FLOWSERVE CORP
Form 10-Q
November 07, 2018

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

FORM 10-Q
(Mark One)
þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2018
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 No. 1-13179
FLOWSERVE CORPORATION
(Exact name of registrant as specified in its charter)

New York	31-0267900
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
5215 N. O'Connor Blvd., Suite 2300, Irving, Texas	75039
(Address of principal executive offices)	(Zip Code)

(972) 443-6500
(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. þ Yes ¨ No
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). þ Yes ¨ No
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.
Large accelerated filer þ Accelerated filer ¨ Non-accelerated filer ¨
Smaller reporting company ¨ Emerging growth company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

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

As of November 1, 2018 there were 130,856,957 shares of the issuer’s common stock outstanding.

FLOWSERVE CORPORATION
FORM 10-Q
TABLE OF CONTENTS

	Page No.
PART I – FINANCIAL INFORMATION	
Item 1. Financial Statements.	
Condensed Consolidated Statements of Income and Condensed Consolidated Statements of Comprehensive Income – Three Months Ended September 30, 2018 and 2017 (unaudited)	1
Condensed Consolidated Statements of Income and Condensed Consolidated Statements of Comprehensive Income – Nine Months Ended September 30, 2018 and 2017 (unaudited)	2
Condensed Consolidated Balance Sheets – September 30, 2018 and December 31, 2017 (unaudited)	3
Condensed Consolidated Statements of Cash Flows – Nine Months Ended September 30, 2018 and 2017 (unaudited)	4
Notes to Condensed Consolidated Financial Statements (unaudited)	5
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	31
Item 3. Quantitative and Qualitative Disclosures About Market Risk	47
Item 4. Controls and Procedures	47
PART II – OTHER INFORMATION	
Item 1. Legal Proceedings	48
Item 1A. Risk Factors	48
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	48
Item 3. Defaults Upon Senior Securities	49
Item 4. Mine Safety Disclosures	49
Item 5. Other information	49
Item 6. Exhibits	49
SIGNATURES	50

EX-31.1
EX-31.2
EX-32.1
EX-32.2
EX-101 INSTANCE DOCUMENT
EX-101 SCHEMA DOCUMENT
EX-101 CALCULATION LINKBASE DOCUMENT
EX-101 LABELS LINKBASE DOCUMENT
EX-101 PRESENTATION LINKBASE DOCUMENT
EX-101 DEFINITION LINKBASE DOCUMENT

Table of Contents

PART I — FINANCIAL INFORMATION
Item 1. Financial Statements.
FLOWSERVE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(Amounts in thousands, except per share data)	Three Months Ended September 30,	
	2018	2017
Sales	$952,716	$883,380
Cost of sales	(644,215)	(615,368)
Gross profit	308,501	268,012
Selling, general and administrative expense	(241,878)	(206,001)
(Loss) gain on sale of businesses	(7,727)	9,864
Net earnings from affiliates	3,295	2,918
Operating income	62,191	74,793
Interest expense	(13,826)	(15,043)
Interest income	1,269	1,108
Other (expense) income, net	(5,283)	7,511
Earnings before income taxes	44,351	68,369
Provision for income taxes	(14,912)	(19,628)
Net earnings, including noncontrolling interests	29,439	48,741
Less: Net earnings attributable to noncontrolling interests	(1,234)	(1,136)
Net earnings attributable to Flowserve Corporation	$28,205	$47,605
Net earnings per share attributable to Flowserve Corporation common shareholders:		
Basic	$0.22	$0.36
Diluted	0.21	0.36
Cash dividends declared per share	$0.19	$0.19

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(Amounts in thousands)	Three Months Ended September 30,	
	2018	2017
Net earnings, including noncontrolling interests	$29,439	$48,741
Other comprehensive (loss) income:		
Foreign currency translation adjustments, net of taxes of $3,246 and $(5,209), respectively	(19,669)	17,674
Pension and other postretirement effects, net of taxes of $(311) and $(557), respectively	2,599	(444)
Cash flow hedging activity	52	12
Other comprehensive (loss) income	(17,018)	17,242
Comprehensive income, including noncontrolling interests	12,421	65,983
Comprehensive income attributable to noncontrolling interests	(1,578)	(1,090)
Comprehensive income attributable to Flowserve Corporation	$10,843	$64,893

See accompanying notes to condensed consolidated financial statements.

Table of Contents

FLOWSERVE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(Amounts in thousands, except per share data)	Nine Months Ended September 30, 2018	2017
Sales	$2,845,798	$2,626,762
Cost of sales	(1,979,807)	(1,844,303)
Gross profit	865,991	782,459
Selling, general and administrative expense	(711,845)	(680,305)
(Loss) gain on sale of businesses	(7,727)	141,158
Net earnings from affiliates	7,908	9,027
Operating income	154,327	252,339
Interest expense	(43,645)	(44,689)
Interest income	4,237	2,373
Other expense, net	(17,206)	(13,971)
Earnings before income taxes	97,713	196,052
Provision for income taxes	(37,028)	(85,836)
Net earnings, including noncontrolling interests	60,685	110,216
Less: Net earnings attributable to noncontrolling interests	(4,117)	(1,682)
Net earnings attributable to Flowserve Corporation	$56,568	$108,534
Net earnings per share attributable to Flowserve Corporation common shareholders:		
Basic	$0.43	$0.83
Diluted	0.43	0.83
Cash dividends declared per share	$0.57	$0.57

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(Amounts in thousands)	Nine Months Ended September 30, 2018	2017
Net earnings, including noncontrolling interests	$60,685	$110,216
Other comprehensive (loss) income:		
Foreign currency translation adjustments, net of taxes of $8,034 and $(17,380), respectively	(61,217)	85,777
Pension and other postretirement effects, net of taxes of $(898) and $(1,669), respectively	8,106	(1,102)
Cash flow hedging activity, net of taxes of $(34) in 2017	177	96
Other comprehensive (loss) income	(52,934)	84,771
Comprehensive income, including noncontrolling interests	7,751	194,987
Comprehensive income attributable to noncontrolling interests	(5,270)	(2,169)
Comprehensive income attributable to Flowserve Corporation	$2,481	$192,818

See accompanying notes to condensed consolidated financial statements.

Table of Contents

FLOWSERVE CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(Amounts in thousands, except par value)	September 30, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$ 529,942	$ 703,445
Accounts receivable, net of allowance for doubtful accounts of $54,481 and $59,113, respectively	780,408	856,711
Contract assets, net	261,417	—
Inventories, net	655,652	884,273
Prepaid expenses and other	97,248	114,316
Total current assets	2,324,667	2,558,745
Property, plant and equipment, net of accumulated depreciation of $952,293 and $968,033, respectively	608,739	671,796
Goodwill	1,203,768	1,218,188
Deferred taxes	61,153	51,974
Other intangible assets, net	195,864	210,049
Other assets, net	210,873	199,722
Total assets	$ 4,605,064	$ 4,910,474
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 400,281	$ 443,113
Accrued liabilities	398,285	724,196
Contract liabilities	174,245	—
Debt due within one year	67,269	75,599
Total current liabilities	1,040,080	1,242,908
Long-term debt due after one year	1,436,746	1,499,658
Retirement obligations and other liabilities	497,511	496,954
Shareholders' equity:		
Common shares, $1.25 par value	220,991	220,991
Shares authorized – 305,000		
Shares issued – 176,793		
Capital in excess of par value	489,066	488,326
Retained earnings	3,505,051	3,503,947
Treasury shares, at cost – 46,240 and 46,471 shares, respectively	(2,049,535)	(2,059,558)
Deferred compensation obligation	7,025	6,354
Accumulated other comprehensive loss	(559,559)	(505,473)
Total Flowserve Corporation shareholders' equity	1,613,039	1,654,587
Noncontrolling interests	17,688	16,367
Total equity	1,630,727	1,670,954
Total liabilities and equity	$ 4,605,064	$ 4,910,474

See accompanying notes to condensed consolidated financial statements.

