ENCORE WIRE CORP
Form 10-Q
July 31, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2015

or

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

For the transition period from to

Commission File Number: 000-20278

ENCORE WIRE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	75-2274963 (I.R.S. Employer Identification No.)
1329 Millwood Road McKinney, Texas (Address of principal executive offices)	75069 (Zip Code)

Registrant's telephone number, including area code: (972) 562-9473

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

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

Indicate by check mark whether the registrant has submitted electronically 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 ¨

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

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ¨ No x
Number of shares of Common Stock, par value $0.01, outstanding as of July 30, 2015: 20,747,952

ENCORE WIRE CORPORATION
FORM 10-Q
FOR THE QUARTER ENDED JUNE 30, 2015
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PART I—FINANCIAL INFORMATION
Item 1. Financial Statements.
Encore Wire Corporation
Consolidated Balance Sheets
As of June 30, 2015 and December 31, 2014
(In thousands, except share and per share data)

	June 30, 2015 (Unaudited)	December 31, 2014 (See Note)
Assets		
Current assets:		
Cash and cash equivalents	$45,603	$54,664
Accounts receivable, net of allowance of $2,065 and $2,065	200,306	206,908
Inventories	92,562	78,251
Income tax receivable	—	1,951
Deferred income taxes	—	1,306
Prepaid expenses and other	3,003	2,235
Total current assets	341,474	345,315
Property, plant and equipment—at cost:		
Land and land improvements	48,323	48,305
Construction-in-progress	58,174	48,245
Buildings and improvements	97,064	96,405
Machinery and equipment	241,724	228,371
Furniture and fixtures	8,929	8,682
Total property, plant and equipment	454,214	430,008
Accumulated depreciation	(210,839)	(203,502)
Property, plant and equipment – net	243,375	226,506
Other assets	275	930
Total assets	$585,124	$572,751
Liabilities and Stockholders' Equity		
Current liabilities:		
Trade accounts payable	$24,915	$31,147
Accrued liabilities	21,779	28,191
Income taxes payable	1,729	—
Deferred income taxes	2,173	—
Total current liabilities	50,596	59,338
Non-current deferred income taxes	19,221	20,226
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $.01 par value:		
Authorized shares – 2,000,000; none issued	—	—
Common stock, $.01 par value:		
Authorized shares – 40,000,000;		
Issued shares – 26,679,003 and 26,657,003	267	267

Additional paid-in capital	51,406	50,598
Treasury stock, at cost – 5,934,651 and 5,934,651 shares	(88,134)	(88,134)
Retained earnings	551,768	530,456
Total stockholders’ equity	515,307	493,187
Total liabilities and stockholders’ equity	$585,124	$572,751

Note: The consolidated balance sheet at December 31, 2014, as presented, is derived from the audited consolidated financial statements at that date.

See accompanying notes.

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Encore Wire Corporation
Consolidated Statements of Income
Unaudited for the Quarter and Six Months Ended June 30, 2015 and 2014
(In thousands, except per share data)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net sales	$253,747	$307,088	$504,010	$584,286
Cost of goods sold	220,842	273,576	438,674	518,598
Gross profit	32,905	33,512	65,336	65,688
Selling, general, and administrative expenses	15,857	18,235	31,889	33,688
Operating income	17,048	15,277	33,447	32,000
Other (income) expenses:				
Interest and other income	(78)	(85)	(239)	(165)
Interest expense	62	82	124	146
Income before income taxes	17,064	15,280	33,562	32,019
Provision for income taxes	5,711	5,126	11,421	11,012
Net income	$11,353	$10,154	$22,141	$21,007
Net income per common and common equivalent share – basic	$0.55	$0.49	$1.07	$1.01
Weighted average common and common equivalent shares outstanding – basic	20,737	20,715	20,731	20,709
Net income per common and common equivalent share – diluted	$0.54	$0.49	$1.06	$1.01
Weighted average common and common equivalent shares outstanding – diluted	20,836	20,835	20,809	20,837
Cash dividends declared per share	$0.02	$0.02	$0.04	$0.04

See accompanying notes.

