REGAL BELOIT CORP
Form 10-Q
November 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
for the quarterly period ended October 3, 2015
or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission file number 001-07283

REGAL BELOIT CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin	39-0875718
(State of other jurisdiction of incorporation)	(IRS Employer Identification No.)

200 State Street, Beloit, Wisconsin 53511
(Address of principal executive office)
(608) 364-8800
Registrant's telephone number, including area code

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 ý 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
YES ý 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. (Check one):

Large Accelerated Filer	ý	Accelerated Filer	¨
Non-accelerated filer	o (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 ý
As of November 10, 2015 there were 44,661,403 shares of the registrant's common stock, $.01 par value per share, outstanding.

REGAL BELOIT CORPORATION
INDEX

CAUTIONARY STATEMENT

Certain statements made in this Quarterly Report on Form 10-Q are “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on management’s expectations, beliefs, current assumptions, and projections. When used in this Quarterly Report on Form 10-Q, words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “should,” “project” or “plan” or the negative thereof or similar words are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond our control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Those factors include, but are not limited to:

- uncertainties regarding our ability to execute our restructuring plans within expected costs and timing;
- increases in our overall debt levels as a result of the acquisition of the Power Transmission Solutions business of Emerson Electric Co. ("PTS"), or otherwise and our ability to repay principal and interest on our outstanding debt;
- actions taken by our competitors and our ability to effectively compete in the increasingly competitive global electric motor, drives and controls, power generation and mechanical motion control industries;
- our ability to develop new products based on technological innovation and marketplace acceptance of new and existing products;
- fluctuations in commodity prices and raw material costs;
- our dependence on significant customers;
- prolonged declines in oil and gas up stream capital spending;
- issues and costs arising from the integration of acquired companies and businesses including PTS, and the timing and impact of purchase accounting adjustments;
- challenges in our Venezuelan operations, including potential currency devaluations, non-payment of receivables, governmental restrictions such as labor, price and margin controls, as well as other difficult operating conditions;
- unanticipated costs or expenses we may incur related to product warranty issues;
- our dependence on key suppliers and the potential effects of supply disruptions;
- infringement of our intellectual property by third parties, challenges to our intellectual property and claims of infringement by us of third party technologies;
- product liability and other litigation, or the failure of our products to perform as anticipated, particularly in high volume applications;
- economic changes in global markets where we do business, such as reduced demand for the products we sell, currency exchange rates, inflation rates, interest rates, recession, foreign government policies and other external factors that we cannot control;
- unanticipated liabilities of acquired businesses, including PTS;
- effects on earnings of any significant impairment of goodwill or intangible assets;
- cyclical downturns affecting the global market for capital goods;
- difficulties associated with managing foreign operations; and
- other risks and uncertainties including but not limited to those described in “Risk Factors” in this Quarterly Report on Form 10-Q and from time to time in our reports filed with U.S. Securities and Exchange Commission.

Shareholders, potential investors, and other readers are urged to consider these factors in evaluating the forward-looking statements and cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this report, and we undertake no obligation to update these statements to reflect subsequent events or circumstances. Additional information regarding these and other risks and factors is included in Part I - Item 1A - Risk Factors in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 4, 2015.

PART I—FINANCIAL INFORMATION
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

REGAL BELOIT CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(Amounts in Millions, Except Per Share Data)

