )                   | —            |
| Total                                 | \$399,906           | \$ 123,252               | \$ 72,418                       | \$ (27,930 )                | \$ 567,646   |
| Adjusted EBIT                         | \$68,285            | \$ 5,796                 | \$ 8,757                        | \$ 913                      | \$ 83,751    |
| Special items charge                  | —                   | —                        | —                               | —                           | —            |
| EBIT                                  | \$68,285            | \$ 5,796                 | \$ 8,757                        | \$ 913                      | \$ 83,751    |
| Interest income                       |                     |                          |                                 |                             | 360          |
| Interest expense                      |                     |                          |                                 |                             | (3,815 )     |
| Income (loss) before income taxes     |                     |                          |                                 |                             | \$ 80,296    |
| Three Months Ended September 30, 2015 |                     |                          |                                 |                             |              |
| Net sales                             | \$454,172           | \$ 128,072               | \$ 62,922                       | \$ —                        | \$ 645,166   |
| Inter-segment sales                   | 25,571              | 5,400                    | 2,307                           | (33,278 )                   | —            |
| Total                                 | \$479,743           | \$ 133,472               | \$ 65,229                       | \$ (33,278 )                | \$ 645,166   |
| Adjusted EBIT                         | \$82,765            | \$ 9,268                 | \$ 6,422                        | \$ (748 )                   | \$ 97,707    |
| Special items charge                  | 166,178             | 14,944                   | —                               | —                           | 181,122      |
| EBIT                                  | \$(83,413 )         | \$(5,676 )               | \$ 6,422                        | \$ (748 )                   | \$(83,415 )  |
| Interest income                       |                     |                          |                                 |                             | 692          |
| Interest expense                      |                     |                          |                                 |                             | (5,803 )     |
| Income (loss) before income taxes     |                     |                          |                                 |                             | \$ (88,526 ) |
| Nine Months Ended September 30, 2016  |                     |                          |                                 |                             |              |
| Net sales                             | \$ 1,124,900        | \$ 376,684               | \$ 209,202                      | \$ —                        | \$ 1,710,786 |
| Inter-segment sales                   | 69,673              | 11,955                   | 6,983                           | (88,611 )                   | —            |
| Total                                 | \$ 1,194,573        | \$ 388,639               | \$ 216,185                      | \$ (88,611 )                | \$ 1,710,786 |
| Adjusted EBIT                         | \$ 194,924          | \$ 21,699                | \$ 25,752                       | \$ 1,812                    | \$ 244,187   |
| Special items charge                  | —                   | —                        | —                               | 34,348                      | 34,348       |
| EBIT                                  | \$ 194,924          | \$ 21,699                | \$ 25,752                       | \$ (32,536 )                | \$ 209,839   |
| Interest income                       |                     |                          |                                 |                             | 1,225        |
| Interest expense                      |                     |                          |                                 |                             | (11,828 )    |
| Income (loss) before income taxes     |                     |                          |                                 |                             | \$ 199,236   |
| Nine months ended September 30, 2015  |                     |                          |                                 |                             |              |
| Net sales                             | \$ 1,354,010        | \$ 409,246               | \$ 204,550                      | \$ —                        | \$ 1,967,806 |
| Inter-segment sales                   | 72,496              | 15,738                   | 7,034                           | (95,268 )                   | —            |
| Total                                 | \$ 1,426,506        | \$ 424,984               | \$ 211,584                      | \$ (95,268 )                | \$ 1,967,806 |
| Adjusted EBIT                         | \$ 237,601          | \$ 31,219                | \$ 22,221                       | \$ (54 )                    | \$ 290,987   |

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|                                   |          |           |           |        |              |
|-----------------------------------|----------|-----------|-----------|--------|--------------|
| Special items charge              | 166,178  | 16,183    | —         | —      | 182,361      |
| EBIT                              | \$71,423 | \$ 15,036 | \$ 22,221 | \$ (54 | ) \$ 108,626 |
| Interest income                   |          |           |           |        | 2,023        |
| Interest expense                  |          |           |           |        | (12,034 )    |
| Income (loss) before income taxes |          |           |           |        | \$98,615     |

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In the nine months ended September 30, 2016, special items within Corporate/Eliminations reflect a loss on the deconsolidation of the Venezuelan subsidiary.

In the three and nine months ended September 30, 2015, special items in International Welding reflect rationalization activity charges and charges related to the impairment of long-lived assets and goodwill. Americas Welding special items include rationalization activity charges, charges related to pension settlements and Venezuelan foreign exchange remeasurement losses related to the adoption of a new foreign exchange mechanism.

**NOTE 5 — RATIONALIZATION AND ASSET IMPAIRMENTS**

In prior periods, the Company initiated various rationalization plans whose costs were substantially recognized in the prior year. As such, no charges were recorded in the nine months ended September 30, 2016. A description of each restructuring plan and the related costs follows:

**Americas Welding Plans:**

During 2015, the Company initiated a rationalization plan within Americas Welding that included a voluntary separation incentive program covering certain U.S.-based employees. The plan was completed during 2016.

**International Welding Plans:**

During 2015, the Company initiated rationalization plans within International Welding. The plans include headcount restructuring to better align cost structures with economic conditions and operating needs. The Company does not anticipate any additional charges related to the completion of these plans. At September 30, 2016, liabilities relating to the International Welding plans of \$6,199 were recognized in Other current liabilities.

The Company believes the rationalization actions will positively impact future results of operations and will not have a material effect on liquidity and sources and uses of capital. The Company continues to evaluate its cost structure and additional rationalization actions may result in charges in future periods. The following table summarizes the activity related to the rationalization liabilities by segment for the nine months ended September 30, 2016:

|                                | Americas<br>Welding | International<br>Welding | Consolidated |
|--------------------------------|---------------------|--------------------------|--------------|
| Balance, December 31, 2015     | \$ 67               | \$ 7,598                 | \$ 7,665     |
| Payments and other adjustments | (67 )               | (1,399 )                 | (1,466 )     |
| Charged to expense             | —                   | —                        | —            |
| Balance, September 30, 2016    | \$ —                | \$ 6,199                 | \$ 6,199     |

**NOTE 6 — EQUITY**

Changes in equity for the nine months ended September 30, 2016 are as follows:

|  | Shareholders'<br>Equity | Non-controlling<br>Interests | Total Equity |
|--|-------------------------|------------------------------|--------------|
| Balance at December 31, 2015               | \$ 931,587              | \$ 861                       | \$ 932,448   |
| Comprehensive income (loss):               |                         |                              |              |
| Net income (loss)                          | 145,004                 | (32 )                        | 144,972      |
| Other comprehensive income (loss)          | 7,827                   | (41 )                        | 7,786        |
| Total comprehensive income (loss)          | 152,831                 | (73 )                        | 152,758      |
| Cash dividends declared - \$0.96 per share | (65,043 )               | —                            | (65,043 )    |
| Issuance of shares under benefit plans     | 21,348                  | —                            | 21,348       |
| Purchase of shares for treasury            | (288,594 )              | —                            | (288,594 )   |
| Balance at September 30, 2016              | \$ 752,129              | \$ 788                       | \$ 752,917   |



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In April 2016, the Company's Board of Directors authorized a new share repurchase program, which increased the total number of the Company's common shares authorized to be repurchased to 55 million shares. At management's discretion, the Company repurchases its common shares from time to time in the open market, depending on market conditions, stock price and other factors. During the three and nine month period ended September 30, 2016, the Company purchased a total of 1.4 million and 5.0 million shares, respectively. As of September 30, 2016, there remained 9.7 million common shares available for repurchase under this program. The repurchased common shares remain in treasury and have not been retired.

The following tables set forth the total changes in accumulated other comprehensive income (loss) ("AOCI") by component, net of taxes for the three months ended September 30, 2016 and 2015:

|  | Three Months Ended September 30, 2016  |   |                                       |             |
|--|--|---|---------------------------------------|-------------|
|  | Unrealized<br>gain<br>(loss)<br>on<br>derivatives<br>designated<br>and<br>qualifying<br>as<br>cash<br>flow<br>hedges | Defined<br>benefit<br>pension<br>plan<br>activity | Currency<br>translation<br>adjustment | Total       |
| Balance at June 30, 2016                                     | \$739  | \$(95,541 )                                       | \$(191,752)                           | \$(286,554) |
| Other comprehensive income (loss)<br>before reclassification | 170  | —   | (3,024 ) <sup>3</sup>                 | (2,854 )    |
| Amounts reclassified from AOCI                               | (345 ) <sup>1</sup>  | 1,313   | <sup>2</sup> —                        | 968         |
| Net current-period other<br>comprehensive income (loss)      | (175 )   | 1,313   | (3,024 )                              | (1,886 )    |
| Balance at September 30, 2016                                | \$564  | \$(94,228 )                                       | \$(194,776)                           | \$(288,440) |

|  | Three Months Ended September 30, 2015  |   |                                       |             |
|--|--|---|---------------------------------------|-------------|
|  | Unrealized<br>gain<br>(loss)<br>on<br>derivatives<br>designated<br>and<br>qualifying<br>as<br>cash<br>flow<br>hedges | Defined<br>benefit<br>pension<br>plan<br>activity | Currency<br>translation<br>adjustment | Total       |
| Balance at June 30, 2015                                     | \$512  | \$(190,784)                                       | \$(131,608)                           | \$(321,880) |
| Other comprehensive income (loss)<br>before reclassification | (51 )  | —   | (47,149 ) <sup>3</sup>                | (47,200 )   |

|  |                     |             |                |             |
|--|---------------------|-------------|----------------|-------------|
| Amounts reclassified from AOCI                       | (159 ) <sup>1</sup> | 80,766      | <sup>2</sup> — | 80,607      |
| Net current-period other comprehensive income (loss) | (210 )              | 80,766      | (47,149 )      | 33,407      |
| Balance at September 30, 2015                        | \$302               | \$(110,018) | \$(178,757)    | \$(288,473) |

During the 2016 period, this AOCI reclassification is a component of Net sales of \$(174) (net of tax of \$(71)) and Cost of goods sold of \$(171) (net of tax of \$(46)); during the 2015 period, the reclassification is a component of Net sales of \$(279) (net of tax of \$(105)) and Cost of goods sold of \$120 (net of tax of \$90). (See Note 14 - Derivatives for additional details.)