Table of Contents

FLOWSERVE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(Amounts in thousands)	Nine Months Ended September 30, 2018	2017
Cash flows – Operating activities:		
Net earnings, including noncontrolling interests	$60,685	$110,216
Adjustments to reconcile net earnings to net cash provided (used) by operating activities:		
Depreciation	72,668	75,177
Amortization of intangible and other assets	12,548	12,767
Loss (gain) on disposition of businesses	7,727	(141,158)
Stock-based compensation	14,130	20,291
Foreign currency, asset impairments and other non-cash adjustments	31,678	24,696
Change in assets and liabilities:		
Accounts receivable, net	(9,481)	63,835
Inventories, net	(46,699)	(20,355)
Contract assets, net	(54,822)	—
Prepaid expenses and other assets, net	(16,340)	22,456
Accounts payable	(29,963)	(68,012)
Contract liabilities	3,410	—
Accrued liabilities and income taxes payable	(13,690)	(6,702)
Retirement obligations and other	(1,480)	(18,720)
Net deferred taxes	(4,033)	(2,131)
Net cash flows provided by operating activities	26,338	72,360
Cash flows – Investing activities:		
Capital expenditures	(49,976)	(40,620)
Proceeds from disposal of assets and other	4,062	2,977
(Payments) proceeds from disposition of businesses	(3,663)	208,775
Net cash flows (used) provided by investing activities	(49,577)	171,132
Cash flows – Financing activities:		
Payments on long-term debt	(45,000)	(45,000)
Proceeds under other financing arrangements	2,720	6,234
Payments under other financing arrangements	(9,093)	(12,560)
Payments related to tax withholding for stock-based compensation	(2,972)	(6,287)
Payments of dividends	(74,548)	(74,412)
Other	(4,333)	(4,189)
Net cash flows used by financing activities	(133,226)	(136,214)
Effect of exchange rate changes on cash	(17,038)	27,703
Net change in cash and cash equivalents	(173,503)	134,981
Cash and cash equivalents at beginning of period	703,445	367,162
Cash and cash equivalents at end of period	$529,942	$502,143

See accompanying notes to condensed consolidated financial statements.

Table of Contents

FLOWSERVE CORPORATION
(Unaudited)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation and Accounting Policies

Basis of Presentation

The accompanying condensed consolidated balance sheet as of September 30, 2018, the related condensed consolidated statements of income and comprehensive income for the three and nine months ended September 30, 2018 and 2017 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2018 and 2017 of Flowserve Corporation are unaudited. In management's opinion, all adjustments comprising normal recurring adjustments necessary for fair statement of such condensed consolidated financial statements have been made. Where applicable, prior period information has been updated to conform to current year presentation.

The accompanying condensed consolidated financial statements and notes in this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 ("Quarterly Report") are presented as permitted by Regulation S-X and do not contain certain information included in our annual financial statements and notes thereto. Accordingly, the accompanying condensed consolidated financial information should be read in conjunction with the audited consolidated financial statements presented in our Annual Report on Form 10-K for the year ended December 31, 2017 ("2017 Annual Report").

Argentina Highly Inflationary - Effective July 1, 2018, Argentina was designated as hyperinflationary, and as a result, we began using the U.S. dollar as our functional currency in Argentina. Our Argentinian subsidiary's sales for the three and nine months ended September 30, 2018 and total assets at September 30, 2018 represented approximately 1% of our consolidated sales and total assets.

Accounting Developments

Pronouncements Implemented

In May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" (the "New Revenue Standard" or "ASC 606"), which supersedes most of the revenue recognition requirements in "Revenue Recognition (Topic 605)" ("Topic 605"). On January 1, 2018, we adopted the New Revenue Standard using the modified retrospective method for transition, applying the guidance to those contracts which were not completed as of that date. According to our method of transition we adjusted for the cumulative effect of the changes made to our condensed consolidated balance sheet and recorded a cumulative effect adjustment to increase retained earnings by approximately $20 million, mostly associated with the increase in percentage of completion ("POC") method revenue, as a result of initially applying the standard. We have modified our accounting policies and practices, business processes, systems and controls to support compliance with the standard requirements. Revenue recognition and related financial information for this Quarterly Report are based on the requirements of ASC 606. Accordingly, periods prior to January 1, 2018 are presented in accordance with Topic 605. Refer to Note 2 of this Quarterly Report for a discussion on our adoption of the New Revenue Standard.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." The ASU requires entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value with changes in fair value recognized in net income. The ASU also requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The requirement to disclose the method(s) and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost on the balance sheet has been eliminated by this ASU. In February 2018, the FASB issued ASU No. 2018-03, "Technical Corrections and Improvements to Financial Instruments-Overall (Subtopic 825-10)" to clarify certain aspects of ASU No. 2016-01. Our adoption of ASU No. 2016-01 and ASU No. 2018-03 effective January 1, 2018 did not have an impact on our consolidated financial condition and results of operations.

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments - A consensus of the FASB Emerging Issues Task Force." The update was issued with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230 and other topics. Our adoption of ASU No. 2016-15 effective January 1, 2018 did not have a material impact on our consolidated statement of cash flows.

In October 2016, the FASB issued ASU No. 2016-16, "Income Taxes (Topic 740) Intra-Entity Transfers of Assets Other Than Inventory." The ASU guidance requires the recognition of the income tax consequences of an intercompany asset transfer, other than transfers of inventory, when the transfer occurs. For intercompany transfers of inventory, the income tax effects will continue

Table of Contents

to be deferred until the inventory has been sold to a third party. Our adoption of ASU No. 2016-16 effective January 1, 2018 did not have a material impact on our consolidated financial condition and results of operations.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash." The amendments in this ASU require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Our adoption of ASU No. 2016-18 effective January 1, 2018 did not have a material impact on our consolidated statement of cash flows.

In January 2017, the FASB issued ASU No. 2017-01, "Business Combinations (Topic 805): "Clarifying the Definition of a Business." The ASU clarifies the definition of a business and provides guidance on evaluating as to whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition clarification as outlined in this ASU affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. Our adoption of ASU No. 2017-01 effective January 1, 2018 did not have a material impact on our consolidated financial condition and results of operations.

In February 2017, the FASB issued ASU No. 2017-05, "Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets." The FASB issued this ASU to clarify the scope of subtopic 610-20, which the FASB had failed to define in its issuance of ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." We adopted ASU No. 2017-05 effective January 1, 2018, concurrently with ASU No. 2014-09. Our adoption of ASU No. 2017-05 effective January 1, 2018 did not have a material impact on our consolidated financial condition and results of operations.

In March 2017, the FASB issued ASU No. 2017-07, "Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The ASU requires entities to disaggregate the current service cost component from the other components of net benefit cost and present it with other current compensation costs for related employees in the income statement and present the other components of net benefit cost elsewhere in the income statement and outside of operating income. Entities are required to retrospectively apply the requirement for a separate presentation in the income statement of service costs and other components of net benefit cost. We adopted the income statement presentation aspects of this new guidance on a retrospective basis. The following is a reconciliation of the effect of the reclassification of the net post-retirement benefit cost from cost of sales ("COS") and selling, general and administrative expenses ("SG&A") to other expense, net in our condensed consolidated statement of income for the three and nine months ended September 30, 2017:

(Amounts in thousands)	As Previously Reported	Adjustments(1)	As Reported
Three Months Ended September 30, 2017			
Cost of sales	$(615,848)	$ 480	$(615,368)
Gross profit	267,532	480	268,012
Selling, general and administrative expense	(206,295)	294	(206,001)
Operating income	74,019	774	74,793
Other income, net	8,285	(774)	7,511
Nine Months Ended September 30, 2017			
Cost of sales	$(1,845,796)	$ 1,493	$(1,844,303)
Gross profit	780,966	1,493	782,459
Selling, general and administrative expense	(681,181)	876	(680,305)
Operating income	249,970	2,369	252,339
Other expense, net	(11,602)	(2,369)	(13,971)

(1) We elected the practical expedient that allows us to use the amounts disclosed in prior comparative periods' pension and postretirement plan footnotes as the basis for the retrospective application of the new income statement presentation requirements. See Note 11 of this Quarterly Report for additional information on the components of the net periodic cost for retirement and postretirement benefits plans.
In May 2017, the FASB issued ASU No. 2017-09, "Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting." The ASU provides guidance on the types of changes to the terms or conditions of share-based payment awards, to which an entity would be required to apply modification accounting. The ASU is applied prospectively to awards modified on or

Table of Contents

after the effective date. Our adoption of ASU No. 2017-09 effective January 1, 2018 did not have an impact on our consolidated financial condition and results of operations.