	Three Months Ended		Nine Months Ended	
	October 3, 2015	September 27, 2014	October 3, 2015	September 27, 2014
Net Sales	$882.3	$829.8	$2,736.2	$2,481.4
Cost of Sales	641.2	626.0	2,022.8	1,872.2
Gross Profit	241.1	203.8	713.4	609.2
Operating Expenses	141.0	129.1	446.5	376.1
Goodwill Impairment	—	—	—	1.0
Total Operating Expenses	141.0	129.1	446.5	377.1
Income From Operations	100.1	74.7	266.9	232.1
Interest Expense	15.1	9.8	45.1	30.5
Interest Income	1.0	2.0	3.1	5.4
Income Before Taxes	86.0	66.9	224.9	207.0
Provision For Income Taxes	21.7	18.1	57.8	55.1
Net Income	64.3	48.8	167.1	151.9
Less: Net Income Attributable to Noncontrolling Interests	0.9	1.3	4.5	4.4
Net Income Attributable to Regal Beloit Corporation	$63.4	$47.5	$162.6	$147.5
Earnings Per Share Attributable to Regal Beloit Corporation:				
Basic	$1.42	$1.06	$3.63	$3.27
Assuming Dilution	$1.41	$1.05	$3.61	$3.25
Cash Dividends Declared Per Share	$0.23	$0.22	$0.68	$0.64
Weighted Average Number of Shares Outstanding:				
Basic	44.8	44.9	44.8	45.1
Assuming Dilution	45.1	45.2	45.1	45.4

See accompanying Notes to Condensed Consolidated Financial Statements

REGAL BELOIT CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(Dollars in Millions)

	Three Months Ended		Nine Months Ended	
	October 3, 2015	September 27, 2014	October 3, 2015	September 27, 2014
Net Income	$64.3	$ 48.8	$167.1	$ 151.9
Other comprehensive income (loss) net of tax:				
Foreign currency translation adjustments	(36.8)	(17.2)	(67.3)	(19.0)
Reclassification of foreign currency translation adjustments included in net income, net of immaterial tax effects for the three and nine months ended October 3, 2015 and September 27, 2014	—	(1.0)	—	(1.0)
Hedging Activities:				
(Decrease) in fair value of hedging activities, net of tax effects of $(14.5) million and $(2.2) million for the three months ended October 3, 2015 and September 27, 2014 and $(21.9) million and $(3.5) million for the nine months ended October 3, 2015 and September 27, 2014, respectively	(23.6)	(3.7)	(35.7)	(5.7)
Reclassification of losses included in net income, net of tax effects of $4.1 million and $0.4 million for the three months ended October 3, 2015 and September 27, 2014, respectively and $10.6 million and $3.6 million for the nine months ended October 3, 2015 and September 27, 2014, respectively	6.9	0.8	17.4	5.9
Defined benefit pension plans:				
Increase in prior service cost and unrecognized loss, net of immaterial tax effects for the three and nine months ended October 3, 2015 and September 27, 2014	—	—	—	(0.5)
Reclassification adjustments for pension benefits included in net income, net of tax effects of $0.3 million and $0.3 million for the three months ended October 3, 2015 and September 27, 2014 and $1.8 million and $0.7 million for the nine months ended October 3, 2015 and September 27, 2014, respectively	0.7	0.5	1.2	1.2
Other comprehensive income (loss)	(52.8)	(20.6)	(84.4)	(19.1)
Comprehensive income	11.5	28.2	82.7	132.8
Less: Comprehensive income (loss) attributable to noncontrolling interests	(0.1)	0.6	2.3	2.8
Comprehensive income attributable to Regal Beloit Corporation	$11.6	$ 27.6	$80.4	$ 130.0

See accompanying Notes to Condensed Consolidated Financial Statements

REGAL BELOIT CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Dollars in Millions, Except Per Share Data)