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Encore Wire Corporation
Consolidated Statements of Cash Flow
Unaudited for the Six Months Ended June 30, 2015 and 2014
(In thousands)

	Six Months Ended June 30,	
	2015	2014
Operating Activities		
Net income	$22,141	$21,007
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	7,848	7,813
Deferred income taxes	2,474	4,237
Excess tax benefits of options exercised	(24)	(106)
Stock-based compensation	516	234
Other	(22)	(87)
Changes in operating assets and liabilities:		
Accounts receivable	6,602	(22,883)
Inventories	(14,311)	(9,402)
Trade accounts payable and accrued liabilities	(15,003)	(3,867)
Other assets and liabilities	(136)	(584)
Current income taxes receivable / payable	3,704	383
Net cash provided by (used in) operating activities	13,789	(3,255)
Investing Activities		
Purchases of property, plant and equipment	(22,497)	(14,178)
Proceeds from sale of assets	—	75
Other	—	(32)
Net cash provided by (used in) investing activities	(22,497)	(14,135)
Financing Activities		
Proceeds from issuance of common stock, net	452	428
Dividends paid	(829)	(828)
Excess tax benefits of options exercised	24	106
Net cash provided by (used in) financing activities	(353)	(294)
Net increase (decrease) in cash and cash equivalents	(9,061)	(17,684)
Cash and cash equivalents at beginning of period	54,664	36,778
Cash and cash equivalents at end of period	$45,603	$19,094

See accompanying notes.

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ENCORE WIRE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
June 30, 2015

NOTE 1 – BASIS OF PRESENTATION

The unaudited consolidated financial statements of Encore Wire Corporation (the “Company”) have been prepared in accordance with U.S. generally accepted accounting principles for interim information and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete annual financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments considered necessary for a fair presentation, have been included. Results of operations for interim periods presented do not necessarily indicate the results that may be expected for the entire year. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

NOTE 2 – INVENTORIES

Inventories are stated at the lower of cost, determined by the last-in, first-out (LIFO) method, or market.
Inventories consist of the following:

In Thousands	June 30, 2015	December 31, 2014
Raw materials	$31,846	$28,283
Work-in-process	20,704	19,169
Finished goods	82,448	84,020
Total	134,998	131,472
Adjust to LIFO cost	(42,436)	(53,221)
Lower of cost or market adjustment	—	—
Inventory, net	$92,562	$78,251

LIFO pools are established at the end of each fiscal year. During the first three quarters of every year, LIFO calculations are based on the inventory levels and costs at that time. Accordingly, interim LIFO balances will fluctuate up and down in tandem with inventory levels and costs.

During the first six months of 2015, the Company did not liquidate any LIFO inventory layers established in prior years. A LIFO adjustment was recorded decreasing cost of sales by $1.5 million during the second quarter of 2015 and by $10.8 million in the first six months. During the first six months of 2014, the Company liquidated a portion of the LIFO inventory layer in the aluminum wire pool established in prior years. This liquidation had an insignificant effect on the net income of the Company. During 2014, LIFO adjustments were recorded decreasing cost of sales by $1.9 million in the second quarter and by $6.8 million in the first six months.

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NOTE 3 – ACCRUED LIABILITIES

Accrued liabilities consist of the following:

In Thousands	June 30, 2015	December 31, 2014
Sales volume discounts payable	$11,217	$16,011
Property taxes payable	2,249	3,510
Commissions payable	2,290	2,064
Accrued salaries	4,422	4,800
Other accrued liabilities	1,601	1,806
Total accrued liabilities	$21,779	$28,191

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NOTE 4 – INCOME TAXES

Income taxes were accrued at an effective rate of 33.5% in the second quarter of 2015 versus 33.5% in the second quarter of 2014, consistent with the Company's estimated liabilities. For the six months ended June 30, the Company's effective tax rate was approximately 34.0% in 2015 and 34.4% in 2014. The decrease in the effective rate was due to a change in the proportional effects of permanent items on the effective rate.

NOTE 5 – EARNINGS PER SHARE

Net earnings (loss) per common and common equivalent share are computed using the weighted average number of shares of common stock and common stock equivalents outstanding during each period. If dilutive, the effect of stock options, treated as common stock equivalents, is calculated using the treasury stock method.

The following table sets forth the computation of basic and diluted net earnings (loss) per share:

	Quarters Ended	
In Thousands	June 30, 2015	June 30, 2014
Numerator:		
Net income (loss)	$11,353	$10,154
Denominator:		
Denominator for basic earnings per share – weighted average shares	20,737	20,715
Effect of dilutive securities:		
Employee stock options	99	120
Denominator for diluted earnings per share – weighted average shares	20,836	20,835

The weighted average of employee stock options excluded from the determination of diluted net income per common and common equivalent share for the second quarter was 49,000 in 2015 and 49,000 in 2014. Such options were anti-dilutive for the respective periods.

The following table sets forth the computation of basic and diluted net earnings (loss) per share:

	Six Months Ended	
In Thousands	June 30, 2015	June 30, 2014
Numerator:		
Net income (loss)	$22,141	$21,007
Denominator:		
Denominator for basic earnings per share – weighted average shares	20,731	20,709
Effect of dilutive securities:		
Employee stock options	78	128
Denominator for diluted earnings per share – weighted average shares	20,809	20,837

The weighted average of employee stock options excluded from the determination of diluted net income per common and common equivalent share for the six months ended June 30 was 94,000 in 2015 and 34,000 in 2014. Such options were anti-dilutive for the respective periods.