Pronouncements Not Yet Implemented

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842)”. The ASU requires that organizations that lease assets recognize assets and liabilities on the balance sheet for the rights and obligations created by those leases. The ASU will affect the presentation of lease related expenses on the income statement and statement of cash flows and will increase the required disclosures related to leases. This ASU is effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years with early adoption permitted. We are currently evaluating the impact of ASU No. 2016-02 and all related ASU's on our consolidated financial condition and results of operations. We have formed a project team and are in the process of assessing critical components of this new guidance and the potential impact that the guidance will have on our financial position, results of operations and cash flows. This evaluation process includes a review of our leasing contracts and a completeness assessment over our lease population. We are implementing a software tool and are concurrently identifying changes to our business processes, systems and controls to support adoption of the new standard. Based on the preliminary work completed and our initial qualitative evaluation, we believe a key change upon adoption of the standard will be the balance sheet recognition of leased assets and liabilities. Also, based on the same qualitative evaluation, we believe that any changes in income statement recognition will not be material.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments-Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments." The ASU requires, among other things, the use of a new current expected credit loss ("CECL") model in order to determine our allowances for doubtful accounts with respect to accounts receivable and contract assets. The CECL model requires that we estimate our lifetime expected credit loss with respect to our receivables and contract assets and record allowances that, when deducted from the balance of the receivables, represent the net amounts expected to be collected. We will also be required to disclose information about how we developed the allowances, including changes in the factors that influenced our estimate of expected credit losses and the reasons for those changes. The amendments of the ASU are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. We are currently evaluating the impact of ASU No. 2016-13 on our consolidated financial condition and results of operations.

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." The amendments in this ASU allow companies to apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit’s carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The amendments of the ASU are effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. We are currently evaluating the impact of ASU No. 2017-04 on our consolidated financial condition and results of operations.

On July 13, 2017, the FASB issued ASU No. 2017-11, “Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatory Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatory Redeemable Noncontrolling Interests with a Scope Exception.” The ASU amends guidance in FASB Accounting Standards Codification ("ASC") 260, Earnings Per Share, FASB ASC 480, Distinguishing Liabilities from Equity, and FASB ASC 815, Derivatives and Hedging. The amendments in Part I of this ASU change the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. The amendments in Part II of the ASU re-characterize the indefinite deferral of certain provisions of Topic 480 that now are presented as pending content in the codification, to a scope exception. The amendments in this ASU must be applied to annual reporting periods beginning after December 15, 2018. Early adoption is permitted. We are currently evaluating the impact of ASU No. 2017-11 on our consolidated financial condition and results of operations.

On August 28, 2017, the FASB issued ASU No. 2017-12, "Derivatives and Hedging (Topic 815): Targeted improvements of Accounting for Hedging Activities." The purpose of this ASU is to better align a company’s risk management activities and financial reporting for hedging relationships. Additionally, the ASU simplifies the hedge accounting requirements and improve the disclosures of hedging arrangements. The amendments in this ASU must be applied to annual reporting periods beginning after December 15, 2019. Early adoption is permitted. We are currently evaluating the impact of ASU No. 2017-12 on our consolidated financial condition and results of operations.

In February 2018, the FASB issued ASU No. 2018-02, "Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Comprehensive Income (“AOCI”)." The ASU and its amendments were issued as a result of the enactment of the U.S. Tax Cuts and Jobs Act of 2017. The amendments of this ASU address the available options to reclassify stranded tax effects within AOCI to retained earnings in each period in which the effect of the change (or portion thereof) is recorded. Additionally, the ASU outlines the disclosure requirements for releasing income tax effects from

Table of Contents

AOCI. The ASU is effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early adoption is permitted. The ASU should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. We are currently evaluating the impact of ASU No. 2018-02 on our consolidated financial condition and results of operations.

In July 2018, the FASB issued ASU No. 2018-07, "Compensation - Stock Compensation (Topic 718) - Improvements to Non-employee Share-based Payment Accounting." The amendments of this ASU apply to all share-based payment transactions to non-employees, in which a grantor acquires goods or services to be used or consumed in a grantor’s own operations, accounted under ASC 505-50, Equity-Based Payments to Non-Employees. Under the amendments of ASU 2018-07, most of the guidance on compensation to nonemployees would be aligned with the requirements for shared based payments granted to employees, Topic 718. The ASU is effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the impact of ASU No. 2018-07 on our consolidated financial condition and results of operations.

In August 2018, the FASB issued ASU No. 2018-13, "Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement." The amendments of the ASU modify the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosure information requirements for assets and liabilities measured at fair value in the statement of financial position or disclosed in the notes to financial statements. The ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted for the removed disclosures and delayed adoption until fiscal year 2020 permitted for the new disclosures. The removed and modified disclosures will be adopted on a retrospective basis and the new disclosures will be adopted on a prospective basis. We are currently evaluating the impact of ASU No. 2018-13 on our consolidated financial condition and results of operations.

In August 2018, the FASB issued ASU No. 2018-14, "Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20): Disclosure Framework-Changes to the Disclosure Requirements for Defined Benefit Plans." The ASU amends the disclosure requirements by adding, clarifying, or removing certain disclosures for sponsor defined benefit pension or other postretirement plans. The amendments are effective for fiscal years ending after December 15, 2020 and the amendments should be applied retrospectively to all periods presented. We are currently evaluating the impact of ASU No. 2018-14 on our consolidated financial condition and results of operations.

In August 2018, the FASB issued ASU No. 2018-15, "Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract." The ASU addresses how entities should account for costs associated with implementing a cloud computing arrangement that is considered a service contract. Per the amendments of the ASU, implementation costs incurred in a cloud computing arrangement that is a service contract should be accounted for in the same manner as implementation costs incurred to develop or obtain software for internal use as prescribed by guidance in ASC350-40. The ASU requires that implementation costs incurred in a cloud computing arrangement be capitalized rather than expensed. Further, the ASU specifies the method for the amortization of costs incurred during implementation, and the manner in which the unamortized portion of these capitalized implementation costs should be evaluated for impairment. The ASU also provides guidance on how to present such implementation costs in the financial statements and also creates additional disclosure requirements. The amendments are effective for fiscal years beginning after December 15, 2019, including interim periods. Early adoption of the ASU requirements is permitted, including adoption in any interim period. The amendments in this ASU should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. We are currently evaluating the impact of ASU No. 2018-15 on our consolidated financial condition and results of operations.

2. Revenue Recognition

We enter into contracts with customers typically having multiple commitments of goods and services including any combination of designing, developing, manufacturing, modifying, installing and commissioning of flow management equipment and providing services and parts related to the performance of such products. We evaluate the commitments in our contracts with customers to determine if the commitments are both capable of being distinct and distinct in the context of the contract in order to identify performance obligations.