	October 3, 2015	January 3, 2015
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$254.6	$334.1
Trade Receivables, less allowances of $11.8 million in 2015 and $11.6 million in fiscal 2014	551.0	447.5
Inventories	745.8	691.7
Prepaid Expenses and Other Current Assets	135.6	111.7
Deferred Income Tax Benefits	98.3	67.0
Total Current Assets	1,785.3	1,652.0
Net Property, Plant and Equipment	694.8	531.5
Goodwill	1,564.0	1,004.0
Intangible Assets, net of Amortization	804.9	202.3
Other Noncurrent Assets	29.4	17.8
Total Assets	$4,878.4	$3,407.6
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts Payable	$353.3	$312.2
Dividends Payable	10.3	9.8
Hedging Obligations	47.6	29.7
Accrued Compensation and Employee Benefits	88.4	75.7
Other Accrued Expenses	131.8	125.5
Current Maturities of Long-Term Debt	49.0	8.4
Total Current Liabilities	680.4	561.3
Long-Term Debt	1,764.7	625.4
Deferred Income Taxes	223.6	116.0
Hedging Obligations	31.5	22.5
Pension and Other Postretirement Benefits	109.2	65.0
Other Noncurrent Liabilities	38.5	38.1
Commitments and Contingencies (see Note 12)		
Equity:		
Regal Beloit Corporation Shareholders' Equity:		
Common Stock, $.01 par value, 100.0 million shares authorized, 44.8 million and 44.7 million shares issued and outstanding in 2015 and fiscal 2014, respectively	0.4	0.4
Additional Paid-In Capital	897.1	896.1
Retained Earnings	1,320.7	1,188.9
Accumulated Other Comprehensive Loss	(233.2)	(151.0)
Total Regal Beloit Corporation Shareholders' Equity	1,985.0	1,934.4
Noncontrolling Interests	45.5	44.9
Total Equity	2,030.5	1,979.3
Total Liabilities and Equity	$4,878.4	$3,407.6

See accompanying Notes to Condensed Consolidated Financial Statements.

6

REGAL BELOIT CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)
(Dollars in Millions, Except Per Share Data)

	Common Stock $.01 Par Value	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Non-controlling Interests	Total Equity
Balance as of December 28, 2013	$0.5	$916.1	$1,199.4	$ (59.8)	$46.2	$2,102.4
Net Income	—	—	147.5	—	4.4	151.9
Other Comprehensive Loss	—	—	—	(17.5)	(1.6)	(19.1)
Dividends Declared ($0.64 per share)	—	—	(28.8)	—	—	(28.8)
Stock Options Exercised, including income tax benefit and share cancellations	—	0.2	—	—	—	0.2
Stock Repurchase	(0.1)	(34.9)	—			(35.0)
Sale of Joint Venture	—	—	—	—	(3.1)	(3.1)
Dividends Declared to Non-controlling Interests	—	—	—	—	(0.3)	(0.3)
Share-based Compensation	—	8.5	—	—	—	8.5
Balance as of September 27, 2014	$0.4	$889.9	$1,318.1	$ (77.3)	$45.6	$2,176.7

	Common Stock $.01 Par Value	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Non-controlling Interests	Total Equity
Balance as of January 3, 2015	$0.4	$896.1	$1,188.9	$ (151.0)	$44.9	$1,979.3
Net Income	—	—	162.6	—	4.5	167.1
Other Comprehensive Loss	—	—	—	(82.2)	(2.2)	(84.4)
Dividends Declared ($0.68 per share)	—	—	(30.4)	—	—	(30.4)
Stock Options Exercised, including income tax benefit and share cancellations	—	2.0	—	—	—	2.0
Stock Repurchase	—	(11.6)	(0.4)	—	—	(12.0)
Dividends Declared to Non-controlling Interests	—	—	—	—	(0.3)	(0.3)
Share-based Compensation	—	10.6	—	—	—	10.6
Purchase of Subsidiary Shares from Noncontrolling Interest	—	—	—	—	(1.4)	(1.4)
Balance as of October 3, 2015	$0.4	$897.1	$1,320.7	$ (233.2)	$45.5	$2,030.5

See accompanying Notes to Condensed Consolidated Financial Statements.

REGAL BELOIT CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in Millions)