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NOTE 6 – DEBT

The Company is party to a Credit Agreement (the “Credit Agreement”) with two banks, Bank of America, N.A., as administrative agent and letter of credit issuer, and Wells Fargo Bank, National Association, as syndication agent. The Credit Agreement extends through October 1, 2017 and provides for maximum borrowings of the lesser of $150.0 million or the amount of eligible accounts receivable plus the amount of eligible finished goods and raw materials, less any reserves established by the banks. Additionally, at our request and subject to certain conditions, the commitments under the Credit Agreement may be increased by a maximum of up to $100.0 million as long as existing or new lenders agree to provide such additional commitments. The calculated maximum borrowing amount available at June 30, 2015, as computed under the Credit Agreement, was $149.5 million. Borrowings under the line of credit bear interest, at the Company’s option, at either (1) LIBOR plus a margin that varies from 0.875% to 1.75% depending upon the Leverage Ratio (as defined in the Credit Agreement), or (2) the base rate (which is the highest of the federal funds rate plus 0.5%, the prime rate, or LIBOR plus 1.0%) plus 0% to 0.25% (depending upon the Leverage Ratio). A commitment fee ranging from 0.15% to 0.30% (depending upon the Leverage Ratio) is payable on the unused line of credit. At June 30, 2015, there were no borrowings outstanding under the Credit Agreement. Obligations under the Credit Agreement are the only contractual borrowing obligations or commercial borrowing commitments of the Company.

Obligations under the Credit Agreement are unsecured and contain customary covenants and events of default. The Company was in compliance with the covenants as of June 30, 2015.

NOTE 7 – STOCKHOLDERS’ EQUITY

On November 10, 2006, the Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to an authorized amount of shares of its common stock on the open market or through privately negotiated transactions at prices determined by the President of the Company during the term of the program. The Company’s Board of Directors has authorized several increases and annual extensions of this stock repurchase program. As of June 30, 2015, the repurchase authorization had 1,225,750 shares remaining authorized through March 31, 2016. The Company did not repurchase any shares of its stock in the first six months of 2015 or 2014.

Other than net income, there was no material change in stockholders equity during the quarter and six months ended June 30, 2015.

NOTE 8 - CONTINGENCIES

On July 7, 2009, Southwire Company, a Delaware corporation (“Southwire”), filed a complaint for patent infringement against the Company and Cerro Wire, Inc. (“Cerro”) in the United States District Court for the Eastern District of Texas. In the complaint, Southwire alleged that the Company infringed one or more claims of United States Patent No. 7,557,301 (the “301 patent”), entitled “Method of Manufacturing Electrical Cable Having Reduced Required Force for Installation,” by making and selling electrical cables, including the Company’s Super Slick cables. The case has been transferred to the Northern District of Georgia and the parties have agreed to stay it pending reexamination of the ‘301 patent by the United States Patent and Trademark Office (the “USPTO”). On June 23, 2011, the USPTO issued an office action in the reexamination finally rejecting all the claims of the ‘301 patent. Southwire responded to these final rejections on August 8, 2011 by submitting substantially amended claims. The examiner determined that the amended claims captured patentable subject matter and on September 21, 2011 issued a notice that a reexamination certificate would be issued evidencing the patentability of the amended claims. The reexamination certificate was issued on the ‘301 patent on December 27, 2011. Subsequent to the issuance of the ‘301 reexamination certificate, a new inter partes reexamination proceeding was instituted by Cerro Wire against the reexamined ‘301 patent. At this time, all of the claims of the reexamined ‘301 patent have been rejected by the USPTO. This decision is not final.

On July 2, 2010, the Company filed a complaint against Southwire in the Northern District of Georgia. The complaint alleged that Southwire was using a deceptively misdescriptive trademark on its SimPull products, and that Southwire had made false statements about the Company’s Slick Wire products. Southwire’s United States Patent No. 7,749,024 (“the ‘024 patent”) issued on July 6, 2010. The morning the patent issued, the Company amended its complaint to seek a declaratory judgment that the Company’s Slick Wire products do not infringe the ‘024 patent. Later that same day, Southwire filed a separate complaint against the Company and Cerro Wire in the Eastern District of Texas alleging infringement of the ‘024 patent. The Company’s complaint against Southwire was stayed by agreement on April 11, 2011. The case will remain stayed until the USPTO issues a certificate of reexamination of the ‘024 patent. The complaint filed by Southwire in the Eastern District of Texas has been voluntarily dismissed and Southwire will have the option to pursue its claims against the Company in the Northern District of Georgia, once the reexamination is completed. On October 8, 2010, the Company filed a request with the USPTO for an inter partes reexamination of the ‘024 patent. On November 9, 2010, the USPTO ordered the reexamination of the ‘024 patent. In ordering reexamination of Southwire’s ‘024 patent, the USPTO determined that the Company’s submission of prior art raised a substantial new question of patentability of the claims of the ‘024 patent. On December 3, 2010, the USPTO issued a non-final office action rejecting all of the claims of the ‘024 Patent. Southwire filed a response to the non-final office action on February 3, 2011, which included legal arguments and supporting technical declarations. The Company filed its comments to the Southwire response on March 3, 2011,