We recognize revenue when (or as) we satisfy a performance obligation by transferring control of the performance obligation to a customer. Control of a performance obligation may transfer to the customer either over time or at a point in time depending on an evaluation of the specific facts and circumstances for each contract, including the terms and conditions of the contract as agreed with the customer, as well as the nature of the products or services to be provided. Our larger contracts are typically completed within a one to three-year period, while many other contracts, such as “short cycle” contracts, have a shorter timeframe for revenue recognition.

Table of Contents

Control transfers over time when the customer is able to direct the use of and obtain substantially all of the benefits of our work as we perform. This typically occurs when products have no alternative use and we have a right to payment for performance completed to date, including a reasonable profit margin. Our contracts often include cancellation provisions that require the customer to reimburse us for costs incurred up to the date of cancellation, and some contracts also provide for reimbursement of profit upon cancellation in addition to costs incurred to date.

Our primary method for recognizing revenue over time is the POC method. We measure progress towards completion by applying an input measure based on costs incurred to date relative to total estimated costs at completion (i.e., the cost-to-cost method). This method provides a reasonable depiction of the transfer of control of products and services to customers as it ensures our efforts towards satisfying a performance obligation, as reflected by costs incurred, are included in the measure of progress used for recognition of revenue. Costs generally include direct labor, direct material and manufacturing overhead. Costs that do not contribute towards control transfer are generally immaterial, but are excluded from the measure of progress in the event they are significant.

Historically, revenue recognized under the POC method has been 5% to 10% of our consolidated sales. Under the New Revenue Standard, we have experienced an increase in the amount of revenue recognized over time. This increase is primarily due to the application of the new “transfer of control” model for revenue recognition. Under this model, revenue for performance obligations subject to contractual transfer of control during the manufacturing process are recognized over time. This includes contracts with cancellation provisions that require reimbursement for costs incurred plus a reasonable margin and for which the performance obligation has no alternative use. Revenue from products and services transferred to customers over time accounted for approximately 21% and 5% of total revenue for the three month periods ended September 30, 2018 and 2017, respectively, and 22% and 4% of total revenue for the nine month periods ended September 30, 2018 and 2017, respectively.

If control does not transfer over time, then control transfers at a point in time. We recognize revenue at a point in time at the level of each performance obligation based on the evaluation of certain indicators of control transfer, such as title transfer, risk of loss transfer, customer acceptance and physical possession. Revenue from products and services transferred to customers at a point in time accounted for approximately 79% and 95% of total revenue for the three month periods ended September 30, 2018 and 2017, respectively, and 78% and 96% of total revenue for the nine month periods ended September 30, 2018 and 2017, respectively.

A contract modification, or “change order,” occurs when the existing enforceable rights and obligations of a contract change, such as a change in the scope, price or terms and conditions. We account for a change order as a new accounting contract when the change order is limited to adding new, distinct products and services that are priced in an amount consistent with standalone selling price. Other change orders are accounted for as a modification of the existing accounting contract. When a change order occurs for a contract having in-process over time performance obligations, the effect of the change order on the transaction price and the measure of progress for the performance obligations to which it relates is recognized as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

Freight charges billed to customers are included in sales and the related shipping costs are included in cost of sales in our consolidated statements of income. If shipping activities are performed after a customer obtains control of a product, we apply a policy election to account for shipping as an activity to fulfill the promise to transfer the product to the customer.

We apply a policy election to exclude transaction taxes collected from customers from sales when the tax is both imposed on and concurrent with a specific revenue-producing transaction.

In certain instances, we provide guaranteed completion dates under the terms of our contracts. Failure to meet contractual delivery dates can result in late delivery penalties or liquidated damages. In the event that the transaction price of such a contract is probable of experiencing a significant reversal due to a penalty, we constrain a portion of the transaction price. This reduction to the transaction price could potentially cause estimated total contract costs to exceed the transaction price, in which case we record a provision for the estimated loss in the period the loss is first projected. In circumstances where the transaction price still exceeds total projected costs, the estimated penalty generally reduces profitability of the contract at the time of subsequent revenue recognition.

Our incremental costs to obtain a contract are limited to sales commissions. We apply the practical expedient to expense commissions as incurred for contracts having a duration of one year or less. Sales commissions related to contracts with a duration of greater than one year are immaterial to our financial statements and are also expensed as incurred.

We have not identified any material costs to fulfill a contract that qualify for capitalization under ASC 340-40.

Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account for recognition of revenue. Many of our contracts have multiple performance obligations as the promise to transfer the individual goods or services, or certain groups of goods and services, is separately identifiable from other promises in the contract.

Table of Contents

We allocate the transaction price of each contract to the performance obligations on the basis of standalone selling price and recognize revenue when, or as, control of each performance obligation transfers to the customer. For standard products, we identify the standalone selling price based on directly observable information. For customized or unique products and services, we apply the cost plus margin approach to estimate the standalone selling price. Under this method, we forecast our expected costs of satisfying a performance obligation and then add an appropriate standalone market margin for that distinct good or service.

We have elected to use the practical expedient to not adjust the transaction price of a contract for the effects of a significant financing component if, at the inception of the contract, we expect that the period between when we transfer a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

A material product warranty exists when a customer has specifically requested or negotiated a warranty period that is significantly longer than our standard warranty period (i.e., a “service-type warranty”) and where the warranty obligation is material in the context of the contract. It is not common for our contracts to contain material product warranties. However, when such a warranty exists, we account for it as a separate performance obligation. We estimate the standalone selling price of the warranty obligation utilizing a cost plus margin approach and allocate a portion of the transaction price to the warranty performance obligation on the basis of estimated standalone selling price. We recognize revenue for warranty performance obligations over time on a straight line basis over the extended warranty period.

A material right option is a benefit provided to a customer in a current contract, such as an option to receive future products or services for free or at a significant discount, that is incremental to benefits widely available to similar customers that do not enter into a specific contract. It is not common for our contracts to contain material right options. However, when a material right option exists, it is accounted for as a separate performance obligation and a portion of the transaction price is allocated to the performance obligation based on the estimated standalone selling price of the option. Revenue is recognized when (or as) the customer exercises the right to acquire future products and/or services.

On September 30, 2018, the aggregate transaction price allocated to unsatisfied (or partially unsatisfied) performance obligations was approximately $1,354 million. We estimate recognition of approximately $658 million of this amount as revenue in the remainder of 2018 and an additional $696 million in 2019 and thereafter.

Revenue recognized for performance obligations satisfied (or partially satisfied) in prior periods for the three and nine months ended September 30, 2018 was not material.

Table of Contents

ASC 606 Adoption Impact

We applied ASC 606 only to contracts that were not substantially complete as of January 1, 2018 and reflected the aggregate impact of all contract modifications (“change orders”) that occurred before the beginning of the earliest period presented when accounting for modified contracts at transition. The following table presents the cumulative effect of the changes made to our condensed consolidated balance sheet as of January 1, 2018 related to the adoption of the New Revenue Standard:

(Amounts in thousands)	December 31, 2017	Adjustments due to adoption of New Revenue Standard	January 1, 2018
Accounts receivable, net of allowance for doubtful accounts(1)	856,711	(49,247)	807,464
Contract assets, net(2)	—	219,361	219,361
Inventories, net(3)	884,273	(238,573)	645,700
Prepaid expenses and other	114,316	(4,457)	109,859
Total current assets	2,558,745	(72,916)	2,485,829
Deferred taxes	51,974	(2,706)	49,268
Other assets, net	199,722	2,004	201,726
Total assets	4,910,474	(73,618)	4,836,856
Accounts payable	443,113	11,784	454,897
Accrued liabilities(4)	724,196	(290,445)	433,751
Contract liabilities(5)	—	178,515	178,515
Total current liabilities	1,242,908	(100,146)	1,142,762
Retirement obligations and other liabilities	496,954	6,568	503,522
Retained earnings	3,503,947	19,642	3,523,589
Total equity	1,670,954	19,960	1,690,914
Total liabilities and equity	4,910,474	(73,618)	4,836,856

(1) Adjusted for contract assets accounted for under delivery based methods, previously reported in receivables, net.
(2) Represents our right of payment in advance of our contractual right to bill the customer.
(3) Adjusted for contract assets accounted under the over time method, previously reported in inventories, net.
(4) Adjusted for deferred revenue previously reported in accrued liabilities and reclassified to contract assets and contract liabilities.
(5) Represents contractual billings in excess of revenue recognized at the contract level, previously reported in accrued liabilities.