	Nine Months Ended	
	October 3, 2015	September 27, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$167.1	$151.9
Adjustments to reconcile net income to net cash provided by operating activities (net of acquisitions):		
Depreciation and amortization	120.1	103.6
Goodwill impairment	—	1.0
Excess tax benefits from share-based compensation	(1.3)	(1.2)
Loss on sale or disposition of assets, net	1.8	0.4
Share-based compensation expense	10.6	8.5
Loss on Venezuela currency devaluation	1.5	—
Loss on sale of consolidated joint venture	—	1.9
Change in operating assets and liabilities	(32.6)	(39.0)
Net cash provided by operating activities	267.2	227.1
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(65.4)	(60.5)
Sales of investment securities	30.3	28.1
Purchases of investment securities	(36.0)	(38.0)
Business acquisitions, net of cash acquired	(1,400.7)	(128.2)
Additions of equipment on operating leases	—	(4.5)
Proceeds from sale of consolidated joint venture	—	0.7
Proceeds from sale of assets	7.8	0.1
Net cash used in investing activities	(1,464.0)	(202.3)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from revolving credit facility	400.0	128.0
Repayments of the revolving credit facility	(401.0)	(68.0)
Proceeds from short-term borrowings	112.1	18.8
Repayments of short-term borrowings	(108.6)	(19.1)
Proceeds from long-term borrowings	1,250.0	—
Repayments of long-term borrowings	(72.2)	(150.1)
Dividends paid to shareholders	(29.9)	(28.0)
Payments of contingent consideration	—	(8.6)
Proceeds from the exercise of stock options	3.8	0.8
Excess tax benefits from share-based compensation	1.3	1.2
Repurchase of common stock	(12.0)	(35.0)
Distributions to noncontrolling interests	(0.3)	(0.3)
Purchase of subsidiary shares from noncontrolling interest	(1.4)	—
Financing fees paid	(17.8)	—
Net cash provided by or (used in) financing activities	1,124.0	(160.3)
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	(6.7)	(3.2)
Net decrease in cash and cash equivalents	(79.5)	(138.7)
Cash and cash equivalents at beginning of period	334.1	466.0
Cash and cash equivalents at end of period	$254.6	$327.3

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid for:		
Interest	$47.2	$37.3
Income taxes	$57.5	$34.3

See accompanying Notes to Condensed Consolidated Financial Statements.

REGAL BELOIT CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
October 3, 2015
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying (a) condensed consolidated balance sheet of Regal Beloit Corporation (the "Company") as of January 3, 2015, which has been derived from audited consolidated financial statements, and (b) unaudited interim condensed consolidated financial statements as of October 3, 2015 and for the three and nine months ended October 3, 2015 and September 27, 2014, have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP"), have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

It is suggested that these condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's 2014 Annual Report on Form 10-K filed on March 4, 2015.

In the opinion of management, all adjustments considered necessary for a fair presentation of financial results have been made. Except as otherwise discussed, such adjustments consist of only those of a normal recurring nature. Operating results for the three and nine months ended October 3, 2015 are not necessarily indicative of the results that may be expected for the entire fiscal year ending January 2, 2016.

The condensed consolidated financial statements have been prepared in accordance with GAAP, which require the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. The Company uses estimates in accounting for, among other items, allowance for doubtful accounts; excess and obsolete inventory; share-based compensation; acquisitions; product warranty obligations; pension assets and liabilities; derivative fair values; goodwill and other asset impairments; health care reserves; retirement benefits; rebates and incentives; litigation claims and contingencies, including environmental matters; and income taxes. The Company accounts for changes to estimates and assumptions when warranted by factually based experience.

The Company operates on a 52/53 week fiscal year ending on the Saturday closest to December 31.

Accounting for Highly Inflationary Economies

The Company has a subsidiary in Venezuela using accounting for highly inflationary economies. Currency restrictions enacted by the Venezuelan government have the potential to impact the ability of the Company's subsidiary to obtain U.S. dollars in exchange for Venezuelan bolivares fuertes ("Bolivars") at the official foreign exchange rate. In 2014, the Venezuelan government announced the expansion of its auction-based foreign exchange system (SICAD1). The Venezuelan government also introduced an additional auction-based foreign exchange system (SICAD2) which permits all companies incorporated or domiciled in Venezuela to bid for U.S. dollars. Effective January 3, 2015, the Company concluded that it was appropriate to apply the SICAD2 exchange rate of 51.0 Bolivars per U.S. Dollar as management concluded that this rate best represented the economics of the Company's business activity in Venezuela at that time.