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including points and authorities, legal arguments, and supporting technical declarations. On July 9, 2012, the Examiner issued an Action Closing Prosecution (“ACP”) finally rejecting patent claims 4-7 and 9-12 in the reexamination of the ‘024 patent. On August 15, 2012, Southwire filed a response to the ACP, which included extensive proposed claim amendments and arguments supporting the patentability of the proposed amended claims. The Company filed its comments to the Southwire response to the ACP on September 13, 2012, including points and authorities, legal arguments, and a supporting technical declaration. The Examiner refused entry of Southwire’s proposed amendments and maintained the rejection of all the claims under reexamination in a Right of Appeal Notice mailed September 28, 2012. On October 17, 2012, Southwire filed two petitions requesting that the reexamination be reopened or, in the alternative, that the proposed amendments presented in its September 13, 2012 response to ACP be entered into the record. Southwire filed a Notice of Appeal on October 29, 2012 and its Appellant’s Brief on December 31, 2012, followed by the Company filing its Respondent’s Brief on January 25, 2013. The petitions filed by Southwire on October 17, 2012 were denied by the USPTO in a decision mailed April 5, 2013. The Examiner’s Brief was mailed on July 16, 2013. Southwire filed its Rebuttal Brief on August 16, 2013.

On March 28, 2014, the Patent Trial and Appeal Board (“PTAB”) issued its Decision on Appeal. In its opinion, the PTAB fully addressed one of nine grounds of rejection of the claims under reexamination as obvious in view of the prior art, sustaining the rejections of some of the claims, but reversing the rejections of other claims. In light of the PTAB’s failure to address the remaining eight grounds of rejection with regards to these narrower claims, the Company filed a Request for Rehearing on April 22, 2014. The PTAB issued its Decision on the Request for Rehearing on November 3, 2014, but still reversed the Examiner’s rejection of some of the claims. Southwire and the Company have each appealed the PTAB’s Decision to the Federal Circuit. Briefing continued through the middle of June 2015, with oral argument expected to follow two to three months later.

The parties convened on March 21, 2012 and August 27, 2012 for settlement conferences regarding the ‘301 patent lawsuit. Such settlement conferences did not result in any negotiation, agreement, decision or other development that the Company believed is material to such lawsuit. Settlement discussions continue between the parties. The potentially applicable factual and legal issues related to the above claims asserted against the Company have not been resolved. The Company disputes all of Southwire’s claims and alleged damages and intends to vigorously defend the lawsuits and vigorously pursue its own claims against Southwire if and when the litigation resumes. The Company is from time to time involved in litigation, certain other claims and arbitration matters arising in the ordinary course of its business. The Company accrues for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of the probability of a loss and the determination as to whether a loss is reasonably estimable. Any such accruals are reviewed at least quarterly and adjusted to reflect the effects of negotiations, settlements, rulings, advice of legal counsel and technical experts and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility (within the meaning of ASC 450) that probable losses could exceed amounts already accrued, if any, and the additional loss or range of loss is able to be estimated, management discloses the additional loss or range of loss.

For matters where the Company has evaluated that a loss is not probable, but is reasonably possible, the Company will disclose an estimate of the possible loss or range of loss or make a statement that such an estimate cannot be made. In some instances, for reasonably possible losses, the Company cannot estimate the possible loss or range of loss. The nature and progression of litigation can make it difficult to predict the impact a particular lawsuit will have on the Company. There are many reasons that the Company cannot make these assessments, including, among others, one or more of the following: the early stages of a proceeding; damages sought that are unspecified, unsupportable, unexplained or uncertain; discovery is incomplete; the complexity of the facts that are in dispute; the difficulty of assessing novel claims; the parties not having engaged in any meaningful settlement discussions; the possibility that other parties may share in any ultimate liability; and/or the often slow pace of litigation.

At this time, given the status of the proceedings, the complexities of the facts in dispute and the multiple claims involved, the Company has not concluded that a probable loss exists with respect to the Southwire litigation. Accordingly, no accrual has been made. Additionally, given the aforementioned uncertainties, while it is reasonably possible we may incur a loss, the Company is unable to estimate any possible loss or range of losses for disclosure purposes.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Encore is a low-cost manufacturer of electrical building wire and cable. The Company is a significant supplier of building wire for interior electrical wiring in commercial and industrial buildings, homes, apartments, and manufactured housing.