The modified retrospective approach requires a dual reporting presentation to be disclosed in the year of adoption. The dual reporting requirement outlines the impact amount by which a financial statement line is affected in the current reporting period by the adoption of the New Revenue Standard as compared with the previous standard in effect before the adoption.

The following tables present the dual reporting requirements:

(Amounts in thousands, except percentages)	Three Months Ended September 30, 2018 Balances without Adoption of New Revenue Standard	Effect of Change	As Reported
Sales	$929,037	$23,679	$952,716
Cost of sales	(635,505)	(8,710)	(644,215)
Gross profit	293,532	14,969	308,501
Gross profit margin	31.6 %		32.4 %
Selling, general and administrative expense	(241,877)	(1)	(241,878)
Loss on sale of business	(7,727)	—	(7,727)
Net earnings from affiliates	3,295	—	3,295
Operating income	47,223	14,968	62,191
Operating income as a percent of sales	5.1 %		6.5 %
Interest expense	(13,826)	—	(13,826)
Interest income	1,269	—	1,269
Other expense, net	(5,494)	211	(5,283)
Earnings before income taxes	29,172	15,179	44,351
Provision for income taxes	(8,081)	(6,831)	(14,912)
Net earnings, including noncontrolling interests	21,091	8,348	29,439
Less: Net earnings attributable to noncontrolling interests	(1,234)	—	(1,234)
Net earnings attributable to Flowserve Corporation	$19,857	$8,348	$28,205

(Amounts in thousands, except percentages)	Nine Months Ended September 30, 2018 Balances without Adoption of New Revenue Standard	Effect of Change	As Reported
Sales	$2,740,895	$104,903	$2,845,798
Cost of sales	(1,904,728)	(75,079)	(1,979,807)
Gross profit	836,167	29,824	865,991
Gross profit margin	30.5 %		30.4 %
Selling, general and administrative expense	(711,845)	—	(711,845)
Loss on sale of business	(7,727)	—	(7,727)
Net earnings from affiliates	7,908	—	7,908
Operating income	124,503	29,824	154,327
Operating income as a percent of sales	4.5 %		5.4 %
Interest expense	(43,645)	—	(43,645)

Interest income	4,237	—	4,237
Other expense, net	(17,116)	(90)	(17,206)
Earnings before income taxes	67,979	29,734	97,713
Provision for income taxes	(29,039)	(7,989)	(37,028)
Net earnings, including noncontrolling interests	38,940	21,745	60,685
Less: Net earnings attributable to noncontrolling interests	(4,117)	—	(4,117)
Net earnings attributable to Flowserve Corporation	$34,823	$21,745	$56,568

12

Table of Contents

(Amounts in thousands)	September 30, 2018 Balances without Adoption of New Revenue Standard	Effect of Change	As Reported
Accounts receivable, net	840,975	(60,567)	780,408
Contract assets, net	—	261,417	261,417
Inventories, net	969,941	(314,289)	655,652
Prepaid expenses and other	111,753	(14,505)	97,248
Total current assets	2,452,611	(127,944)	2,324,667
Deferred taxes	63,859	(2,706)	61,153
Other assets, net	209,536	1,337	210,873
Total assets	4,734,377	(129,313)	4,605,064
Accounts payable	385,209	15,072	400,281
Accrued liabilities	764,575	(366,290)	398,285
Contract liabilities	—	174,245	174,245
Total current liabilities	1,217,053	(176,973)	1,040,080
Retirement obligations and other liabilities	494,002	3,509	497,511
Retained earnings	3,460,482	44,569	3,505,051
Total equity	1,586,576	44,151	1,630,727
Total liabilities and equity	4,734,377	(129,313)	4,605,064

Disaggregated Revenue

We conduct our operations through three business segments based on the type of product and how we manage the business:

- Engineered Product Division ("EPD") for long lead time, custom and other highly-engineered pumps and pump systems, mechanical seals, auxiliary systems and replacement parts and related services;
- Industrial Product Division ("IPD") for engineered and pre-configured industrial pumps and pump systems and related products and services; and
- Flow Control Division ("FCD") for engineered and industrial valves, control valves, actuators and controls and related services.

Our revenue sources are derived from our original equipment manufacturing and our aftermarket sales and services. Our original equipment revenues are generally related to originally designed, manufactured, distributed and installed equipment that can range from pre-configured, short-cycle products to more customized, highly-engineered equipment ("Original Equipment"). Our aftermarket sales and services are derived from sales of replacement equipment, as well as maintenance, advanced diagnostic, repair and retrofitting services ("Aftermarket"). Each of our three business segments generate Original Equipment and Aftermarket revenues.

Table of Contents

The following table presents our customer revenues disaggregated by revenue source:

	Three Months Ended September 30, 2018			
(Amounts in thousands)	EPD	IPD	FCD	Total
Original Equipment	$137,177	$118,523	$239,864	$495,564
Aftermarket	319,656	71,942	65,554	457,152
	$456,833	$190,465	$305,418	$952,716

	Three Months Ended September 30, 2017(1)			
(Amounts in thousands)	EPD	IPD	FCD	Total
Original Equipment	$116,723	$112,332	$214,355	$443,410
Aftermarket	299,308	68,015	72,647	439,970
	$416,031	$180,347	$287,002	$883,380

	Nine Months Ended September 30, 2018			
(Amounts in thousands)	EPD	IPD	FCD	Total
Original Equipment	$407,761	$348,483	$689,331	$1,445,575
Aftermarket	977,038	225,524	197,661	1,400,223
	$1,384,799	$574,007	$886,992	$2,845,798

	Nine Months Ended September 30, 2017(1)			
(Amounts in thousands)	EPD	IPD	FCD	Total
Original Equipment	$365,383	$331,887	$646,746	$1,344,016
Aftermarket	887,158	201,415	194,173	1,282,746
	$1,252,541	$533,302	$840,919	$2,626,762

(1) Prior periods are presented in accordance with Topic 605.

Our customer sales are diversified geographically. The following table presents our revenues disaggregated by geography, based on the shipping addresses of our customers:

	Three Months Ended September 30, 2018			
(Amounts in thousands)	EPD	IPD	FCD	Total
North America(1)	$169,378	$82,102	$140,898	$392,378
Latin America(1)	69,121	7,090	4,461	80,672
Middle East and Africa	51,800	10,058	33,908	95,766
Asia Pacific	96,021	23,271	65,858	185,150
Europe	70,513	67,944	60,293	198,750
	$456,833	$190,465	$305,418	$952,716

	Three Months Ended September 30, 2017(2)			
(Amounts in thousands)	EPD	IPD	FCD	Total
North America(1)	$160,661	$70,259	$112,483	$343,403
Latin America(1)	36,790	7,752	5,976	50,518
Middle East and Africa	56,846	10,796	43,964	111,606
Asia Pacific	90,510	19,820	59,002	169,332
Europe	71,224	71,720	65,577	208,521
	$416,031	$180,347	$287,002	$883,380

Table of Contents

	Nine Months Ended September 30, 2018			
(Amounts in thousands)	EPD	IPD	FCD	Total
North America (1)	$536,936	$237,659	$398,872	$1,173,467
Latin America(1)	139,968	21,392	15,454	176,814
Middle East and Africa	175,980	37,559	99,954	313,493
Asia Pacific	316,392	69,590	198,437	584,419
Europe	215,523	207,807	174,275	597,605
	$1,384,799	$574,007	$886,992	$2,845,798

	Nine Months Ended September 30, 2017(2)			
	EPD	IPD	FCD	Total
North America (1)	$485,973	$215,593	$345,591	$1,047,157
Latin America(1)	99,905	21,813	25,273	146,991
Middle East and Africa	175,968	37,191	101,346	314,505
Asia Pacific	270,726	66,278	160,632	497,636
Europe	219,969	192,427	208,077	620,473
	$1,252,541	$533,302	$840,919	$2,626,762

(1) North America represents United States and Canada; Latin America includes Mexico.
(2) Prior periods are presented in accordance with Topic 605.