<sup>1</sup> This AOCI component is included in the computation of net periodic pension costs (net of tax of \$778 and \$50,079 during the three months ended September 30, 2016 and 2015, respectively). (See Note 12 - Retirement and Postretirement Benefit Plans for additional details.)

<sup>2</sup> The Other comprehensive income (loss) before reclassifications excludes \$(6) and \$(76) attributable to Non-controlling interests in the three months ended September 30, 2016 and 2015, respectively.

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Dollars in thousands, except per share amounts

The following tables set forth the total changes in AOCI by component, net of taxes for the nine months ended September 30, 2016 and 2015:

|  | Nine Months Ended September 30, 2016   |   |                                       |                    |
|--|--|---|---------------------------------------|--------------------|
|  | Unrealized<br>gain<br>(loss)<br>on<br>derivatives<br>designated<br>and<br>qualifying<br>as<br>cash<br>flow<br>hedges | Defined<br>benefit<br>pension<br>plan<br>activity | Currency<br>translation<br>adjustment | Total              |
| Balance at December 31, 2015                                 | \$548  | \$(99,776)  | \$(197,039)                           | \$(296,267)        |
| Other comprehensive income (loss)<br>before reclassification | 1,530  | (15)  | (580)                                 | <sup>3</sup> 935   |
| Amounts reclassified from AOCI                               | (1,514) <sup>1</sup>   | 5,563   | <sup>2</sup> 2,843                    | <sup>4</sup> 6,892 |
| Net current-period other<br>comprehensive income (loss)      | 16   | 5,548   | 2,263                                 | 7,827              |
| Balance at September 30, 2016                                | \$564  | \$(94,228)  | \$(194,776)                           | \$(288,440)        |

|  | Nine Months Ended September 30, 2015   |   |                                       |                       |
|--|--|---|---------------------------------------|-----------------------|
|  | Unrealized<br>gain<br>(loss)<br>on<br>derivatives<br>designated<br>and<br>qualifying<br>as<br>cash<br>flow<br>hedges | Defined<br>benefit<br>pension<br>plan<br>activity | Currency<br>translation<br>adjustment | Total                 |
| Balance at December 31, 2014                                 | \$(9)  | \$(197,893)                                       | \$(90,720)                            | \$(288,622)           |
| Other comprehensive income (loss)<br>before reclassification | 378  | —   | (88,037)                              | <sup>3</sup> (87,659) |
| Amounts reclassified from AOCI                               | (67) <sup>1</sup>  | 87,875  | <sup>2</sup> —                        | 87,808                |
| Net current-period other<br>comprehensive income (loss)      | 311  | 87,875  | (88,037)                              | 149                   |
| Balance at September 30, 2015                                | \$302  | \$(110,018)                                       | \$(178,757)                           | \$(288,473)           |

<sup>1</sup> During the 2016 period, this AOCI reclassification is a component of Net sales of \$(1,113) (net of tax of \$(418)) and Cost of goods sold of \$(401) (net of tax of \$(41)); during the 2015 period, the reclassification is a component of Net

sales of \$(800) (net of tax of \$(429)) and Cost of goods sold of \$733 (net of tax of \$497). (See Note 14 - Derivatives for additional details.)

This AOCI component is included in the computation of net periodic pension costs (net of tax of \$2,821 and \$54,449<sup>2</sup> during the nine months ended September 30, 2016 and 2015, respectively). (See Note 12 - Retirement and Postretirement Benefit Plans for additional details.)

The Other comprehensive income (loss) before reclassifications excludes \$(41) and \$(590) attributable to<sup>3</sup> Non-controlling interests in the nine months ended September 30, 2016 and 2015, respectively.

The reclassification from AOCI reflects foreign currency translation losses recognized due to the Company's<sup>4</sup> deconsolidation of its Venezuelan subsidiary. (See Note 1 - Significant Accounting Policies for additional details.)

#### NOTE 7 — INVENTORY VALUATION

The valuation of last-in, first-out ("LIFO") method inventories is made at the end of each year based on inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs. Actual year-end costs and inventory levels may differ from interim LIFO inventory valuations. The excess of current cost over LIFO cost was \$62,239 at September 30, 2016 and \$59,765 at December 31, 2015.



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## NOTE 8 — ACCRUED EMPLOYEE BONUS

Other current liabilities at September 30, 2016 and 2015 include accruals for year-end bonuses and related payroll taxes of \$69,433 and \$87,542, respectively, related to the Company's employees worldwide. The payment of bonuses is discretionary and subject to approval by the Board of Directors. A majority of annual bonuses are paid in December, resulting in an increasing bonus accrual during the Company's fiscal year.

## NOTE 9 — CONTINGENCIES

The Company, like other manufacturers, is subject from time to time to a variety of civil and administrative proceedings arising in the ordinary course of business. Such claims and litigation include, without limitation, product liability claims, regulatory claims and health, safety and environmental claims, some of which relate to cases alleging asbestos induced illnesses. The claimants in the asbestos cases seek compensatory and punitive damages, in most cases for unspecified amounts. The Company believes it has meritorious defenses to these claims and intends to contest such suits vigorously.

The Company accrues its best estimate of the probable costs, after a review of the facts with management and counsel and taking into account past experience. If an unfavorable outcome is determined to be reasonably possible but not probable, or if the amount of loss cannot be reasonably estimated, disclosure is provided for material claims or litigation. Many of the current cases are in differing procedural stages and information on the circumstances of each claimant, which forms the basis for judgments as to the validity or ultimate disposition of such actions, varies greatly. Therefore, in many situations a range of possible losses cannot be made. Reserves are adjusted as facts and circumstances change and related management assessments of the underlying merits and the likelihood of outcomes change. Moreover, reserves only cover identified and/or asserted claims. Future claims could, therefore, give rise to increases to such reserves.

Based on the Company's historical experience in litigating product liability claims, including a significant number of dismissals, summary judgments and defense verdicts in many cases and immaterial settlement amounts, as well as the Company's current assessment of the underlying merits of the claims and applicable insurance, the Company believes resolution of these claims and proceedings, individually or in the aggregate, will not have a material effect on the Company's consolidated financial statements.

## NOTE 10 — PRODUCT WARRANTY COSTS

The changes in the carrying amount of product warranty accruals for the nine months ended September 30, 2016 and 2015 are as follows:

|                              | Nine Months<br>Ended September<br>30, |           |
|------------------------------|---------------------------------------|-----------|
|                              | 2016                                  | 2015      |
| Balance at beginning of year | \$ 19,469                             | \$ 15,579 |
| Accruals for warranties      | 9,222                                 | 14,386    |
| Settlements                  | (8,529 )                              | (11,101 ) |
| Foreign currency translation | 111                                   | (414 )    |
| Balance at September 30      | \$ 20,273                             | \$ 18,450 |

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LINCOLN ELECTRIC HOLDINGS, INC.

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## NOTE 11 — DEBT

## Revolving Credit Agreement

The Company has a line of credit totaling \$400,000 through the Amended and Restated Credit Agreement (the "Credit Agreement"), which was entered into on September 12, 2014. The Credit Agreement contains customary affirmative, negative and financial covenants for credit facilities of this type, including limitations on the Company and its subsidiaries with respect to liens, investments, distributions, mergers and acquisitions, dispositions of assets, transactions with affiliates and a fixed charges coverage ratio and total leverage ratio. As of September 30, 2016, the Company was in compliance with all of its covenants and had \$155,000 in outstanding borrowings under the Credit Agreement which was recorded in Short-term debt. The Credit Agreement has a five-year term and may be increased, subject to certain conditions, by an additional amount up to \$100,000. The interest rate on borrowings is based on either LIBOR or the prime rate, plus a spread based on the Company's leverage ratio, at the Company's election.

## Senior Unsecured Notes

On April 1, 2015, the Company entered into a Note Purchase Agreement pursuant to which it agreed to issue senior unsecured notes (the "2015 Notes") in the aggregate principal amount of \$350,000 through a private placement. At September 30, 2016, \$349,189, net of debt issuance costs of \$811 and excluding accretion of original issuance costs, was outstanding and recorded in Long-term debt, less current portion. The proceeds are being used for general corporate purposes. The 2015 Notes, as shown in the table below, have maturities ranging from 10 to 30 years with a weighted average effective interest rate of 3.5%, excluding accretion of original issuance costs, and a weighted average term of 19 years. Interest is payable semi-annually. The 2015 Notes contain certain affirmative and negative covenants. As of September 30, 2016, the Company was in compliance with all of its debt covenants.

The maturity and interest rates of the 2015 Notes are as follows:

| Amount             | Maturity Date   | Interest Rate |
|--------------------|-----------------|---------------|
| Series A \$100,000 | August 20, 2025 | 3.15 %        |
| Series B 100,000   | August 20, 2030 | 3.35 %        |
| Series C 50,000    | April 1, 2035   | 3.61 %        |
| Series D 100,000   | April 1, 2045   | 4.02 %        |

On October 20, 2016, the Company issued senior unsecured notes (the "2016 Notes") in the aggregate principal amount of \$350,000 through a private placement. The 2016 Notes, as shown in the table below, have maturities ranging from 12 to 25 years with a weighted average effective interest rate of 3.1% and a weighted average term of 18 years. Interest is payable semi-annually. The proceeds will be used for general corporate purposes. The 2016 Notes contain certain affirmative and negative covenants.

The maturity and interest rates of the 2016 Notes are as follows:

| Amount             | Maturity Date    | Interest Rate |
|--------------------|------------------|---------------|
| Series A \$100,000 | October 20, 2028 | 2.75 %        |
| Series B 100,000   | October 20, 2033 | 3.03 %        |
| Series C 100,000   | October 20, 2037 | 3.27 %        |
| Series D 50,000    | October 20, 2041 | 3.52 %        |

The Company's total weighted average effective interest rate and weighted average term, inclusive of the 2015 Notes and 2016 Notes, is 3.3% and 18 years, respectively.