The Company’s operating results in any given period are driven by several key factors, including the volume of product produced and shipped, the cost of copper and other raw materials, the competitive pricing environment in the wire industry and the resulting influence on gross margin and the efficiency with which the Company’s plants operate during the period, among others. Price competition for electrical wire and cable is intense, and the Company sells its products in accordance with prevailing market prices. Copper, a commodity product, is the principal raw material used by the Company in manufacturing its products. Copper accounted

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for approximately 74.7%, 77.6%, and 79.0% of the Company's cost of goods sold during fiscal 2014, 2013 and 2012, respectively. The price of copper fluctuates depending on general economic conditions and in relation to supply and demand and other factors, which causes monthly variations in the cost of the Company's purchased copper. Additionally, the SEC now allows shares of certain physically backed copper exchange-traded funds ("ETFs") to be listed and publicly traded. Such funds and other copper ETFs like it hold copper cathode as collateral against their shares. The acquisition of copper cathode by copper ETFs may materially decrease or interrupt the availability of copper for immediate delivery in the United States, which could materially increase the Company's cost of copper. In addition to rising copper prices and potential supply shortages, we believe that ETFs and similar copper-backed derivative products could lead to increased price volatility for copper. The Company cannot predict copper prices or the effect of fluctuations in the cost of copper on the Company's future operating results. Wire prices can, and frequently do, change on a daily basis. This competitive pricing market for wire does not always mirror changes in copper prices, making margins highly volatile. With the Company's expansion into aluminum conductors in some of its building wire products, aluminum will slowly grow its percentage share of the raw materials cost for the Company. The Company built a plant to expand the production of aluminum building wire beginning in late 2011. The plant was fully operational by mid-year 2013. In 2012, aluminum wire sales constituted 3.6% of net sales, growing to 6.9% of net sales in 2013 and 8.9% in 2014. This growth of aluminum sales to over $103.4 million in 2014 provided the impetus for the Company to construct a 250,000 square foot expansion to the aluminum plant to allow for the continued growth of this business. The construction of the building expansion was completed in the fourth quarter of 2014. Machinery and equipment installation is expected to be completed during the third quarter of 2015. Historically, the cost of aluminum has been much lower than copper and also less volatile. With the volatility of both raw material prices and wire prices in the Company's end market, hedging raw materials can be risky. Historically, the Company has not engaged in hedging strategies for raw material purchases. The tables below highlight the range of closing prices of copper on the Comex exchange for the periods shown.

COMEX COPPER CLOSING PRICE 2015

	April 2015	May 2015	June 2015	Quarter Ended June 30, 2015	Year to Date June 30, 2015
High	$2.89	$2.95	$2.77	$2.95	$2.95
Low	2.67	2.76	2.59	2.59	2.47
Average	2.75	2.89	2.68	2.77	2.72

COMEX COPPER CLOSING PRICE 2014

	April 2014	May 2014	June 2014	Quarter Ended June 30, 2014	Year to Date June 30, 2014
High	$3.14	$3.19	$3.19	$3.19	$3.43
Low	3.02	3.03	3.02	3.02	2.98
Average	3.07	3.13	3.10	3.10	3.17

The following discussion and analysis relates to factors that have affected the operating results of the Company for the quarters and six months ended June 30, 2015 and 2014. Reference should also be made to the audited financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Results of Operations

Quarter Ended June 30, 2015 Compared to Quarter Ended June 30, 2014

Net sales were $253.7 million in the second quarter of 2015 compared to $307.1 million in the second quarter of 2014. This 17.4% decrease in net sales is primarily the result of a 17.8% decrease in copper wire sales driven by a 13.4% decrease in copper wire unit volume shipped, along with a decrease in average selling price of 5.1% of copper wire. Additionally, there was a 12.6% decrease in aluminum wire sales driven by a 14.9% decrease in aluminum wire unit volume shipped, offset somewhat by a 2.8% increase in the average selling price of aluminum wire. Unit volume is measured in pounds of copper or aluminum contained in the wire shipped during the period. Fluctuations in sales prices are primarily a result of changing copper and other raw material prices and product price competition. The average cost per pound of raw copper purchased decreased 11.1% in the second quarter of 2015 compared to the second quarter of 2014, and was the principal driver of the decreased average sales price of copper wire. In the second quarter of 2015, aluminum building wire constituted 9.4% of the Company's net sales dollars compared to 8.9% in the second quarter of 2014.

Cost of goods sold was $220.8 million, or 87.0% of net sales, in the second quarter of 2015, compared to $273.6 million, or 89.1% of net sales, in the second quarter of 2014. Gross profit decreased to $32.9 million, or 13.0% of net sales, in the second quarter of 2015 versus $33.5 million, or 10.9% of net sales, in the second quarter of 2014.