Contract Balances

We receive payment from customers based on a contractual billing schedule and specific performance requirements as established in our contracts. We record billings as accounts receivable when an unconditional right to consideration exists. A contract asset represents revenue recognized in advance of our right to receive payment under the terms of a contract. A contract liability represents our right to receive payment in advance of revenue recognized for a contract. The following table presents opening and closing balances of contract assets and contract liabilities, current and long-term, for the nine months ended September 30, 2018:

(Amounts in thousands)	Contract Assets, net (Current)	Long-term Contract Assets, net(1)	Contract Liabilities (Current)	Long-term Contract Liabilities(2)
Beginning balance, January 1, 2018	$219,361	3,990	$178,515	$ 3,925
Revenue recognized that was included in contract liabilities at the beginning of the period	—	—	(125,046)	(1,154)
Increase due to revenue recognized in the period in excess of billings	591,725	1,335	—	—
Increase due to billings arising during the period in excess of revenue recognized	—	—	134,583	(30)
Amounts transferred from contract assets to receivables	(531,944)	(2,488)	—	—
Currency effects and other, net	(17,725)	(175)	(13,807)	(858)
Ending balance, September 30, 2018	$261,417	$ 2,662	$174,245	$ 1,883

(1) Included in other assets, net.
(2) Included in retirement obligations and other liabilities.

3. Dispositions

IPD Business Divestiture

On June 29, 2018, pursuant to a plan of sale approved by management, we executed an agreement to divest two IPD locations and associated product lines, including the related assets and liabilities. This transaction did not meet the criteria for

15

classification of assets held for sale as of June 30, 2018 due to a contingency that could have potentially impacted the final terms and/or timing of the divestiture. The sale transaction was completed on August 9, 2018. In the nine months ended September 30, 2018, we recorded a pre-tax charge of $25.1 million, including a pre-tax charge of $17.4 million in the second quarter of 2018 and a loss on sale of the business of $7.7 million in the third quarter of 2018. The second quarter of 2018 pre-tax charge related to write-downs of inventory and long-lived assets to their estimated fair value, of which $7.7 million was recorded in COS and $9.7 million was recorded in SG&A. The third quarter of 2018 pre-tax charge primarily related to working capital changes since the second quarter of 2018 and net cash transferred at the closing date of $3.7 million. The sale included a manufacturing facility in Germany and a related assembly facility in France. In 2017, net sales related to the business totaled approximately $42 million, although the business produced an operating loss in each of the last two fiscal years.

Vogt

Effective July 6, 2017, we sold our FCD's Vogt product line and related assets and liabilities to a privately held company for $28.0 million of cash received at closing. The sale resulted in a pre-tax gain of $11.1 million recorded in gain on sale of business in the condensed consolidated statements of income in the third quarter of 2017. In 2016, net sales related to the Vogt business totaled approximately $17 million, with earnings before interest and taxes of approximately $4 million.

Gestra AG

Effective May 2, 2017, we sold our FCD's Gestra AG ("Gestra") business to a leading provider of steam system solutions for $203.6 million (€178.3 million), which included $180.8 million (€158.3 million) of cash received (net of divested cash and subsequent working capital adjustments). The sale resulted in a pre-tax gain of $130.2 million ($79.4 million after-tax) recorded in gain on sale of business in the consolidated statements of income in 2017. The sale included Gestra’s manufacturing facility in Germany as well as related operations in the U.S., the United Kingdom ("U.K."), Spain, Poland, Italy, Singapore and Portugal. In 2016, Gestra recorded revenues of approximately $101 million (€92 million) with earnings before interest and taxes of approximately $17 million (€15 million).

4. Stock-Based Compensation Plans

We maintain the Flowserve Corporation Equity and Incentive Compensation Plan (the "2010 Plan"), which is a shareholder-approved plan authorizing the issuance of up to 8,700,000 shares of our common stock in the form of restricted shares, restricted share units and performance-based units (collectively referred to as "Restricted Shares"), incentive stock options, non-statutory stock options, stock appreciation rights and bonus stock. Of the 8,700,000 shares of common stock authorized under the 2010 Plan, 2,061,105 were available for issuance as of September 30, 2018. In 2016 the long-term incentive program was amended to allow Restricted Shares granted after January 1, 2016 to employees who retire and have achieved at least 55 years of age and 10 years of service to continue to vest over the original vesting period ("55/10 Provision"). As of September 30, 2018, 114,943 stock options were outstanding, with a grant date fair value of $2.0 million, which is expected to be recognized over a weighted-average period of approximately two years. No stock options were granted during the nine months ended September 30, 2018, compared to 114,943 stock options granted for the same period in 2017. No stock options vested during the nine months ended September 30, 2018 and 2017.

Restricted Shares – Awards of Restricted Shares are valued at the closing market price of our common stock on the date of grant. The unearned compensation is amortized to compensation expense over the vesting period of the restricted shares, except for awards related to the 55/10 Provision which are expensed in the period granted. We had unearned compensation of $30.7 million and $16.7 million at September 30, 2018 and December 31, 2017, respectively, which is expected to be recognized over a weighted-average period of approximately one year. These amounts will be recognized into net earnings in prospective periods as the awards vest. The total fair value of Restricted Shares vested was $0.2 million for both the three months ended September 30, 2018 and 2017. The total fair value of Restricted Shares vested during the nine months ended September 30, 2018 and 2017 was $14.0 million and $28.1 million, respectively.

We recorded stock-based compensation expense of $4.4 million ($5.7 million pre-tax) and $3.0 million ($4.6 million pre-tax) for the three months ended September 30, 2018 and 2017, respectively. We recorded stock-based compensation expense of $10.9 million ($14.1 million pre-tax) and $13.4 million ($20.3 million pre-tax) for the nine months ended September 30, 2018 and 2017, respectively. Performance-based shares granted in 2015 did not vest due to unachievement of performance targets resulting in 100,033 forfeited shares and a $5.4 million reduction of stock-based compensation expense for the nine months ended September 30, 2018.

Table of Contents

The following table summarizes information regarding Restricted Shares:

	Nine Months Ended September 30, 2018	
	Shares	Weighted Average Grant-Date Fair Value
Number of unvested shares:		
Outstanding - January 1, 2018	1,203,852	$ 47.10
Granted	918,782	44.14
Vested	(302,065)	46.45
Forfeited	(265,591)	49.55
Outstanding as of September 30, 2018	1,554,978	$ 45.06

Unvested Restricted Shares outstanding as of September 30, 2018 included approximately 766,000 units with performance-based vesting provisions. Performance-based units are issuable in common stock and vest upon the achievement of pre-defined performance targets. Performance-based units granted prior to 2017 have performance targets based on our average annual return on net assets over a three-year period as compared with the same measure for a defined peer group for the same period. Performance-based units granted in 2017 and 2018 have performance targets based on our average return on invested capital and our total shareholder return ("TSR") over a three-year period. Most units were granted in three annual grants since January 1, 2016 and have a vesting percentage between 0% and 200% depending on the achievement of the specific performance targets. Except for shares granted under the 55/10 Provision, compensation expense is recognized ratably over a cliff-vesting period of 36 months, based on the fair value of our common stock on the date of grant, as adjusted for actual forfeitures. During the performance period, earned and unearned compensation expense is adjusted based on changes in the expected achievement of the performance targets for all performance-based units granted except for the TSR-based units. Vesting provisions range from 0 to approximately 1,531,000 shares based on performance targets. As of September 30, 2018, we estimate vesting of approximately 613,000 shares based on expected achievement of performance targets.