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## NOTE 12 — RETIREMENT AND POSTRETIREMENT BENEFIT PLANS

The components of total pension cost were as follows:

|                                    | Three Months<br>Ended September<br>30, |           | Nine Months Ended<br>September 30, |                     |
|------------------------------------|--|-----------|------------------------------------|---------------------|
|                                    | 2016                                   | 2015      | 2016                               | 2015                |
| Service cost                       | \$4,116                                | \$4,693   | \$12,985                           | \$15,153            |
| Interest cost                      | 5,906                                  | 6,494     | 17,935                             | 27,238              |
| Expected return on plan assets     | (8,850 )                               | (9,003 )  | (26,608 )                          | (40,983 )           |
| Amortization of prior service cost | (98 )                                  | (157 )    | (296 )                             | (469 )              |
| Amortization of net loss           | 2,142                                  | 2,886     | 8,456                              | <sup>1</sup> 14,578 |
| Settlement/curtailment loss        | —                                      | 136,331   | —                                  | 136,331             |
| Defined benefit plans              | 3,216                                  | 141,244   | 12,472                             | 151,848             |
| Multi-employer plans               | 192                                    | 196       | 587                                | 624                 |
| Defined contribution plans         | 2,244                                  | 1,904     | 6,405                              | 7,865               |
| Total pension cost                 | \$5,652                                | \$143,344 | \$19,464                           | \$160,337           |

<sup>1</sup> The amortization of net loss includes a \$959 charge resulting from the deconsolidation of the Venezuelan subsidiary during the nine months ended September 30, 2016.

The Company voluntarily contributed \$20,086 to its defined benefit plans in the United States during the nine months ended September 30, 2016. The decrease in the components of total pension cost for the defined benefit plans in 2016 was primarily due to the purchase of a group annuity contract in August 2015, which triggered a settlement loss. In October 2016, the Company announced an amendment to The Lincoln Electric Company Retirement Annuity Program (“RAP”) to cease all benefit accruals for participants under the RAP effective as of December 31, 2016. The RAP currently includes approximately 1,500 domestic employees who will fully transition to The Lincoln Electric Company Employee Savings Plan (“Savings Plan”), a defined contribution retirement savings plan. Additionally, in October 2016, the Company announced an amendment to the Savings Plan to allow eligible employees to receive company contributions through a combination of matching and automatic employer contributions.

## NOTE 13 — INCOME TAXES

The Company recognized \$54,264 of tax expense on pretax income of \$199,236, resulting in an effective income tax rate of 27.2% for the nine months ended September 30, 2016. The effective income tax rate was 20.2% for the nine months ended September 30, 2015. The 2016 effective income tax rate was lower than the Company’s statutory rate primarily due to the utilization of U.S. tax credits, income earned in lower tax rate jurisdictions, the reversal of an income tax valuation allowance as a result of a legal entity change and an income tax benefit related to a worthless stock deduction of a foreign subsidiary. The 2015 effective income tax rate was lower than the Company’s statutory rate primarily due to the utilization of U.S. tax credits, income earned in lower tax rate jurisdictions, the reversal of an income tax valuation allowance and a pension settlement charge’s deferred tax benefit recorded at the higher U.S. statutory rate.

As of September 30, 2016, the Company had \$16,447 of unrecognized tax benefits. If recognized, approximately \$10,860 would be reflected as a component of income tax expense.

The Company files income tax returns in the U.S. and various state, local and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2012. The Company is currently subject to various U.S. state and non-U.S. income tax audits.

Unrecognized tax benefits are reviewed on an ongoing basis and are adjusted for changing facts and circumstances, including progress of tax audits and closing of statutes of limitations. Based on information currently available, management believes that additional audit activity could be completed and/or statutes of limitations may close relating to existing unrecognized tax benefits. It is reasonably possible there could be a reduction of \$2,059 in previously unrecognized tax benefits by the end of the third quarter 2017.

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LINCOLN ELECTRIC HOLDINGS, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dollars in thousands, except per share amounts

## NOTE 14 — DERIVATIVES

The Company uses derivatives to manage exposures to currency exchange rates, interest rates and commodity prices arising in the normal course of business. Both at inception and on an ongoing basis, the derivative instruments that qualify for hedge accounting are assessed as to their effectiveness, when applicable. Hedge ineffectiveness was immaterial in the nine months ended September 30, 2016 and 2015.

The Company is subject to the credit risk of the counterparties to derivative instruments. Counterparties include a number of major banks and financial institutions. None of the concentrations of risk with any individual counterparty was considered significant at September 30, 2016. The Company does not expect any counterparties to fail to meet their obligations.

## Cash Flow Hedges

Certain foreign currency forward contracts were qualified and designated as cash flow hedges. The dollar equivalent gross notional amount of these short-term contracts was \$42,501 at September 30, 2016 and \$30,388 at December 31, 2015.

## Fair Value Hedges

Certain interest rate swap agreements were qualified and designated as fair value hedges. The interest rate swap agreements designated as fair value hedges meet the shortcut method requirements under accounting standards for derivatives and hedging. Accordingly, changes in the fair value of these agreements are considered to exactly offset changes in the fair value of the underlying long-term debt. The effective portion of the changes in fair value are recorded in Non-current assets or Other long-term liabilities with offsetting amounts recorded as a fair value adjustment to the carrying value of Long-term debt, less current portion. At September 30, 2016, the Company had interest rate swap agreements outstanding that effectively convert notional amounts of \$25,000 of debt from a fixed interest rate to a variable interest rate based on three-month LIBOR plus a spread.

## Net Investment Hedges

The Company has foreign currency forward contracts that were qualified and designated as net investment hedges. No such contracts were outstanding at September 30, 2016 and December 31, 2015.

## Derivatives Not Designated as Hedging Instruments

The Company has certain foreign exchange forward contracts that are not designated as hedges. These derivatives are held as economic hedges of certain balance sheet exposures. The dollar equivalent gross notional amount of these contracts was \$285,826 at September 30, 2016 and \$267,626 at December 31, 2015.

The Company had short-term silver forward contracts with notional amounts of \$2,804 at December 31, 2015.

Fair values of derivative instruments in the Company's Consolidated Balance Sheets follow:

|  | September 30, 2016   |                           |                             | December 31, 2015    |                           |
|--|----------------------|---------------------------|-----------------------------|----------------------|---------------------------|
|  | Other Current Assets | Other Current Liabilities | Other Long-Term Liabilities | Other Current Assets | Other Current Liabilities |
| Derivatives by hedge designation       |                      |                           |                             |                      |                           |
| Designated as hedging instruments:     |                      |                           |                             |                      |                           |
| Foreign exchange contracts             | \$ 199               | \$ 670                    | \$ —                        | \$ 178               | \$ 731                    |
| Interest rate swap agreements          | —                    | —                         | 165                         | —                    | —                         |
| Not designated as hedging instruments: |                      |                           |                             |                      |                           |
| Foreign exchange contracts             | 941                  | 553                       | —                           | 625                  | 2,303                     |
| Commodity contracts                    | —                    | —                         | —                           | 40                   | 8                         |
| Total derivatives                      | \$ 1,140             | \$ 1,223                  | \$ 165                      | \$ 843               | \$ 3,042                  |

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LINCOLN ELECTRIC HOLDINGS, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dollars in thousands, except per share amounts

The effects of undesignated derivative instruments on the Company's Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015 consisted of the following:

| Derivatives by hedge designation | Classification of gain (loss)              | Three Months Ended September 30, |           | Nine Months Ended September 30, |            |
|----------------------------------|--|----------------------------------|-----------|---------------------------------|------------|
|                                  |  | 2016                             | 2015      | 2016                            | 2015       |
| Not designated as hedges:        |  |                                  |           |                                 |            |
| Foreign exchange contracts       | Selling, general & administrative expenses | \$(2,952)                        | \$(7,993) | \$(9,862)                       | \$(15,085) |
| Commodity contracts              | Cost of goods sold                         | —                                | 182       | (742)                           | 232        |

The effects of designated hedges on AOCI and the Company's Consolidated Statements of Operations consisted of the following:

| Total gain (loss) recognized in AOCI, net of tax | September 30, 2016 | December 31, 2015 |
|--|--------------------|-------------------|
| Foreign exchange contracts                       | \$ (535 )          | \$ (551 )         |
| Net investment contracts                         | 1,099              | 1,099             |

The Company expects a loss of \$535 related to existing contracts to be reclassified from AOCI, net of tax, to earnings over the next 12 months as the hedged transactions are realized.

| Derivative type            | Gain (loss) reclassified from AOCI to: | Three Months Ended September 30, |         | Nine Months Ended September 30, |         |
|----------------------------|--|----------------------------------|---------|---------------------------------|---------|
|                            |  | 2016                             | 2015    | 2016                            | 2015    |
| Foreign exchange contracts | Sales                                  | \$(174)                          | \$(279) | \$(1,113)                       | \$(800) |
|                            | Cost of goods sold                     | (171)                            | 120     | (401)                           | 733     |

## NOTE 15 - FAIR VALUE

The following table provides a summary of assets and liabilities as of September 30, 2016, measured at fair value on a recurring basis:

| Description                   | Balance as of September 30, 2016 | Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-------------------------------|----------------------------------|---|---|---|
| <b>Assets:</b>                |                                  |   |   |   |
| Foreign exchange contracts    | \$ 1,140                         | \$ —  | \$ 1,140                                      | \$ —                                      |
| Total assets                  | \$ 1,140                         | \$ —  | \$ 1,140                                      | \$ —                                      |
| <b>Liabilities:</b>           |                                  |   |   |   |
| Foreign exchange contracts    | \$ 1,223                         | \$ —  | \$ 1,223                                      | \$ —                                      |
| Interest rate swap agreements | 165                              | —   | 165   | —   |
| Contingent considerations     | 9,377                            | —   | —   | 9,377                                     |
| Forward contract              | 14,489                           | —   | —   | 14,489                                    |
| Deferred compensation         | 24,934                           | —   | 24,934  | —   |
| Total liabilities             | \$ 50,188                        | \$ —  | \$ 26,322                                     | \$ 23,866                                 |



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LINCOLN ELECTRIC HOLDINGS, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dollars in thousands, except per share amounts

The following table provides a summary of assets and liabilities as of December 31, 2015, measured at fair value on a recurring basis:

| Description                | Balance as of<br>December<br>31, 2015 | Quoted Prices<br>in Active<br>Markets for<br>Identical Assets<br>or Liabilities<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|----------------------------|---------------------------------------|--|---|--|
| <b>Assets:</b>             |                                       |  |   |  |
| Foreign exchange contracts | \$ 803                                | \$   | — \$ 803  | \$ —   |
| Commodity contracts        | 40                                    | —  | 40  | —  |
| Total assets               | \$ 843                                | \$   | — \$ 843  | \$ —   |
| <b>Liabilities:</b>        |                                       |  |   |  |
| Foreign exchange contracts | \$ 3,034                              | \$   | — \$ 3,034  | \$ —   |
| Commodity contracts        | 8                                     | —  | 8   | —  |
| Contingent considerations  | 9,184                                 | —  | —   | 9,184  |
| Forward contract           | 26,484                                | —  | —   | 26,484   |
| Deferred compensation      | 23,201                                | —  | 23,201  | —  |
| Total liabilities          | \$ 61,911                             | \$   | — \$ 26,243   | \$ 35,668  |

The Company's derivative contracts are valued at fair value using the market approach. The Company measures the fair value of foreign exchange contracts and interest rate swap agreements using Level 2 inputs based on observable spot and forward rates in active markets. The Company measures the fair value of commodity contracts using Level 2 inputs through observable market transactions in active markets provided by financial institutions. During the nine months ended September 30, 2016, there were no transfers between Levels 1, 2 or 3.