The increase in gross profit margin percentage was primarily the result of increased copper wire spreads. The spread between the average price paid for a pound of raw copper and the average sale price for a pound of copper increased 11.0% in the second quarter of 2015 versus the second quarter of 2014. The spread increased as a result of the average sales price per copper pound sold declining 5.1% while the per pound cost of raw copper decreased 11.1%. The aluminum wire spread also increased 6.1% in the same quarterly comparison. In 2015, total raw materials cost, including the LIFO adjustment, decreased to 75.1% of net sales in the second quarter of 2015, versus 79.2% of net sales in the second quarter of 2014.

Inventories are stated at the lower of cost, using the last-in, first out (LIFO) method, or market. The Company maintains two inventory pools for LIFO purposes. As permitted by U.S. generally accepted accounting principles, the Company maintains its inventory costs and cost of goods sold on a first-in, first-out (FIFO) basis and makes a monthly adjustment to adjust total inventory and cost of goods sold from FIFO to LIFO. The Company applies the lower of cost or market (LCM) test by comparing the LIFO cost of its raw materials, work-in-process and finished goods inventories to estimated market values, which are based primarily upon the most recent quoted market price of copper, aluminum and finished wire prices as of the end of each reporting period. The Company performs a lower of cost or market calculation quarterly. As of June 30, 2015, no LCM adjustment was required. However, decreases in copper and other material prices could necessitate establishing an LCM reserve in future periods. Additionally, future reductions in the quantity of inventory on hand could cause copper or other raw materials that are carried in inventory at costs different from the cost of copper and other raw materials in the period in which the reduction occurs to be included in costs of goods sold for that period at the different price.

Due primarily to increases in copper costs, offset by price and volume movements of other materials during the second quarter of 2015, a LIFO adjustment was recorded decreasing cost of sales by $1.5 million during the second quarter of 2015. As discussed in Note 2 to the Company's consolidated financial statements included in Item 1 to this report, during the second quarter of 2015, the Company did not liquidate any LIFO layers established in prior years. Additionally, during the second quarter of 2014, a LIFO adjustment was recorded decreasing cost of sales by $1.9 million.

Selling expenses, consisting of commissions and freight, for the second quarter of 2015 were $11.5 million, or 4.5% of net sales, compared to $14.1 million, or 4.6% of net sales, in the second quarter of 2014. Commissions paid to independent manufacturers' representatives are paid as a relatively stable percentage of sales dollars, and therefore, exhibited little change in percentage terms. Freight costs as a percentage of net sales decreased to 2.1% of net sales in the second quarter of 2015 from 2.2% of net sales in the second quarter of 2014, primarily due to small changes in the mix of both product sold, fuel costs and the geographical distribution of product sold. General and administrative expenses for the second quarter of 2015 were $4.4 million, or 1.7% of net sales, compared to $4.2 million, or 1.4% of net sales, in the second quarter of 2014. The provision for bad debts was $0 for the second quarters of 2015 and 2014. Net interest and other (income) expense was nominal in the second quarters of 2015 and 2014. Income taxes were accrued at an effective rate of 33.5% in the second quarter of 2015, versus an effective rate of 33.5% in the second quarter of 2014.

As a result of the foregoing factors, the Company's net income increased to $11.4 million in the second quarter of 2015 from $10.2 million in the second quarter of 2014.

Six Months Ended June 30, 2015 compared to Six Months Ended June 30, 2014

Net sales for the first six months of 2015 were $504.0 million compared with net sales of $584.3 million for the first six months of 2014. This 13.7% decrease in net sales is primarily the result of a 14.7% decrease in copper wire sales driven by a 6.9% decrease in copper wire unit volume shipped, along with a 3.5% decrease in aluminum wire sales driven by a 3.2% decrease in aluminum wire unit volume shipped, and an 8.3% decrease and a 0.3% decrease in the average selling price of copper and aluminum wire, respectively. Unit volume is measured in pounds of copper or aluminum contained in the wire shipped during the period. Fluctuations in sales prices are primarily a result of changing copper and other raw material prices and product price competition. The average cost per pound of raw copper purchased decreased 14.1% in the first six months of 2015 compared to the first six months of 2014, and was the principal driver of the decreased average sales price of copper wire. In the first six months of 2015, aluminum building wire constituted 9.4% of the Company's net sales dollars compared to 8.4% in the first six months of 2014.

Cost of goods sold decreased to $438.7 million in the first six months of 2015, compared to $518.6 million in the first six months of 2014. Gross profit decreased to $65.3 million, or 13.0% of net sales, in the first six months of 2015 versus $65.7 million, or 11.2% of net sales, in the first six months of 2014.