On February 12, 2015, the Venezuelan government replaced SICAD 2 with a new foreign exchange market mechanism ("SIMADI"). The Company expects to be able to access U.S. dollars through the SIMADI market. SIMADI has significantly higher foreign exchange rates than those available through the other foreign exchange mechanisms. The Company adopted the SIMADI rate after its introduction. The SIMADI exchange rate was approximately 193 Venezuelan Bolivars to the U.S. dollar as of April 4, 2015. The adoption of the SIMADI resulted in a $1.5 million pretax devaluation charge during the first quarter 2015. As of October 3, 2015 the SIMADI rate was approximately 199 Venezuelan Bolivars to the U.S. dollar. The change in rates resulted in an insignificant translation difference, and accordingly, no corresponding devaluation was recorded in the results for the third quarter ended October 3, 2015. Controls imposed by the Venezuelan government include import authorization controls, currency exchange and payment controls, price controls and recently enacted labor rate controls. While government restrictions and exchange rate mechanisms place some limits on our business decisions, the consolidated financial statements reflect our Venezuela operations as a controlled subsidiary. The Company will continue to monitor developments in Venezuela to assess if government restrictions and exchange rate controls evolve such that we no longer have effective control of business operations.

New Accounting Standards

In September, 2015, the Financial Accounting Standards Board ("FASB") released Accounting Standards Update (“ASU”) 2015-16, Simplifying the Accounting for Measurement-Period Adjustments to simplify the accounting for measurement-period adjustments. This ASU was issued in response to stakeholder feedback that restatements of prior periods to reflect adjustments made to provisional amounts recognized in a business combination increase the cost and complexity of financial reporting but do not significantly improve the usefulness of the information. Under the ASU, in a business combination, an acquirer must recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The ASU also requires acquirers to present separately on the face of the income statement, or disclose in the notes, the portion of the amount recorded in current period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The Company is required to apply these new requirements prospectively for fiscal years beginning after December 15, 2015, including interim periods therein. The Company is currently evaluating the impact the application of this update will have on its consolidated financial statements.

In August, 2015, the FASB issued ASU 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated With Line-of-Credit Arrangements — Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting to clarify the SEC staff's position on presenting and measuring debt issuance costs incurred in connection with line-of-credit arrangements given the absence of authoritative guidance on this topic in ASU 2015-03. The SEC staff has announced that it would "not object to any entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement". The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements

In July, 2015, the FASB released ASU 2015-11, Simplifying the Measurement of Inventory. Under this ASU, companies are required to measure inventory using the lower of cost and net realizable value, which is defined as the estimated selling price in the normal course of business, less reasonably predictable costs of completion, disposal, and transportation. This ASU impacts companies who use the first-in, first-out method (FIFO), the average costing method, or methods of inventory measurement other than the last-in, first-out (LIFO) and retail inventory methods, which have been excluded from the scope of this ASU due to the substantial cost and burden of transitioning these methods. The Company is required to apply these new requirements prospectively for fiscal years beginning after December 15, 2016, including the interim periods therein. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

In April, 2015, the FASB issued ASU 2015-07, Disclosures for Investment in Certain Entities That Calculate Net Asset Value per Share ("NAV") (or its Equivalent). This ASU removes from the fair value hierarchy, investments for which the practical expedient is used to measure fair value at NAV. Instead, an entity is required to include those investments as a reconciling line item so that the total fair value amount of investments in the disclosure is consistent with the amount on the balance sheet. Further, entities must provide the disclosure only for investments for which they elect to use the NAV practical expedient to determine fair value. For public companies, this ASU is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. Early adoption is permitted. The ASU should be applied retrospectively to all periods presented. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

In April, 2015, the FASB issued ASU 2015-04, Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets, which permits a reporting entity with a fiscal year-end that does not coincide with a month-end to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that practical expedient consistently from year to year. The standard is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted. The new guidance should be applied on a prospective basis. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

In April, 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. The standard is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted for financial statements that have not been previously issued. The new guidance will be applied on a retrospective basis. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

In May, 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, a comprehensive new revenue recognition standard that will supersede nearly all existing revenue recognition guidance under GAAP. This update requires the Company to recognize revenue at amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services at the time of transfer. In doing so, the Company will need to use more judgment and make more estimates than under today's guidance. Such estimates include identifying performance obligations in the contracts, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The Company can either apply a full retrospective adoption or a modified retrospective adoption. The Company is required to adopt the new requirements in the first quarter of fiscal 2018. The Company is currently evaluating the impact of the new requirements to its consolidated financial statements.