In connection with acquisitions, the Company recorded contingent considerations fair valued at \$9,377 as of September 30, 2016. Under the contingent consideration agreements, the amounts to be paid are based upon actual financial results of the acquired entities for specified future periods. The fair value of the contingent considerations are a Level 3 valuation and fair valued using probability weighted discounted cash flow analyses.

In connection with an acquisition, the Company obtained a controlling financial interest in the acquired entity and at the same time entered into a contract to obtain the remaining financial interest in the entity over a three-year period. The amount to be paid to obtain the remaining financial interest will be based upon actual financial results of the entity through 2016. A liability was recorded for the forward contract at a fair value of \$14,489 as of September 30, 2016. The change in liability from December 31, 2015 was primarily the result of a \$14,438 payment to acquire an additional financial interest in the entity offset by foreign exchange translation and additional accruals recorded to interest expense of \$260 for the nine months ended September 30, 2016. The fair value of the contract is a Level 3 valuation and is based on the present value of the expected future payments. The expected future payments are based on a multiple of forecasted earnings and cash flows over the three-year period ending December 31, 2016, present valued utilizing a risk based discount rate of 3.5% reflective of the Company's cost of debt and 13.6% as a risk adjusted cost of capital.

The deferred compensation liability is the Company's obligation under its executive deferred compensation plan. The Company measures the fair value of the liability using the market values of the participants' underlying investment fund elections.

The fair value of Cash and cash equivalents, Accounts receivable, Short-term debt excluding the current portion of long-term debt and Trade accounts payable approximated book value due to the short-term nature of these instruments at both September 30, 2016 and December 31, 2015. The fair value of long-term debt at September 30, 2016 and



December 31, 2015, including the current portion, was approximately \$375,548 and \$342,602, respectively, which was determined using available market information and methodologies requiring judgment. The carrying value of this debt at such dates was \$359,975 and \$351,803, respectively. Since considerable judgment is required in interpreting market information, the fair value of the debt is not necessarily the amount that could be realized in a current market exchange.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Dollars in thousands, except per share amounts)

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read together with the Company's unaudited consolidated financial statements and other financial information included elsewhere in this Quarterly Report on Form 10-Q.

General

The Company is the world's largest designer and manufacturer of arc welding and cutting products, manufacturing a broad line of arc welding equipment, consumable welding products and other welding and cutting products. Welding products include arc welding power sources, CNC and plasma cutters, wire feeding systems, robotic welding packages, integrated automation systems, fume extraction equipment, consumable electrodes, fluxes and welding accessories. The Company's product offering also includes oxy-fuel cutting systems and regulators and torches used in oxy-fuel welding, cutting and brazing. In addition, the Company has a leading global position in the brazing and soldering alloys market.

The Company's products are sold in both domestic and international markets. In North America, products are sold principally through industrial distributors, retailers and directly to users of welding products. Outside of North America, the Company has an international sales organization comprised of Company employees and agents who sell products from the Company's various manufacturing sites to distributors and product users.

During the first quarter of 2016, the Company realigned its organizational and leadership structure into three operating segments to support growth strategies and enhance the utilization of the Company's worldwide resources and global sourcing initiatives. The operating segments consist of Americas Welding, International Welding and The Harris Products Group. The Americas Welding segment includes welding operations in North and South America. The International Welding segment primarily includes welding operations in Europe, Africa, Asia and Australia. The Harris Products Group includes the Company's global cutting, soldering and brazing businesses as well as its retail business in the United States. All prior period results have been revised to reflect the realigned segment structure.

As further described in Note 1 to the consolidated financial statements, effective June 30, 2016, the Company determined that it no longer had control of its subsidiary in Venezuela as a result of restrictive exchange controls and Venezuelan operating restrictions that have significantly impacted the ability to make key operational decisions. As a result, the Company has deconsolidated its subsidiary in Venezuela. The results of the Venezuelan subsidiary are no longer included in the current period consolidated financial statements starting in the third quarter of 2016.

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## Results of Operations

Three Months Ended September 30, 2016 Compared with Three Months Ended September 30, 2015

|   | Three Months Ended September 30, |            |             |            |             |          |
|---|----------------------------------|------------|-------------|------------|-------------|----------|
|   | 2016                             |            | 2015        |            | Change      |          |
|   | Amount                           | % of Sales | Amount      | % of Sales | Amount      | %        |
| Net sales   | \$567,646                        | 100.0 %    | \$645,166   | 100.0 %    | \$(77,520 ) | (12.0 %) |
| Cost of goods sold                                    | 367,834                          | 64.8 %     | 446,272     | 69.2 %     | (78,438 )   | (17.6 %) |
| Gross profit  | 199,812                          | 35.2 %     | 198,894     | 30.8 %     | 918         | 0.5 %    |
| Selling, general & administrative expenses            | 117,983                          | 20.8 %     | 128,299     | 19.9 %     | (10,316 )   | (8.0 %)  |
| Rationalization and asset impairment charges          | —                                | —          | 18,285      | 2.8 %      | (18,285 )   | (100.0%) |
| Pension settlement charges                            | —                                | —          | 136,331     | 21.1 %     | (136,331 )  | (100.0%) |
| Operating income (loss)                               | 81,829                           | 14.4 %     | (84,021 )   | (13.0 %)   | 165,850     | 197.4 %  |
| Interest income                                       | 360                              | 0.1 %      | 692         | 0.1 %      | (332 )      | (48.0 %) |
| Equity earnings in affiliates                         | 619                              | 0.1 %      | 310         | —          | 309         | 99.7 %   |
| Other income  | 1,303                            | 0.2 %      | 296         | —          | 1,007       | 340.2 %  |
| Interest expense                                      | (3,815 )                         | (0.7 %)    | (5,803 )    | (0.9 %)    | 1,988       | 34.3 %   |
| Income (loss) before income taxes                     | 80,296                           | 14.1 %     | (88,526 )   | (13.7 %)   | 168,822     | 190.7 %  |
| Income taxes  | 20,257                           | 3.6 %      | (28,045 )   | (4.3 %)    | 48,302      | 172.2 %  |
| Net income (loss) including non-controlling interests | 60,039                           | 10.6 %     | (60,481 )   | (9.4 %)    | 120,520     | 199.3 %  |
| Non-controlling interests in subsidiaries' loss       | (10 )                            | —          | (15 )       | —          | 5           | 33.3 %   |
| Net income (loss)                                     | \$60,049                         | 10.6 %     | \$(60,466 ) | (9.4 %)    | \$120,515   | 199.3 %  |

Net Sales: Net sales for the third quarter of 2016 decreased 12.0% from the third quarter 2015. The sales decrease reflects volume decreases of 12.8%, or 7.8% excluding Venezuela, price decreases of 0.7%, and unfavorable impacts from foreign exchange of 0.6% offset by increases from acquisitions of 2.1%. Sales volumes decreased primarily as a result of softer demand associated with the current economic environment and weakness in oil & gas and U.S. export markets. The increase in Net sales from acquisitions was driven by acquired companies within Americas Welding.

Gross Profit: Gross profit increased 0.5% to \$199,812 for the third quarter 2016 compared with \$198,894 in the third quarter 2015. As a percentage of Net sales, Gross profit increased to 35.2% in the third quarter 2016 from 30.8% in the third quarter 2015. The third quarter 2016 includes a LIFO charge of \$452 compared with a credit of \$4,062 in the prior year period. The third quarter 2015 also includes a \$22,172 lower of cost or market inventory adjustment in Venezuela related to the adoption of a new foreign exchange mechanism.

Selling, General & Administrative ("SG&A") Expenses: SG&A expenses were lower by \$10,316, or 8.0%, in the third quarter 2016 compared with the third quarter of 2015. As a percentage of Net sales, SG&A expenses were 20.8% and 19.9% in the third quarter 2016 and 2015, respectively. The decrease in SG&A expenses was predominantly due to lower bonus expense of \$8,183 and lower foreign exchange transaction losses of \$3,685, partially offset by incremental SG&A from acquisitions of \$2,320. Foreign currency exchange rates had a \$3,998 favorable translation impact on SG&A expenses.

Rationalization and Asset Impairment Charges: In the third quarter 2015, the Company recorded \$12,195 in net rationalization charges primarily related to employee severance and other related costs. The Company also recorded non-cash charges of \$6,090 primarily related to the impairment of long-lived assets and goodwill. No rationalization or asset impairment charges were recorded in the third quarter of 2016. See Note 5, "Rationalization and Asset Impairments" for additional information.

Pension Settlement Charges: In the third quarter 2015, the Company recorded a non-cash pension settlement charge of \$136,331, \$83,341 after-tax, primarily related to the purchase of a group annuity contract. No pension settlement charges were recorded in the third quarter of 2016. See Note 12, "Retirement and Postretirement Benefit Plans" for additional information.

Interest Expense: Interest expense decreased to \$3,815 in the third quarter 2016 from \$5,803 in the third quarter of 2015. The decrease is due to an adjustment in the prior-year period to the consideration expected to be paid to acquire

additional ownership interests of a majority-owned subsidiary.

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**Income Taxes:** The Company recognized \$20,257 of tax expense on pretax income of \$80,296, resulting in an effective income tax rate of 25.2% for the three months ended September 30, 2016 compared with an effective income tax rate of 31.7% in the third quarter of 2015. The effective income tax rate is lower in the current period as compared to the third quarter of 2015 due to a \$4,028 income tax benefit related to a worthless stock deduction of a foreign subsidiary.

**Net Income:** Net income for the third quarter 2016 was \$60,049 compared with a net loss of \$60,466 in the third quarter of 2015. Diluted earnings per share for the third quarter 2016 were \$0.89 compared with a net loss per diluted share of \$0.82 in the third quarter of 2015. Reported net income in the third quarter of 2015 includes non-cash pension settlement charges of \$83,341, non-cash Venezuelan remeasurement losses of \$26,506 related to the adoption of a new foreign exchange mechanism and net rationalization and asset impairment charges of \$16,832.