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The increase in gross profit margin percentage was primarily the result of an increase in the spread between the average price paid for a pound of raw copper and the average sale price for a pound of copper in the first six months of 2015 versus the first six months of 2014 due primarily to increased industry pricing discipline. Fluctuations in sales prices are primarily a result of changing copper raw material prices and product price competition. The spread increased 7.1% in the first six months of 2015 versus the first six months of 2014. The spread expanded as a result of the 8.3% decline in the average sales price per copper pound sold while the per pound cost of raw copper decreased 14.1%. (In nominal dollars, the sales price declined less than the cost of copper.) Aluminum wire did not follow that trend, with the spread decreasing 2.5% in the same year-to-date comparison.

Due primarily to decreases in copper costs and a small increase in copper inventory quantities on hand, aided somewhat by price and volume movements of other materials in the first six months of 2015, a LIFO adjustment was recorded decreasing cost of sales by $10.8 million during the six month period. Based on current copper prices, there is no LCM adjustment necessary. Future reductions in the price of copper could require the Company to record an LCM adjustment against the related inventory balance, which would result in a negative impact on net income.

Selling expenses for the first six months of 2015 decreased to $23.1 million, or 4.6% of net sales, compared to $25.8 million, or 4.4% of net sales, in the same period of 2014. Commissions paid to independent manufacturers' representatives are paid as a relatively stable percentage of sales dollars, and therefore, exhibited little change in percentage terms, decreasing $1.5 million in concert with the decreased sales dollars. Freight costs for the first six months of 2015 decreased $1.2 million to $11.0 million or 2.2% of net sales versus $12.2 million or 2.1% of net sales for the first six months of 2014. General and administrative expenses were $8.8 million, or 1.7% of net sales, in the first half of 2015 compared to $7.9 million, or 1.4% of net sales, in the first half of 2014. The provision for bad debts was zero in the first six months of 2015 and 2014, respectively.

Net interest and other expense (income) was virtually zero in the first half of both 2015 and 2014. Income taxes were accrued at an effective rate of 34.0% in the first six months of 2015 versus 34.4% in the first six months of 2014, consistent with the Company's estimated liabilities.

As a result of the foregoing factors, the Company's net income increased to $22.1 million in the first half of 2015 from $21.0 million in the first half of 2014.

Liquidity and Capital Resources

The Company maintains a substantial inventory of finished products to satisfy customers' delivery requirements promptly. As is customary in the building wire industry, the Company provides payment terms to most of its customers that exceed terms that it receives from its suppliers. Copper suppliers generally give very short payment terms, (less than 15 days) while the Company and the building wire industry give customers much longer terms. In general, the Company's standard payment terms result in the collection of a significant majority of net sales within approximately 75 days of the date of invoice. As a result of this timing difference, building wire companies must have sufficient cash and access to capital resources to finance their working capital needs, thereby creating a barrier to entry for companies who do not have sufficient liquidity and capital resources. The two largest components of working capital, receivables and inventory, and to a lesser extent, capital expenditures are the primary drivers of the Company's liquidity needs. Generally, these needs will cause the Company's cash balance to rise and fall inversely to the receivables and inventory balances. The Company's receivables and inventories will rise and fall in concert with several factors, most notably the price of copper and other raw materials and the level of unit sales. Capital expenditures have historically been necessary to expand and update the production capacity of the Company's manufacturing operations. The Company has historically satisfied its liquidity and capital expenditure needs with cash generated from operations and borrowings under its various debt arrangements. The Company historically uses its revolving credit facility to manage day to day operating cash needs as required by daily fluctuations in working capital, and has the facility in place should such a need arise in the future.

For more information on the Company’s revolving credit facility, see Note 6 to the Company’s consolidated financial statements included in Item 1 to this report, which is incorporated herein by reference.

Cash provided by operating activities was $13.8 million in the first six months of 2015 compared to cash used of $3.3 million in the first six months of 2014. The following changes in components of cash flow from operations were notable. The Company had net income of $22.1 million in the first six months of 2015 versus net income of $21.0 million in the first six months of 2014. Accounts receivable decreased $6.6 million in the first six months of 2015 while increasing $22.9 million in the first six months of 2014, resulting in a source of cash in 2015 and use of cash in 2014, driving a $29.5 million higher source of cash in 2015 versus 2014. Accounts receivable generally increase in proportion to dollar sales and to a lesser extent are affected by the timing of when sales occur during a given quarter. The swing in accounts receivable in the first six months of 2015 versus 2014 was primarily due to decreased sales dollars resulting from the lower copper prices discussed earlier. With an average of 60 to 75 days of sales outstanding, quarters in which sales are more back-end loaded will have higher accounts receivable balances outstanding at quarter-end. Inventory value increased in the first six months of both 2015 and 2014, resulting in a use of cash of $14.3 million and $9.4 million, respectively. Trade accounts payable and accrued liabilities resulted in an $11.1 million increase in cash used in the first six months of 2015 versus the first six months of 2014, attributable primarily to the timing of inventory receipts at quarter end. In the first six months of 2015, changes in current and deferred taxes provided cash of $6.2 million versus cash provided of $4.6 million in the first six months of 2014. These changes in cash flow were the primary drivers of the $17.0 million increase in cash provided by operations in the first six months of 2015 versus the first six months of 2014.