2. OTHER FINANCIAL INFORMATION

Inventories

The approximate percentage distribution between major classes of inventories was as follows:

	October 3, 2015	January 3, 2015
Raw Material and Work in Process	47%	45%
Finished Goods and Purchased Parts	53%	55%

Inventories are stated at cost, which is not in excess of market. Cost for approximately 45% of the Company's inventory at October 3, 2015, and 52% at January 3, 2015 was determined using the LIFO method.

Property, Plant and Equipment

Property, plant, and equipment by major classification was as follows (dollars in millions):

	Useful Life in Years	October 3, 2015	January 3, 2015
Land and Improvements		$84.5	$68.8
Buildings and Improvements	3 - 50	286.4	235.4
Machinery and Equipment	3 - 15	939.8	812.1
Property, Plant and Equipment		1,310.7	1,116.3
Less: Accumulated Depreciation		(615.9)	(584.8)
Net Property, Plant and Equipment		$694.8	$531.5

3. ACQUISITIONS

Acquisitions

The results of operations for acquired businesses are included in the Condensed Consolidated Financial Statements from the dates of acquisition. There were no acquisition related expenses for the three months ended October 3, 2015 and acquisition related expenses were $0.2 million for the three months ended September 27, 2014. Acquisition related expenses were $9.2 million and $1.3 million for the nine months ended October 3, 2015 and September 27, 2014, respectively. Acquisition related expenses are recorded in operating expenses as incurred.

2015 Acquisitions

PTS

On January 30, 2015, the Company acquired the Power Transmission Solutions business of Emerson Electric Co. ("PTS") for $1,408.2 million in cash through a combination of stock and asset purchases. PTS is a global leader in highly engineered power transmission products and solutions. The business manufactures, sells and services bearings, couplings, gearing, drive components and conveyor systems. PTS is included in the Power Transmission Solutions segment. The Company acquired PTS because management believes it diversifies the Company's end market exposure, provides complementary products, expands and balances the Company's product portfolio, and enhances its margin profile.

On January 30, 2015, the Company entered into a Credit Agreement for a 5-year unsecured term loan facility in the principal amount of $1.25 billion, which was drawn in full by the Company on January 30, 2015, in connection with the closing of the acquisition of PTS (see Note 7 of Notes to the Condensed Consolidated Financial Statements).

The acquisition of PTS was accounted for as a purchase in accordance with FASB Accounting Standards Codification ("ASC") Topic 805, Business Combinations. Assets acquired and liabilities assumed were recorded at their fair values as of the acquisition date. The fair values of identifiable intangible assets, which were primarily customer relationships, trade names, and technology, were based on valuations using the income approach. The excess of the purchase price over the estimated fair values of tangible assets, identifiable intangible assets and assumed liabilities was recorded as goodwill. The goodwill is attributable to expected synergies and expected growth opportunities. The Company estimates a majority of goodwill will be deductible for United States income tax purposes. The allocation of purchase price is preliminary as the Company has not completed its analysis estimating the fair value of property, plant, and equipment, intangible assets, income tax liabilities and certain contingent liabilities.
The preliminary purchase price allocation for PTS was as follows (in millions):

	As of January 30, 2015
Current assets	$ 10.4
Trade receivables	69.4
Inventories	108.8
Property, plant and equipment	191.4
Intangible assets	653.4
Goodwill	573.9
Total assets acquired	$ 1,607.3
Accounts payable	50.6
Current liabilities assumed	21.5
Long-term liabilities assumed	127.0
Net assets acquired	$ 1,408.2

The valuation of the net assets acquired of $1,408.2 million was classified as Level 3 in the valuation hierarchy (See Note 14 of the Notes to the Condensed Consolidated Financial Statements for the definition of Level 3 inputs).