**Segment Results**

**Net Sales:** The table below summarizes the impacts of volume, acquisitions, price and foreign currency exchange rates on Net sales for the three months ended September 30, 2016:

|  | Net Sales<br>2015 | Change in Net Sales due to: |              |           |                     |           | Net Sales<br>2016 |    |       |    |
|--|-------------------|-----------------------------|--------------|-----------|---------------------|-----------|-------------------|----|-------|----|
|  |                   | Volume                      | Acquisitions | Price     | Foreign<br>Exchange |           |                   |    |       |    |
| <b>Operating Segments</b>              |                   |                             |              |           |                     |           |                   |    |       |    |
| Americas Welding                       | \$454,172         | \$(81,338)                  | \$ 12,300    | \$(5,645) | \$(1,969)           | \$377,520 |                   |    |       |    |
| International Welding                  | 128,072           | (6,322 )                    | 1,454        | (1,255 )  | (2,385 )            | 119,564   |                   |    |       |    |
| The Harris Products Group              | 62,922            | 5,235                       | —            | 2,226     | 179                 | 70,562    |                   |    |       |    |
| Consolidated                           | \$645,166         | \$(82,425)                  | \$ 13,754    | \$(4,674) | \$(4,175)           | \$567,646 |                   |    |       |    |
| Americas Welding (excluding Venezuela) | 419,483           | (46,648 )                   | 12,300       | (5,646 )  | (1,969 )            | 377,520   |                   |    |       |    |
| Consolidated (excluding Venezuela)     | 610,476           | (47,734 )                   | 13,754       | (4,674 )  | (4,176 )            | 567,646   |                   |    |       |    |
| <b>% Change</b>                        |                   |                             |              |           |                     |           |                   |    |       |    |
| Americas Welding                       | (17.9             | %                           | 2.7          | %         | (1.2                | %)        | (0.4              | %) | (16.9 | %) |
| International Welding                  | (4.9              | %)                          | 1.1          | %         | (1.0                | %)        | (1.9              | %) | (6.6  | %) |
| The Harris Products Group              | 8.3               | %                           | —            |           | 3.5                 | %         | 0.3               | %  | 12.1  | %  |
| Consolidated                           | (12.8             | %)                          | 2.1          | %         | (0.7                | %)        | (0.6              | %) | (12.0 | %) |
| Americas Welding (excluding Venezuela) | (11.1             | %)                          | 2.9          | %         | (1.3                | %)        | (0.5              | %) | (10.0 | %) |
| Consolidated (excluding Venezuela)     | (7.8              | %)                          | 2.3          | %         | (0.8                | %)        | (0.7              | %) | (7.0  | %) |

Net sales volumes for the third quarter of 2016 decreased for Americas Welding and International Welding due to softer demand associated with the current economic environment and weakness in oil and gas markets. Americas Welding volumes also decreased due to weakness in U.S. exports and the deconsolidation of Venezuela. Volumes increased for The Harris Products Group primarily from the retail market. The pricing decrease in the Americas Welding segment was the result of lower raw material costs and sales mix. The increase in Net sales from acquisitions was driven by the acquisition of Vizient Manufacturing Solutions ("Vizient") and Rimrock Holdings Corporation ("Rimrock") within Americas Welding (see Note 3 to the consolidated financial statements for a discussion of the Company's recent acquisitions). The Americas Welding and International Welding sales decreased due to a stronger U.S. dollar.



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Adjusted Earnings Before Interest and Income Taxes (“Adjusted EBIT”): Segment performance is measured and resources are allocated based on a number of factors, the primary profit measure being Adjusted EBIT. EBIT is defined as Operating income plus Equity earnings in affiliates and Other income. Segment EBIT is adjusted for special items as determined by management such as the impact of rationalization activities, certain asset impairment charges and gains or losses on disposals of assets. The following table presents Adjusted EBIT for the three months ended September 30, 2016 by segment compared with the comparable period in 2015:

|                                   | Three Months Ended |             |           |          |
|-----------------------------------|--------------------|-------------|-----------|----------|
|                                   | September 30,      |             |           |          |
|                                   | 2016               | 2015        | \$ Change | % Change |
| <b>Americas Welding:</b>          |                    |             |           |          |
| Net sales                         | \$377,520          | \$454,172   | (76,652 ) | (16.9 %) |
| Inter-segment sales               | 22,386             | 25,571      | (3,185 )  | (12.5 %) |
| Total Sales                       | \$399,906          | \$479,743   | (79,837 ) | (16.6 %) |
| Adjusted EBIT                     | \$68,285           | \$82,765    | (14,480 ) | (17.5 %) |
| As a percent of total sales       | 17.1               | % 17.3      | %         | (0.2 %)  |
| <b>International Welding:</b>     |                    |             |           |          |
| Net sales                         | \$119,564          | \$128,072   | (8,508 )  | (6.6 %)  |
| Inter-segment sales               | 3,688              | 5,400       | (1,712 )  | (31.7 %) |
| Total Sales                       | \$123,252          | \$133,472   | (10,220 ) | (7.7 %)  |
| Adjusted EBIT                     | \$5,796            | \$9,268     | (3,472 )  | (37.5 %) |
| As a percent of total sales       | 4.7                | % 6.9       | %         | (2.2 %)  |
| <b>The Harris Products Group:</b> |                    |             |           |          |
| Net sales                         | \$70,562           | \$62,922    | 7,640     | 12.1 %   |
| Inter-segment sales               | 1,856              | 2,307       | (451 )    | (19.5 %) |
| Total Sales                       | \$72,418           | \$65,229    | 7,189     | 11.0 %   |
| Adjusted EBIT                     | \$8,757            | \$6,422     | 2,335     | 36.4 %   |
| As a percent of total sales       | 12.1               | % 9.8       | %         | 2.3 %    |
| <b>Corporate / Eliminations:</b>  |                    |             |           |          |
| Inter-segment sales               | \$(27,930 )        | \$(33,278 ) | 5,348     | (16.1 %) |
| Adjusted EBIT                     | 913                | (748 )      | 1,661     | 222.1 %  |
| <b>Consolidated:</b>              |                    |             |           |          |
| Net sales                         | \$567,646          | \$645,166   | (77,520 ) | (12.0 %) |
| Adjusted EBIT                     | \$83,751           | \$97,707    | (13,956 ) | (14.3 %) |
| As a percent of sales             | 14.8               | % 15.1      | %         | (0.3 %)  |

Adjusted EBIT decreased for Americas Welding and International Welding in the three months ended September 30, 2016 as compared with the same period of the prior year primarily due to lower volumes, offset by lower bonus expense and input costs. The increase in The Harris Products Group is primarily due to higher volumes and improved margins from favorable mix.

There were no special items recorded in the three months ended September 30, 2016.

In the three months ended September 30, 2015, special items include charges of \$3,341 and \$8,920 in Americas Welding and International Welding, respectively, primarily related to employee severance and other costs. Americas Welding special items also include pension settlement charges of \$136,331 and Venezuelan foreign exchange remeasurement losses of \$26,506 related to the adoption of a new foreign exchange mechanism. International Welding

special items also reflect net charges of \$6,024 related to the impairment of long-lived assets and goodwill and adjustments to reclassify a potential divestiture as held for use.



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## Nine Months Ended September 30, 2016 Compared with Nine Months Ended September 30, 2015

|  | Nine Months Ended September 30, |            | 2015        |            | Change      |          |
|--|---------------------------------|------------|-------------|------------|-------------|----------|
|  | 2016                            |            | 2015        |            | Amount      | %        |
|  | Amount                          | % of Sales | Amount      | % of Sales | Amount      | %        |
| Net sales  | \$1,710,786                     | 100.0 %    | \$1,967,806 | 100.0 %    | \$(257,020) | (13.1 %) |
| Cost of goods sold                               | 1,118,945                       | 65.4 %     | 1,322,741   | 67.2 %     | (203,796)   | (15.4 %) |
| Gross profit                                     | 591,841                         | 34.6 %     | 645,065     | 32.8 %     | (53,224)    | (8.3 %)  |
| Selling, general & administrative expenses       | 352,290                         | 20.6 %     | 385,945     | 19.6 %     | (33,655)    | (8.7 %)  |
| Rationalization and asset impairment charges     | —                               | —          | 19,524      | 1.0 %      | (19,524)    | (100.0%) |
| Pension settlement charges                       | —                               | —          | 136,331     | 6.9 %      | (136,331)   | (100.0%) |
| Loss on deconsolidation of Venezuelan subsidiary | 34,348                          | 2.0 %      | —           | —          | 34,348      | 100.0 %  |
| Operating income                                 | 205,203                         | 12.0 %     | 103,265     | 5.2 %      | 101,938     | 98.7 %   |
| Interest income                                  | 1,225                           | 0.1 %      | 2,023       | 0.1 %      | (798)       | (39.4 %) |
| Equity earnings in affiliates                    | 2,084                           | 0.1 %      | 2,138       | 0.1 %      | (54)        | (2.5 %)  |
| Other income                                     | 2,552                           | 0.1 %      | 3,223       | 0.2 %      | (671)       | (20.8 %) |
| Interest expense                                 | (11,828)                        | (0.7 %)    | (12,034)    | (0.6 %)    | 206         | 1.7 %    |
| Income before income taxes                       | 199,236                         | 11.6 %     | 98,615      | 5.0 %      | 100,621     | 102.0 %  |
| Income taxes                                     | 54,264                          | 3.2 %      | 19,902      | 1.0 %      | 34,362      | 172.7 %  |
| Net income including non-controlling interests   | 144,972                         | 8.5 %      | 78,713      | 4.0 %      | 66,259      | 84.2 %   |
| Non-controlling interests in subsidiaries' loss  | (32)                            | —          | (73)        | —          | 41          | 56.2 %   |
| Net income                                       | \$145,004                       | 8.5 %      | \$78,786    | 4.0 %      | \$66,218    | 84.0 %   |

Net Sales: Net sales for the nine months ended September 30, 2016 decreased 13.1% from the comparable period in 2015. The sales decrease reflects volume decreases of 12.2%, or 9.9% excluding Venezuela, and unfavorable impacts from foreign exchange of 16.3% offset by price increases of 13.2% and increases from acquisitions of 2.2%. Sales volumes decreased as a result of softer demand associated with the current economic environment and weakness in oil & gas and U.S. export markets. Product pricing increased from prior year levels, reflecting the highly inflationary environment in Venezuela impacting results in the first six months of 2016. Excluding Venezuela, pricing and foreign exchange had unfavorable impacts of 0.9% and 1.5%, respectively. The increase in Net sales from acquisitions was driven by acquired companies within Americas Welding.