5. Derivative Instruments and Hedges

Our risk management and foreign currency derivatives and hedging policy specifies the conditions under which we may enter into derivative contracts. See Notes 1 and 7 to our consolidated financial statements included in our 2017 Annual Report and Note 7 of this Quarterly Report for additional information on our derivatives. We enter into foreign exchange forward contracts to hedge our cash flow risks associated with transactions denominated in currencies other than the local currency of the operation engaging in the transaction.

Foreign exchange contracts with third parties had a notional value of $266.6 million and $235.6 million at September 30, 2018 and December 31, 2017, respectively. At September 30, 2018, the length of foreign exchange contracts currently in place ranged from one day to 24 months.

We are exposed to risk from credit-related losses resulting from nonperformance by counterparties to our financial instruments. We perform credit evaluations of our counterparties under foreign exchange contracts agreements and expect all counterparties to meet their obligations. We have not experienced credit losses from our counterparties.

The fair values of foreign exchange contracts are summarized below:

(Amounts in thousands)	September 30, 2018	December 31, 2017
Current derivative assets	$ 778	$ 2,489
Noncurrent derivative assets	13	177
Current derivative liabilities	2,271	284
Noncurrent derivative liabilities	68	56

Current and noncurrent derivative assets are reported in our condensed consolidated balance sheets in prepaid expenses and other and other assets, net, respectively. Current and noncurrent derivative liabilities are reported in our condensed consolidated balance sheets in accrued liabilities and retirement obligations and other liabilities, respectively.

Table of Contents

The impact of net changes in the fair values of foreign exchange contracts are summarized below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Amounts in thousands)	2018	2017	2018	2017
(Loss) gain recognized in income	$(1,157)	$548	$(2,384)	$219

Gains and losses recognized in our condensed consolidated statements of income for foreign exchange contracts are classified as other expense, net.

In March 2015, we designated €255.7 million of our €500.0 million Euro senior notes discussed in Note 6 as a net investment hedge of our investments in certain of our international subsidiaries that use the Euro as their functional currency. We used the spot method to measure the effectiveness of our net investment hedge. Under this method, for each reporting period, the change in the carrying value of the Euro senior notes due to remeasurement of the effective portion is reported in accumulated other comprehensive loss on our condensed consolidated balance sheet and the remaining change in the carrying value of the ineffective portion, if any, is recognized in other expense, net in our condensed consolidated statement of income. We evaluate the effectiveness of our net investment hedge on a prospective basis at the beginning of each quarter. We did not record any ineffectiveness for the nine months ended September 30, 2018 and 2017.

6. Debt

Debt, including capital lease obligations, consisted of:

	September 30,	December 31,
(Amounts in thousands, except percentages)	2018	2017
1.25% EUR Senior Notes due March 17, 2022, net of unamortized discount and debt issuance costs of $4,265 and $5,335	$ 576,135	$594,465
4.00% USD Senior Notes due November 15, 2023, net of unamortized discount and debt issuance costs of $2,293 and $2,590	297,707	297,410
3.50% USD Senior Notes due September 15, 2022, net of unamortized discount and debt issuance costs of $2,751 and $3,230	497,249	496,770
Term Loan Facility, interest rate of 3.89% at September 30, 2018 and 3.19% at December 31, 2017, net of debt issuance costs of $321 and $585	119,679	164,415
Capital lease obligations and other borrowings	13,245	22,197
Debt and capital lease obligations	1,504,015	1,575,257
Less amounts due within one year	67,269	75,599
Total debt due after one year	$ 1,436,746	$1,499,658

Senior Credit Facility

As discussed in Note 10 to our consolidated financial statements included in our 2017 Annual Report, our credit agreement provides for an initial $400.0 million term loan ("Term Loan Facility") and a $800.0 million revolving credit facility ("Revolving Credit Facility" and, together with the Term Loan Facility, the "Senior Credit Facility") with a maturity date of October 14, 2020. As of September 30, 2018 and December 31, 2017, we had no amounts outstanding under the Revolving Credit Facility. We had outstanding letters of credit of $74.8 million and $94.8 million at September 30, 2018 and December 31, 2017, respectively, which together with financial covenant limitations based on the terms of our Senior Credit Facility, contributed to the reduction of our borrowing capacity to $416.5 million and $644.8 million, respectively. Our compliance with applicable financial covenants under the Senior Credit Facility is tested quarterly, and we complied with all applicable covenants as of September 30, 2018.

We may prepay loans under our Senior Credit Facility in whole or in part, without premium or penalty, at any time. A commitment fee, which is payable quarterly on the daily unused portions of the Senior Credit Facility, was 0.20% (per annum) during the period ended September 30, 2018. During the nine months ended September 30, 2018, we made scheduled repayments of $45.0 million under our Term Loan Facility. We have scheduled repayments of $15.0 million due in each of the next four quarters on our Term Loan Facility.

Table of Contents

7. Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models may be applied. Assets and liabilities recorded at fair value in our condensed consolidated balance sheets are categorized by hierarchical levels based upon the level of judgment associated with the inputs used to measure their fair values. Recurring fair value measurements are limited to investments in derivative instruments. The fair value measurements of our derivative instruments are determined using models that maximize the use of the observable market inputs including interest rate curves and both forward and spot prices for currencies, and are classified as Level II under the fair value hierarchy. The fair values of our derivatives are included in Note 5.

Our financial instruments are presented at fair value in our condensed consolidated balance sheets, with the exception of our long-term debt. The estimated fair value of our long-term debt, excluding the Senior Notes, approximates the carrying value and is classified as Level II under the fair value hierarchy. The carrying value of our debt is included in Note 6. The estimated fair value of our Senior Notes at September 30, 2018 was $1,364.1 million compared to the carrying value of $1,371.1 million. The estimated fair value of the Senior Notes is based on Level I quoted market rates. The carrying amounts of our other financial instruments (e.g., cash and cash equivalents, accounts receivable, net, accounts payable and short-term debt) approximated fair value due to their short-term nature at September 30, 2018 and December 31, 2017.

8. Inventories

Inventories, net consisted of the following:

	September 30,	December 31,
(Amounts in thousands)	2018	2017
Raw materials	$ 326,408	$ 358,827
Work in process	220,789	548,250
Finished goods	182,668	215,849
Less: Progress billings	—	(160,044)
Less: Excess and obsolete reserve	(74,213)	(78,609)
Inventories, net	$ 655,652	$ 884,273

During the second quarter of 2018, we recorded a $7.7 million inventory charge related to the divestiture of two IPD locations and related product lines, and resulted in a decrease to finished goods. Refer to Note 3 of this Quarterly Report for further discussion.

As a result of our adoption of the New Revenue Standard as of January 1, 2018, progress billings and work in process amounts associated with contracts accounted under the over time method were either recognized as COS or reclassified into contract assets, net or contract liabilities. Refer to Note 2 of this Quarterly Report for a discussion on our adoption of the New Revenue Standard.