The components of Intangible Assets included as part of the PTS acquisition was as follows (in millions):

	Weighted Average Amortization Period (Years)	Gross Value
Amortizable intangible assets		
Customer Relationships	17.0	$467.9
Technology	14.5	63.6
	16.7	531.5
Non-amortizable intangible assets		
Trademarks	-	121.9
Intangible assets		$653.4

Net sales from PTS were $128.9 million and $384.7 million for the three and nine months ended October 3, 2015, respectively. Operating income from PTS was $10.7 million and $7.7 million for the three and nine months ended October 3, 2015, respectively. There were no purchase accounting adjustments and transaction costs for the three months ended October 3, 2015. Purchase accounting adjustments and transaction costs of $29.8 million were included in the PTS operating income for the nine months ended October 3, 2015.

Pro Forma Consolidated Results for PTS Acquisition

The following supplemental pro forma financial information presents the financial results for the three and nine months ended October 3, 2015 and September 27, 2014, as if the acquisition of PTS had occurred at the beginning of fiscal year 2014. As a practical expedient, the Company has used the audited stand-alone financial statements of PTS for the period ending September 30, 2014 to estimate pro-forma results for the three and nine months ended October 3, 2015 and September 27, 2014. The pro forma financial information includes, where applicable, adjustments for: (i) the estimated amortization of acquired intangible assets, (ii) estimated additional interest expense on acquisition related borrowings, and (iii) the income tax effect on the pro forma adjustments using an estimated effective tax rate. The pro forma financial information excludes, where applicable, adjustments for: (i) the estimated impact of inventory purchase accounting adjustments and (ii) the estimated closing costs on the acquisition and (iii) any estimated cost synergies or other effects of the integration of the acquisition. The pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the operating results that would have been achieved had the acquisition been completed as of the date indicated or the results that may be obtained in the future (in millions, except per share amounts):

	Three Months Ended		Nine Months Ended	
	October 3, 2015	September 27, 2014	October 3, 2015	September 27, 2014
Pro forma net sales	$882.3	$ 981.7	$2,784.8	$2,937.0
Pro forma net income attributable to the Company	63.4	56.5	164.3	174.5
Basic earnings per share as reported	$1.42	$ 1.06	$3.63	$3.27
Pro forma basic earnings per share	1.42	1.26	3.67	3.87
Diluted earnings per share as reported	$1.41	$ 1.05	$3.61	$3.25
Pro forma diluted earnings per share	1.41	1.25	3.65	3.84

2014 Acquisitions

Benshaw

On June 30, 2014, the Company acquired all of the stock of Benshaw. Inc. ("Benshaw") for $51.0 million in cash. The Company financed the transaction with existing cash. Benshaw is a manufacturer of custom low and medium voltage variable frequency drives and soft starters. It is reported in the Commercial and Industrial Systems segment. The Company acquired Benshaw because management determined it was a strategic fit for the Commercial and Industrial Systems segment.

The acquisition of Benshaw was accounted for as a purchase in accordance with FASB ASC Topic 805, Business Combinations. Assets acquired and liabilities assumed were recorded at their fair values as of the acquisition date. The fair values of identifiable intangible assets, which were primarily customer relationships and technology, were based on valuations using the income approach. The excess of the purchase price over the estimated fair values of tangible assets, identifiable intangible assets and assumed liabilities was recorded as goodwill. The goodwill is attributable to expected synergies and expected growth opportunities. The Company expects goodwill will be deductible for U.S. income tax purposes.