Gross Profit: Gross profit decreased 8.3% to \$591,841 for the nine months ended September 30, 2016 compared with \$645,065 in the comparable period in 2015. As a percentage of Net sales, Gross profit increased to 34.6% in the nine months ended September 30, 2016 from 32.8% in the comparable period in 2015. The nine months ended September 30, 2016 includes a LIFO charge of \$2,474 compared with a credit of \$7,208 in the prior year period. The prior year period also includes a \$22,172 lower of cost or market inventory adjustment in Venezuela related to the adoption of a new foreign exchange mechanism.

SG&A: SG&A expenses were lower by \$33,655, or 8.7%, in the nine months ended September 30, 2016 compared with the comparable period in 2015. As a percentage of Net sales, SG&A expenses were 20.6% and 19.6% in the nine months ended September 30, 2016 and 2015, respectively. The decrease in SG&A expenses was primarily due to lower bonus expense of \$20,201, lower foreign exchange transaction losses of \$10,970 and lower salaries and wages of \$3,510, partially offset by incremental SG&A from acquisitions of \$9,040. Foreign currency exchange rates had a \$9,901 favorable translation impact on SG&A expenses.

Rationalization and Asset Impairment Charges: In the nine months ended September 30, 2015, the Company recorded \$13,434 in net rationalization charges primarily related to employee severance and other related costs. The Company also recorded noncash charges of \$6,090 related to the impairment of long-lived assets and goodwill. See Note 5, "Rationalization and Asset Impairments" for additional information.

Pension Settlement Charges: In the nine months ended September 30, 2015, the Company recorded non-cash pension settlement charges of \$136,331, \$83,341 after-tax, related to the purchase of a group annuity contract. See Note 12, "Retirement and Post-retirement Benefit Plans" for additional information.

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**Loss on Deconsolidation of Venezuelan Subsidiary:** In the nine months ended September 30, 2016, the Company recorded a loss of \$34,348, \$33,251 after-tax, related to the deconsolidation of its Venezuelan subsidiary. See Note 1 to the consolidated financial statements for additional information.

**Other Income:** Other income decreased to \$2,552 in the nine months ended September 30, 2016 from \$3,223 in the comparable period in 2015. The decrease was the result of a gain associated with the liquidation of a foreign subsidiary and the related non-controlling interest in 2015.

**Interest Expense:** Interest expense decreased to \$11,828 in the nine months ended September 30, 2016 from \$12,034 in the comparable period in 2015. The decrease is due to an adjustment in the prior-year period to the consideration expected to be paid to acquire additional ownership interests of a majority-owned subsidiary.

**Income Taxes:** The Company recognized \$54,264 of tax expense on pretax income of \$199,236, resulting in an effective income tax rate of 27.2% for the nine months ended September 30, 2016 compared with an effective income tax rate of 20.2% for the nine months ended September 30, 2015. The lower effective income tax rate in the prior period is primarily due to a pension settlement charge's deferred tax benefit recorded at the higher statutory rate. Additionally, the effective income tax rate is higher in the current period due to the impact of the deconsolidation of Venezuela, partially offset by the reversal of an income tax valuation allowance as the result of a legal entity change and an income tax benefit related to a worthless stock deduction of a foreign subsidiary.

**Net Income:** Net income for the nine months ended September 30, 2016 was \$145,004 compared with Net income of \$78,786 in the nine months ended September 30, 2015. Diluted earnings per share for the nine months ended September 30, 2016 was \$2.11 compared with \$1.04 in the comparable period in 2015. Reported net income in 2016 includes a loss related to the deconsolidation of the Company's Venezuelan subsidiary of \$33,251 partially offset by reduced income taxes of \$7,196 from the reversal of an income tax valuation allowance as a result of a legal entity change. Reported net income in 2015 includes non-cash pension settlement charges of \$83,341, non-cash Venezuelan remeasurement losses of \$26,506 related to the adoption of a new foreign exchange mechanism and net rationalization and asset impairment charges of \$17,732.

**Segment Results**

**Net Sales:** The table below summarizes the impacts of volume, acquisitions, price and foreign currency exchange rates on Net sales for the nine months ended September 30, 2016:

|   | Net Sales<br>2015 | Change in Net Sales due to: |              |             |                     | Net Sales<br>2016 |    |
|---|-------------------|-----------------------------|--------------|-------------|---------------------|-------------------|----|
|   |                   | Volume                      | Acquisitions | Price       | Foreign<br>Exchange |                   |    |
| <b>Operating Segments</b>                 |                   |                             |              |             |                     |                   |    |
| Americas Welding                          | \$1,354,010       | \$(226,400)                 | \$35,600     | \$268,381   | \$(306,691)         | \$1,124,900       |    |
| International Welding                     | 409,246           | (21,256 )                   | 8,622        | (8,243 )    | (11,685 )           | 376,684           |    |
| The Harris Products Group                 | 204,550           | 7,361                       | —            | (987 )      | (1,722 )            | 209,202           |    |
| Consolidated                              | \$1,967,806       | \$(240,295)                 | \$44,222     | \$259,151   | \$(320,098)         | \$1,710,786       |    |
| <br>                                      |                   |                             |              |             |                     |                   |    |
| Americas Welding (excluding<br>Venezuela) | \$1,273,090       | \$(172,465)                 | \$35,600     | \$(7,698 )  | \$(14,441 )         | \$1,114,086       |    |
| Consolidated (excluding<br>Venezuela)     | \$1,886,886       | \$(186,360)                 | \$44,222     | \$(16,927 ) | \$(27,848 )         | \$1,699,973       |    |
| <br>                                      |                   |                             |              |             |                     |                   |    |
| <b>% Change</b>                           |                   |                             |              |             |                     |                   |    |
| Americas Welding                          |                   | (16.7                       | %) 2.6       | %) 19.8     | %) (22.7            | %) (16.9          | %) |
| International Welding                     |                   | (5.2                        | %) 2.1       | %) (2.0     | %) (2.9             | %) (8.0           | %) |
| The Harris Products Group                 |                   | 3.6                         | %) —         | %) (0.5     | %) (0.8             | %) 2.3            | %) |
| Consolidated                              |                   | (12.2                       | %) 2.2       | %) 13.2     | %) (16.3            | %) (13.1          | %) |
| <br>                                      |                   |                             |              |             |                     |                   |    |
| Americas Welding (excluding<br>Venezuela) |                   | (13.5                       | %) 2.8       | %) (0.6     | %) (1.1             | %) (12.5          | %) |

|                                       |      |    |     |   |      |    |      |    |      |    |
|---------------------------------------|------|----|-----|---|------|----|------|----|------|----|
| Consolidated (excluding<br>Venezuela) | (9.9 | %) | 2.3 | % | (0.9 | %) | (1.5 | %) | (9.9 | %) |
|---------------------------------------|------|----|-----|---|------|----|------|----|------|----|

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Net sales volumes for the nine months ended September 30, 2016 decreased for Americas Welding and International Welding due to softer demand associated with the current economic environment and weakness in oil & gas markets. Americas Welding volumes also decreased due to weakness in U.S. exports. Volumes increased for The Harris Products Group primarily from the retail market. The product pricing increase was driven by Americas Welding due to the highly inflationary environment in Venezuela. Excluding Venezuela, pricing had a 0.9% unfavorable impact on sales in the quarter. The increase in Net sales from acquisitions was driven by the acquisition of Vizient and Rimrock within Americas Welding (see Note 3 to the consolidated financial statements for a discussion of the Company's recent acquisitions). All segments sales decreased due to the translation effect of a stronger U.S. dollar. Excluding Venezuela, foreign exchange had a 1.5% unfavorable impact on sales in the nine months ended September 30, 2016. Adjusted EBIT: The following table presents Adjusted EBIT for the nine months ended September 30, 2016 by segment compared with the comparable period in 2015:

|                                   | Nine Months Ended |             |           |          |    |
|-----------------------------------|-------------------|-------------|-----------|----------|----|
|                                   | September 30,     |             |           |          |    |
|                                   | 2016              | 2015        | \$ Change | % Change |    |
| <b>Americas Welding:</b>          |                   |             |           |          |    |
| Net sales                         | \$1,124,900       | \$1,354,010 | (229,110) | (16.9    | %) |
| Inter-segment sales               | 69,673            | 72,496      | (2,823 )  | (3.9     | %) |
| Total Sales                       | \$1,194,573       | \$1,426,506 | (231,933) | (16.3    | %) |
| Adjusted EBIT                     | \$194,924         | \$237,601   | (42,677 ) | (18.0    | %) |
| As a percent of total sales       | 16.3              | % 16.7      | %         | (0.4     | %) |
| <b>International Welding:</b>     |                   |             |           |          |    |
| Net sales                         | \$376,684         | \$409,246   | (32,562 ) | (8.0     | %) |
| Inter-segment sales               | 11,955            | 15,738      | (3,783 )  | (24.0    | %) |
| Total Sales                       | \$388,639         | \$424,984   | (36,345 ) | (8.6     | %) |
| Adjusted EBIT                     | \$21,699          | \$31,219    | (9,520 )  | (30.5    | %) |
| As a percent of total sales       | 5.6               | % 7.3       | %         | (1.7     | %) |
| <b>The Harris Products Group:</b> |                   |             |           |          |    |
| Net sales                         | \$209,202         | \$204,550   | 4,652     | 2.3      | %  |
| Inter-segment sales               | 6,983             | 7,034       | (51 )     | (0.7     | %) |
| Total Sales                       | \$216,185         | \$211,584   | 4,601     | 2.2      | %  |
| Adjusted EBIT                     | \$25,752          | \$22,221    | 3,531     | 15.9     | %  |
| As a percent of total sales       | 11.9              | % 10.5      | %         | 1.4      | %  |
| <b>Corporate / Eliminations:</b>  |                   |             |           |          |    |
| Inter-segment sales               | \$(88,611 )       | \$(95,268 ) | 6,657     | 7.0      | %  |
| Adjusted EBIT                     | 1,812             | (54 )       | 1,866     | 3,455.6  | %  |
| <b>Consolidated:</b>              |                   |             |           |          |    |
| Net sales                         | \$1,710,786       | \$1,967,806 | (257,020) | (13.1    | %) |
| Adjusted EBIT                     | \$244,187         | \$290,987   | (46,800 ) | (16.1    | %) |
| As a percent of sales             | 14.3              | % 14.8      | %         | (0.5     | %) |

Adjusted EBIT decreased for Americas Welding and International Welding in the nine months ended September 30, 2016 as compared with the same period of the prior year primarily due to volume decreases. The increase in The Harris Products Group is primarily due to favorable sales mix associated with volume increases.