Cash used in investing activities increased to $22.5 million in the first six months of 2015 from $14.1 million in the first six months of 2014, due primarily to purchases of equipment for the aluminum plant expansion. Cash used in financing activities consisted of $0.8 million of cash dividends offset by $0.4 million of proceeds from exercised stock options resulting in $0.4 million of cash used in the first six months of 2015 versus $0.3 million used in the first six months of 2014. As of June 30, 2015, the balance on the Company's revolving line of credit remained at $0. The Company's cash balance was $45.6 million at June 30, 2015 versus $19.1 million at June 30, 2014.

During the remainder of 2015, the Company expects its capital expenditures will consist primarily of expenditures related to the expansion of its aluminum building wire plant and purchases of manufacturing equipment throughout its facilities. The total capital expenditures for all of 2015 associated with these projects are currently estimated to be between $40 million and $45 million. The Company also expects its future working capital requirements to fluctuate as a result of changes in unit sales volumes and the price of copper and other raw materials. The Company believes that the current cash balance, cash flow from operations, and the financing available from its revolving credit facility will satisfy anticipated working capital and capital expenditure requirements during 2015.

Information Regarding Forward-Looking Statements

This quarterly report on Form 10-Q contains various "forward-looking statements" (within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) and information that is based on management's belief as well as assumptions made by and information currently available to management. The words "believes", "estimates", "anticipates", "plans", "seeks", "expects", "intends" and similar expressior identify some of the forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Such statements are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. Among the key factors that may have a direct bearing on the Company's operating results are fluctuations in the economy and in the level of activity in the building and construction industry, demand for the Company's products, the impact of price competition and fluctuations in the price of copper and other raw materials. For more information regarding "forward-looking statements" see "Information Regarding Forward-Looking Statements" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, which is hereby incorporated by reference.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes from the information provided in Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," of the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Item 4. Controls and Procedures.

The Company maintains controls and procedures designed to ensure that information required to be disclosed by it in the reports it files with or submits to the Securities and Exchange Commission (the "SEC") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive and Chief Financial Officers, as appropriate, to allow timely decisions regarding required disclosure. Based on an evaluation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report conducted by the Company's management, with the participation of the Chief

Executive and Chief Financial Officers, the Chief Executive and Chief Financial Officers concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports it files with or submits to the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive and Chief Financial Officers, as appropriate, to allow timely decisions regarding required disclosure.

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There have been no changes in the Company’s internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting during the period covered by this report.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

For information on the Company’s legal proceedings, see Note 8 to the Company’s consolidated financial statements included in Item 1 to this report and incorporated herein by reference.

Item 1A. Risk Factors.

There have been no material changes to the Company’s risk factors as disclosed in Item 1A, “Risk Factors,” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Note 7 to the Company’s consolidated financial statements included in Item 1 to this report is hereby incorporated herein by reference.

Item 6. Exhibits.

The information required by this Item 6 is set forth in the Index to Exhibits accompanying this Form 10-Q and incorporated herein by reference.

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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.

	ENCORE WIRE CORPORATION (Registrant)
Dated: July 31, 2015	/s/ DANIEL L. JONES Daniel L. Jones Chairman, President and Chief Executive Officer
Dated: July 31, 2015	/s/ FRANK J. BILBAN Frank J. Bilban Vice President-Finance, Treasurer, Secretary and Chief Financial Officer

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INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Certificate of Incorporation of Encore Wire Corporation and all amendments thereto (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, and incorporated herein by reference).
3.2	Third Amended and Restated Bylaws of Encore Wire Corporation, as amended through February 27, 2012 (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2011, and incorporated herein by reference).
4.1	Form of certificate for Common Stock (filed as Exhibit 1 to the Company's registration statement on Form 8-A, filed with the SEC on June 4, 1992, and incorporated herein by reference).
31.1	Certification by Daniel L. Jones, Chairman, President and Chief Executive Officer of the Company, dated July 31, 2015 and submitted pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Frank J. Bilban, Vice President – Finance, Treasurer, Secretary and Chief Financial Officer of the Company, dated July 31, 2015 and submitted pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Daniel L. Jones, Chairman, President and Chief Executive Officer of the Company, dated July 31, 2015 as required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by Frank J. Bilban, Vice President – Finance, Treasurer, Secretary and Chief Financial Officer of the Company, dated July 31, 2015 as required by 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.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document