The purchase price allocation for Benshaw was as follows (in millions):

	As of June 30, 2014
Current assets	$ 0.5
Trade receivables	10.4
Inventories	22.4
Property, plant and equipment	4.5
Intangible assets, subject to amortization	14.6
Goodwill	4.7
Total assets acquired	57.1
Accounts payable	3.7
Current liabilities assumed	2.2
Long-term liabilities assumed	0.2
Net assets acquired	$ 51.0

Hy-Bon

On February 7, 2014, the Company acquired Hy-Bon Engineering Company, Inc. ("Hy-Bon") for $78.0 million in cash. The Company financed the transaction with existing cash. Hy-Bon is a leader in vapor recovery solutions for oil and gas applications. It is reported in the Commercial and Industrial Systems segment. The Company acquired Hy-Bon because management determined it was a strategic fit for the Commercial and Industrial Systems segment.

The acquisition of Hy-Bon was accounted for as a purchase in accordance with the FASB ASC Topic 805, Business Combinations. Assets acquired and liabilities assumed were recorded at their fair values as of the acquisition date. The fair values of identifiable intangible assets, which were primarily customer relationships, were based on valuations using the income approach. The excess of the purchase price over the estimated fair values of tangible assets, identifiable intangible assets and assumed liabilities was recorded as goodwill. The goodwill is attributable to expected synergies and other growth opportunities. The Company does not expect goodwill will be deductible for U.S. income tax purposes.

The purchase price allocation for Hy-Bon was as follows (in millions):

	As of February 7, 2014
Current assets	$ 1.7
Trade receivables	11.5
Inventories	14.3
Property, plant and equipment	8.1
Intangible assets, subject to amortization	13.4
Goodwill	40.6
Other assets	0.1
Total assets acquired	89.7
Accounts payable	5.5
Current liabilities assumed	5.1
Long-term liabilities assumed	1.1
Net assets acquired	$ 78.0

Pro Forma Consolidated Results for 2014 Acquisitions

The following supplemental pro forma information presents the financial results for the nine months ended September 27, 2014, as if the acquisitions of Benshaw and Hy-Bon had occurred at the beginning of fiscal year 2014. Based upon the timing of the Company's fiscal 2014 acquisitions, financial results for the three months ended September 27, 2014 and the three and nine months ended October 3, 2015 included the financial results of the acquisitions of Benshaw and Hy-Bon.

The pro forma amounts do not include any estimated cost synergies or other effects of the integration of the acquisitions. Accordingly, the pro forma amounts are not necessarily indicative of the results that actually would have occurred had the acquisitions been completed on the dates indicated. Pro forma amounts are also not necessarily indicative of any future consolidated operating results of the Company (see Note 5 of Notes to the Condensed Consolidated Financial Statements for amortization expense related to intangible assets acquired) (in millions, except per share amounts).

	Nine Months Ended September 27, 2014
Pro forma net sales	$ 2,515.4
Pro forma net income attributable to the Company	145.2
Basic earnings per share as reported	$ 3.27
Pro forma basic earnings per share	3.23
Diluted earnings per share as reported	$ 3.25
Pro forma diluted earnings per share	3.20

2014 Divestitures

The Company sold its shares of a joint venture located in Shanghai, China ("Jinling") on September 11, 2014 which was previously accounted for as a consolidated joint venture and was reported in the Electrical segment. The disposal of Jinling was determined to not qualify for presentation as discontinued operations in the Company's Condensed Consolidated Financial Statements, in accordance with ASU 2014-08. A loss of approximately $1.9 million was recorded in Operating Expenses in the Condensed Consolidated Statements of Income for the three and nine months ended September 27, 2014.

4. ACCUMULATED OTHER COMPREHENSIVE LOSS

Foreign currency translation adjustments, hedging activities and pension benefit adjustments are included in Equity in Accumulated Other Comprehensive Loss.

The changes in accumulated other comprehensive loss by component for the three and nine months ended October 3, 2015 and September 27, 2014 was as follows (in millions):

	Three Months Ended October 3, 2015			
	Hedging Activities	Pension Benefit Adjustments	Foreign Currency Translation Adjustments	Total
Beginning balance	$(32.6)	$(39.0)	$(109.8)	$(181.4)
Other comprehensive income (loss) before reclassifications	(38.1)	—		