In the nine months ended September 30, 2016, special items within Corporate/Eliminations include a loss of \$34,348 related to the deconsolidation of its Venezuelan subsidiary.



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In the nine months ended September 30, 2015, special items include charges of \$3,341 and \$10,159 in Americas Welding and International Welding, respectively, primarily related to employee severance and other costs. Americas Welding special items also include pension settlement charges of \$136,331 and Venezuelan foreign exchange remeasurement losses of \$26,506 related to the adoption of a new foreign exchange mechanism. International Welding special items also reflect net charges of \$6,024 related to the impairment of long-lived assets and goodwill and adjustments to reclassify a potential divestiture as held for use.

**Non-GAAP Financial Measures**

Adjusted operating income, Adjusted net income, Adjusted diluted earnings per share and Return on invested capital are non-GAAP financial measures. Management uses non-GAAP measures to assess the Company's operating performance by excluding certain disclosed special items that management believes are not representative of the Company's core business. Management believes that excluding these special items enables them to make better period-over-period comparisons and benchmark the Company's operational performance against other companies in its industry more meaningfully. Furthermore, management believes that non-GAAP financial measures provide investors with meaningful information that provides a more complete understanding of Company operating results and enables investors to analyze financial and business trends more thoroughly. Non-GAAP financial measures should not be viewed in isolation, are not a substitute for GAAP measures and have limitations including, but not limited to, their usefulness as comparative measures as other companies may define their non-GAAP measures differently.

The following table presents a reconciliation of Operating income as reported to Adjusted operating income:

|  | Three Months<br>Ended September<br>30, |            | Nine Months Ended<br>September 30, |           |
|--|--|------------|------------------------------------|-----------|
|  | 2016                                   | 2015       | 2016                               | 2015      |
| Operating income as reported                     | \$81,829                               | \$(84,021) | \$205,203                          | \$103,265 |
| Special items (pre-tax):                         |  |            |                                    |           |
| Rationalization and asset impairment charges     | —                                      | 18,285     | —                                  | 19,524    |
| Loss on deconsolidation of Venezuelan subsidiary | —                                      | —          | 34,348                             | —         |
| Venezuela remeasurement losses                   | —                                      | 26,506     | —                                  | 26,506    |
| Pension settlement charges                       | —                                      | 136,331    | —                                  | 136,331   |
| Adjusted operating income                        | \$81,829                               | \$97,101   | \$239,551                          | \$285,626 |

Special items included in Operating income during the nine months ended September 30, 2016 reflect a loss on the deconsolidation of the Venezuelan subsidiary. Special items included in Operating income during the three and nine months ended September 30, 2015 represent rationalization charges related to employee severance and other related costs, charges related to the impairment of long-lived assets and goodwill, pension settlement charges and Venezuelan foreign exchange remeasurement losses related to the adoption of a new foreign exchange mechanism.

The following table presents reconciliations of Net income and Diluted earnings per share as reported to Adjusted net income and Adjusted diluted earnings per share:

|  | Three Months<br>Ended September<br>30, |            | Nine Months Ended<br>September 30, |           |
|--|--|------------|------------------------------------|-----------|
|  | 2016                                   | 2015       | 2016                               | 2015      |
| Net income as reported                           | \$60,049                               | \$(60,466) | \$145,004                          | \$78,786  |
| Special items (after-tax):                       |  |            |                                    |           |
| Rationalization and asset impairment charges     | —                                      | 16,832     | —                                  | 17,732    |
| Loss on deconsolidation of Venezuelan subsidiary | —                                      | —          | 33,251                             | —         |
| Venezuela remeasurement losses                   | —                                      | 26,506     | —                                  | 26,506    |
| Income tax valuation reversal                    | —                                      | —          | (7,196)                            | —         |
| Pension settlement charges                       | —                                      | 83,341     | —                                  | 83,341    |
| Adjusted net income                              | \$60,049                               | \$66,213   | \$171,059                          | \$206,365 |

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|  |        |         |          |        |
|--|--------|---------|----------|--------|
| Diluted earnings per share as reported | \$0.89 | \$(0.82 | ) \$2.11 | \$1.04 |
| Special items                          | —      | 1.71    | 0.38     | 1.68   |
| Adjusted diluted earnings per share    | \$0.89 | \$0.89  | \$2.49   | \$2.72 |

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Special items included in Net income during the nine months ended September 30, 2016 reflect a loss on the deconsolidation of the Venezuelan subsidiary and the reversal of an income tax valuation allowance as a result of a legal entity change. Special items included in Net income during the three and nine months ended September 30, 2015 represent rationalization charges related to employee severance and other related costs, charges related to the impairment of long-lived assets and goodwill, pension settlement charges and Venezuelan foreign exchange remeasurement losses related to the adoption of a new foreign exchange mechanism.

Liquidity and Capital Resources

The Company's cash flow from operations can be cyclical. Operational cash flow is a key driver of liquidity, providing cash and access to capital markets. In assessing liquidity, the Company reviews working capital measurements to define areas for improvement. Management anticipates the Company will be able to satisfy cash requirements for its ongoing businesses for the foreseeable future primarily with cash generated by operations, existing cash balances, borrowings under its existing credit facilities and raising debt in capital markets.

The Company continues to expand globally and periodically looks at transactions that would involve significant investments. The Company can fund its global expansion plans with operational cash flow, but a significant acquisition may require access to capital markets, in particular, the long-term debt market, as well as the syndicated bank loan market. The Company's financing strategy is to fund itself at the lowest after-tax cost of funding. Where possible, the Company utilizes operational cash flows and raises capital in the most efficient market, usually the United States, and then lends funds to the specific subsidiary that requires funding. If additional acquisitions providing appropriate financial benefits become available, additional expenditures may be made.

The following table reflects changes in key cash flow measures:

|  | Nine Months Ended September 30, |            |            |
|--|---------------------------------|------------|------------|
|  | 2016                            | 2015       | Change     |
| Cash provided by operating activities                  | \$236,766                       | \$235,436  | \$ 1,330   |
| Cash used by investing activities                      | (110,291 )                      | (71,975 )  | (38,316 )  |
| Capital expenditures                                   | (39,377 )                       | (40,187 )  | 810        |
| Acquisition of businesses, net of cash acquired        | (71,567 )                       | (33,882 )  | (37,685 )  |
| Proceeds from sale of property, plant and equipment    | 936                             | 2,173      | (1,237 )   |
| Other investing activities                             | (283 )                          | (79 )      | (204 )     |
| Cash used by financing activities                      | (175,927 )                      | (51,279 )  | (124,648 ) |
| Proceeds from (payments on) short-term borrowings, net | 183,465                         | (35,210 )  | 218,675    |
| (Payments on) proceeds from long-term borrowings, net  | (206 )                          | 349,630    | (349,836 ) |
| Proceeds from exercise of stock options                | 10,418                          | 4,600      | 5,818      |
| Excess tax benefits from stock-based compensation      | 3,414                           | 1,487      | 1,927      |
| Purchase of shares for treasury                        | (288,594 )                      | (297,804 ) | 9,210      |
| Cash dividends paid to shareholders                    | (66,180 )                       | (65,942 )  | (238 )     |
| Other financing activities                             | (18,244 )                       | (8,040 )   | (10,204 )  |
| (Decrease) increase in Cash and cash equivalents       | (47,255 )                       | 85,966     |            |

Cash and cash equivalents decreased 15.5% or \$47,255 during the nine months ended September 30, 2016 to \$256,928 from \$304,183 as of December 31, 2015. This decrease was predominantly due to cash used in the acquisition of businesses, cash dividends paid to shareholders and the purchase of common shares for treasury, offset by cash provided by operating activities and proceeds from short-term borrowings. The decrease in Cash and cash equivalents during the nine months ended September 30, 2016 compares to an increase of 30.9% or \$85,966 to \$364,345 during the nine months ended September 30, 2015. At September 30, 2016, \$249,582 of Cash and cash equivalents was held by international subsidiaries and may be subject to U.S. income taxes and foreign withholding taxes if repatriated to the U.S.

Cash provided by operating activities increased by \$1,330 for the nine months ended September 30, 2016, compared with the nine months ended September 30, 2015.



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Cash used by investing activities increased by \$38,316 for the nine months ended September 30, 2016, compared with the nine months ended September 30, 2015. The increase was predominantly due to an increase in cash used in the acquisition of businesses. The Company currently anticipates capital expenditures of \$55,000 to \$60,000 in 2016.

Anticipated capital expenditures reflect investments for capital maintenance to improve operational effectiveness and the Company's continued international expansion. Management critically evaluates all proposed capital expenditures and expects each project to increase efficiency, reduce costs, promote business growth, or improve the overall safety and environmental conditions of the Company's facilities.

Cash used by financing activities increased by \$124,648 to \$175,927 in the nine months ended September 30, 2016, compared with the nine months ended September 30, 2015. The increase was due to proceeds from the 2015 Notes in the prior year, partially offset by proceeds from short-term borrowings in 2016. On October 20, 2016, the Company issued senior unsecured notes in the aggregate principal amount of \$350,000 through a private placement. All proceeds were received during October 2016 (see the Note 11 for additional information). The Company's total weighted average effective interest rate and weighted average term, inclusive of the 2015 Notes and 2016 Notes, is 3.3% and 18 years, respectively.

The Company anticipates share repurchases of approximately \$400,000 in 2016.

The Company's total debt levels increased from \$354,625 at December 31, 2015 to \$543,658 at September 30, 2016.

The increase was due to additional short-term borrowings. Total debt to total invested capital increased to 41.9% at September 30, 2016 from 27.6% at December 31, 2015.

In October 2016, the Company paid a cash dividend of \$0.32 per share, or \$21,129 to shareholders of record on September 30, 2016.

## Working Capital Ratios

|   | September<br>30, 2016 | December<br>31, 2015 | September<br>30, 2015 |
|---|-----------------------|----------------------|-----------------------|
| Operating working capital to net sales <sup>1</sup> | 17.7 %                | 17.1 %               | 17.5 %                |
| Days sales in Total inventory                       | 100.3                 | 89.2                 | 98.3                  |
| Days sales in Accounts receivable                   | 48.2                  | 46.9                 | 47.2                  |
| Average days in Trade accounts payable              | 45.3                  | 38.7                 | 40.0                  |

<sup>1</sup> Operating working capital to net sales is defined as the sum of Accounts receivable and Total inventory less Trade accounts payable divided by annualized rolling three months of net sales.

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## Return on Invested Capital

The Company reviews return on invested capital ("ROIC") in assessing and evaluating the Company's underlying operating performance. ROIC is a non-GAAP financial measure that the Company believes is a meaningful metric to investors in evaluating the Company's financial performance and may be different than the method used by other companies to calculate ROIC. ROIC is defined as rolling 12 months of Adjusted net income excluding tax-effected interest income and expense divided by invested capital. Invested capital is defined as total debt, which includes Short-term debt and Long-term debt, less current portions, plus Total equity.

ROIC for the twelve months ended September 30, 2016 and 2015 were as follows:

|   | Twelve Months Ended<br>September 30, |                       |
|---|--------------------------------------|-----------------------|
|   | 2016                                 | 2015                  |
| Return on Invested Capital  |                                      |                       |
| Net income  | \$ 193,696                           | \$ 153,998            |
| Rationalization and asset impairment charges (gains), net of tax of (\$16) and \$1,791 in 2016 and 2015, respectively | 450                                  | 17,899                |
| Loss on deconsolidation of Venezuelan subsidiary, net of tax of \$1,097   | 33,251                               | —                     |
| Income tax valuation reversals  | (7,196 )                             | —                     |
| Pension settlement charges, net of tax of \$2,438 and \$52,990 in 2016 and 2015, respectively                         | 3,969                                | 83,341                |
| Venezuela currency devaluation  | 708                                  | 26,506                |
| Adjusted net income   | \$224,878                            | \$281,744             |
| Plus: Interest expense, net of tax of \$6,816 and \$7,174 in 2016 and 2015, respectively                              | 13,342                               | 11,564                |
| Less: Interest income, net of tax of \$596 and \$1,015 in 2016 and 2015, respectively                                 | 1,182                                | 1,636                 |
| Adjusted net income before tax effected interest  | \$237,038                            | \$291,672             |
|   |                                      |                       |
| Invested Capital  | September<br>30, 2016                | September<br>30, 2015 |
| Short-term debt   | \$ 183,827                           | \$ 2,453              |
| Long-term debt, less current portion  | 359,831                              | 350,899               |
| Total debt  | 543,658                              | 353,352               |
| Total equity  | 752,917                              | 1,011,969             |
| Invested capital  | \$ 1,296,575                         | \$ 1,365,321          |
| Return on invested capital  | 18.3                                 | % 21.4                |
|   |                                      | %                     |

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## Venezuela — Deconsolidation

Effective June 30, 2016, the Company determined that deteriorating conditions in Venezuela had led the Company to no longer meet the accounting criteria for control over its Venezuelan subsidiary. The restrictive exchange controls in Venezuela and the lack of access to U.S. dollars through official currency exchange mechanisms resulted in an other-than-temporary lack of exchangeability between the Venezuela bolivar and the U.S. dollar, and restricted the Venezuela operations ability to pay dividends and satisfy other obligations denominated in U.S. dollars. Additionally, other operating restrictions including government controls on pricing, profits, imports and restrictive labor laws significantly impacted the Company's ability to make key operational decisions, including the ability to manage its capital structure, purchasing, product pricing and labor relations. Therefore, as of June 30, 2016, the Company deconsolidated the financial statements of its subsidiary in Venezuela and began reporting the results under the cost method of accounting.

As a result of the deconsolidation, the Company recorded a pretax charge of \$34,348 (\$33,251 after-tax) in the second quarter of 2016. The pretax charge includes the write-off of the Company's investment in Venezuela, including all inter-company balances and \$283 of Cash and cash equivalents. Additionally, the charge includes foreign currency translation losses and pension losses previously included in Accumulated other comprehensive loss.

Beginning July 1, 2016, the Company no longer includes the results of the Venezuelan subsidiary in its consolidated financial statements. Under the cost method of accounting, if cash were to be received from the Venezuela entity in future periods from the sale of inventory, dividends or royalties, income would be recognized. The Company does not anticipate dividend or royalty payments being made in the foreseeable future and has had no purchases from or sales to the Venezuela entity since it was deconsolidated. The factors that led to the Company's conclusion to deconsolidate at June 30, 2016 continued to exist through September 30, 2016. The Company expects these conditions to continue for the foreseeable future.

Prior to deconsolidation, in the three months ended September 30, 2015, the Company's Venezuela operations contributed \$34,689 to Net sales, a \$16,841 loss to Gross profit and net losses of \$26,316, or a loss of \$0.36 per diluted share. In the nine months ended September 30, 2015, the Company's Venezuela operations contributed \$80,919 to Net sales, a \$5,258 loss to Gross profit and net losses of \$23,130, or a loss of \$0.30 per diluted share. The losses in Gross profit for the three and nine months ended September 30, 2015, include a \$22,172 lower of cost or market inventory adjustment related to the adoption of a new foreign exchange mechanism. Adjusted net income for the nine months ended September 30, 2015, included earnings of \$3,376, or \$0.05 per diluted share from the Venezuela operations.

Refer to Note 1 to the consolidated financial statements for a discussion of highly inflationary accounting prior to deconsolidation.

## New Accounting Pronouncements

Refer to Note 1 to the consolidated financial statements for a discussion of accounting standards recently adopted or required to be adopted in the future.

## Acquisitions

Refer to Note 3 to the consolidated financial statements for a discussion of the Company's recent acquisitions.

## Debt

Refer to Note 11 to the consolidated financial statements for a discussion of the Company's debt.

## Pensions

In October 2016, the Company announced an amendment to The Lincoln Electric Company Retirement Annuity Program ("RAP") to cease all benefit accruals for participants under the RAP effective as of December 31, 2016. The RAP currently includes approximately 1,500 domestic employees who will fully transition to The Lincoln Electric Company Employee Savings Plan ("Savings Plan"), a defined contribution retirement savings plan. Additionally, in October 2016, the Company announced an amendment to the Savings Plan to allow eligible employees to receive company contributions through a combination of matching and automatic employer contributions. These changes will not have a material impact on 2016 or 2017 financial statements.



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Forward-looking Statements

The Company's expectations and beliefs concerning the future contained in this report are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements reflect management's current expectations and involve a number of risks and uncertainties. Forward-looking statements generally can be identified by the use of words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "forecast," "guidance," and words of similar meaning. Actual results may differ materially from such statements due to a variety of factors that could adversely affect the Company's operating results. The factors include, but are not limited to: general economic and market conditions; the effectiveness of operating initiatives; completion of planned divestitures; interest rates; disruptions, uncertainty or volatility in the credit markets that may limit our access to capital; currency exchange rates and devaluations; adverse outcome of pending or potential litigation; actual costs of the Company's rationalization plans; possible acquisitions; market risks and price fluctuations related to the purchase of commodities and energy; global regulatory complexity; and the possible effects of events beyond our control, such as political unrest, acts of terror and natural disasters, on the Company or its customers, suppliers and the economy in general. For additional discussion, see "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and on Form 10-Q for the quarter ended June 30, 2016.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes in the Company's exposure to market risk since December 31, 2015. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

**ITEM 4. CONTROLS AND PROCEDURES**

Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective as of September 30, 2016.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2016 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

The Company is subject, from time to time, to a variety of civil and administrative proceedings arising out of its normal operations, including, without limitation, product liability claims, regulatory claims and health, safety and environmental claims. Among such proceedings are the cases described below.

As of September 30, 2016, the Company was a co-defendant in cases alleging asbestos-induced illness involving claims by approximately 6,123 plaintiffs, which is a net decrease of 357 claims from those previously reported. In each instance, the Company is one of a large number of defendants. The asbestos claimants seek compensatory and punitive damages, in most cases for unspecified sums. Since January 1, 1995, the Company has been a co-defendant in other similar cases that have been resolved as follows: 52,102 of those claims were dismissed, 22 were tried to defense verdicts, seven were tried to plaintiff verdicts (one of which is being appealed), one was resolved by agreement for an immaterial amount and 768 were decided in favor of the Company following summary judgment motions.

## ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report and listed below, the reader should carefully consider the factors discussed in “Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 and on Form 10-Q for the quarter ended June 30, 2016, which could materially affect the Company’s business, financial condition or future results.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer purchases of its common shares during the third quarter of 2016 were as follows:

| Period                 | Total Number of Shares Repurchased | Average Price Paid Per Share | Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs <sup>(2)</sup> |
|------------------------|------------------------------------|------------------------------|--|---|
| July 1 - 31, 2016      | 841,193                            | <sup>(1)</sup> \$ 59.90      | 841,059  | 10,291,168  |
| August 1 - 31, 2016    | 187,995                            | 62.57                        | 187,995  | 10,103,173  |
| September 1 - 30, 2016 | 382,609                            | <sup>(1)</sup> 61.45         | 382,122  | 9,721,051   |
| Total                  | 1,411,797                          | 60.67                        | 1,411,176  |   |

<sup>(1)</sup> The above share repurchases include the surrender of the Company's common shares in connection with the vesting of restricted awards.

In April 2016, the Company's Board of Directors authorized a new share repurchase program, which increased the total number of the Company’s common shares authorized to be repurchased to 55 million shares. Total shares <sup>(2)</sup> purchased through the share repurchase programs were 45.3 million shares at a total cost of \$1.6 billion for a weighted average cost of \$35.03 per share through September 30, 2016.



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ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 6. EXHIBITS

(a) Exhibits

- 31.1 Certification of the Chairman, President and Chief Executive Officer (Principal Executive Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2 Certification of the Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1 Certification of the Chairman, President and Chief Executive Officer (Principal Executive Officer) and Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

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SIGNATURES

Pursuant to the requirements 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.

LINCOLN ELECTRIC HOLDINGS, INC.

/s/ Geoffrey P. Allman

Geoffrey P. Allman

Senior Vice President, Corporate Controller

(principal accounting officer)

October 24, 2016