Table of Contents

9. Earnings Per Share

The following is a reconciliation of net earnings of Flowserve Corporation and weighted average shares for calculating net earnings per common share. Earnings per weighted average common share outstanding was calculated as follows:

(Amounts in thousands, except per share data)	Three Months Ended September 30, 2018	2017
Net earnings of Flowserve Corporation	$28,205	$47,605
Dividends on restricted shares not expected to vest	—	—
Earnings attributable to common and participating shareholders	$28,205	$47,605
Weighted average shares:		
Common stock	130,823	130,681
Participating securities	20	79
Denominator for basic earnings per common share	130,843	130,760
Effect of potentially dilutive securities	507	636
Denominator for diluted earnings per common share	131,350	131,396
Earnings per common share:		
Basic	$0.22	$0.36
Diluted	0.21	0.36

(Amounts in thousands, except per share data)	Nine Months Ended September 30, 2018	2017
Net earnings of Flowserve Corporation	$56,568	$108,534
Dividends on restricted shares not expected to vest	—	—
Earnings attributable to common and participating shareholders	$56,568	$108,534
Weighted average shares:		
Common stock	130,784	130,574
Participating securities	32	111
Denominator for basic earnings per common share	130,816	130,685
Effect of potentially dilutive securities	408	653
Denominator for diluted earnings per common share	131,224	131,338
Earnings per common share:		
Basic	$0.43	$0.83
Diluted	0.43	0.83

Diluted earnings per share above is based upon the weighted average number of shares as determined for basic earnings per share plus shares potentially issuable in conjunction with stock options and Restricted Shares.

10. Legal Matters and Contingencies

Asbestos-Related Claims

We are a defendant in a substantial number of lawsuits that seek to recover damages for personal injury allegedly caused by exposure to asbestos-containing products manufactured and/or distributed by our heritage companies in the past. While the overall number of asbestos-related claims has generally declined in recent years, there can be no assurance that this trend will continue, or that the average cost per claim will not further increase. Asbestos-containing materials incorporated into any such products were encapsulated and used as internal components of process equipment, and we do not believe that any significant emission of asbestos fibers occurred during the use of this equipment.

Our practice is to vigorously contest and resolve these claims, and we have been successful in resolving a majority of claims with little or no payment. Historically, a high percentage of resolved claims have been covered by applicable insurance or indemnities from other companies, and we believe that a substantial majority of existing claims should continue to be covered by insurance or indemnities. Accordingly, we have recorded a liability for our estimate of the most likely settlement of asserted claims and a related receivable from insurers or other companies for our estimated recovery, to the extent we believe that the

Table of Contents

amounts of recovery are probable and not otherwise in dispute. While unfavorable rulings, judgments or settlement terms regarding these claims could have a material adverse impact on our business, financial condition, results of operations and cash flows, we currently believe the likelihood is remote.

Additionally, we have claims pending against certain insurers that, if resolved more favorably than reflected in the recorded receivables, would result in discrete gains in the applicable quarter. We are currently unable to estimate the impact, if any, of unasserted asbestos-related claims, although future claims would also be subject to then existing indemnities and insurance coverage.

United Nations Oil-for-Food Program

In mid-2006, the French authorities began an investigation of over 170 French companies, of which one of our French subsidiaries was included, concerning suspected inappropriate activities conducted in connection with the United Nations Oil for Food Program. As previously disclosed, the French investigation of our French subsidiary was formally opened in the first quarter of 2010, and our French subsidiary filed a formal response with the French court. In July 2012, the French court ruled against our procedural motions to challenge the constitutionality of the charges and quash the indictment. Hearings occurred on April 1-2, 2015, and the Company presented its defense and closing arguments. On June 18, 2015, the French court issued its ruling dismissing the case against the Company and the other defendants. However, on July 1, 2015, the French prosecutor lodged an appeal and we anticipate that the hearing for the appeal will be held in 2018. We currently do not expect to incur additional case resolution costs of a material amount in this matter. However, if the French authorities ultimately take enforcement action against our French subsidiary regarding its investigation, we may be subject to monetary and non-monetary penalties, which we currently do not believe will have a material adverse financial impact on our company.

Other

We are currently involved as a potentially responsible party at five former public waste disposal sites in various stages of evaluation or remediation. The projected cost of remediation at these sites, as well as our alleged "fair share" allocation, will remain uncertain until all studies have been completed and the parties have either negotiated an amicable resolution or the matter has been judicially resolved. At each site, there are many other parties who have similarly been identified. Many of the other parties identified are financially strong and solvent companies that appear able to pay their share of the remediation costs. Based on our information about the waste disposal practices at these sites and the environmental regulatory process in general, we believe that it is likely that ultimate remediation liability costs for each site will be apportioned among all liable parties, including site owners and waste transporters, according to the volumes and/or toxicity of the wastes shown to have been disposed of at the sites. We believe that our financial exposure for existing disposal sites will not be materially in excess of accrued reserves.

As previously disclosed in our 2017 Annual Report, we terminated an employee of an overseas subsidiary after uncovering actions that violated our Code of Business Conduct and may have violated the Foreign Corrupt Practices Act. We completed our internal investigation into the matter, self-reported the potential violation to the United States Department of Justice (the “DOJ”) and the SEC, and continue to cooperate with the DOJ and SEC. We previously received a subpoena from the SEC requesting additional information and documentation related to the matter and have completed our response to the subpoena. We currently believe that this matter will not have a material adverse financial impact on the Company, but there can be no assurance that the Company will not be subjected to monetary penalties and additional costs.

We are also a defendant in a number of other lawsuits, including product liability claims, that are insured, subject to the applicable deductibles, arising in the ordinary course of business, and we are also involved in other uninsured routine litigation incidental to our business. We currently believe none of such litigation, either individually or in the aggregate, is material to our business, operations or overall financial condition. However, litigation is inherently unpredictable, and resolutions or dispositions of claims or lawsuits by settlement or otherwise could have an adverse impact on our financial position, results of operations or cash flows for the reporting period in which any such resolution or disposition occurs.

Although none of the aforementioned potential liabilities can be quantified with absolute certainty except as otherwise indicated above, we have established reserves covering exposures relating to contingencies, to the extent believed to be reasonably estimable and probable based on past experience and available facts. While additional exposures beyond these reserves could exist, they currently cannot be estimated. We will continue to evaluate and update the reserves as necessary and appropriate.

Table of Contents

11. Retirement and Postretirement Benefits

Components of the net periodic cost for retirement and postretirement benefits for the three months ended September 30, 2018 and 2017 were as follows:

	U.S. Defined Benefit Plans		Non-U.S. Defined Benefit Plans		Postretirement Medical Benefits	
(Amounts in millions)	2018	2017	2018	2017	2018	2017
Service cost	$5.5	$5.6	$1.7	$1.7	$ —	$ —
Interest cost	3.9	4.3	2.2	2.2	0.2	0.3
Expected return on plan assets	(6.4)	(6.2)	(2.1)	(2.1)	—	—
Amortization of prior service cost	—	—	—	—	—	—
Amortization of unrecognized net loss (gain)	1.3	1.5	0.9	0.9	(0.2)	(0.1)
Net periodic cost recognized	$4.3	$5.2	$2.7	$2.7	$ —	$ 0.2

Components of the net periodic cost for retirement and postretirement benefits for the nine months ended September 30, 2018 and 2017 were as follows:

	U.S. Defined Benefit Plans		Non-U.S. Defined Benefit Plans		Postretirement Medical Benefits	
(Amounts in millions)	2018	2017	2018	2017	2018	2017
Service cost	$16.6	$16.7	$5.3	$5.1	$ —	$ —
Interest cost	11.8	12.7	6.6	6.6	0.6	0.7
Expected return on plan assets	(19.3)	(18.4)	(6.4)	(6.3)	—	—
Amortization of prior service cost	0.1	0.1	—	—	0.1	0.1
Amortization of unrecognized net loss (gain)	4.1	4.5	2.7	2.6	(0.6)	(0.2)
Net periodic cost recognized	$13.3	$15.6	$8.2	$8.0	$ 0.1	$ 0.6

Effective January 1, 2018 we adopted ASU No. 2017-07, "Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." Refer to Note 1 included in this Quarterly Report for a discussion on the adoption of the standard.

The components of net periodic cost for retirement and postretirement benefits other than service costs are included in other expense, net in our condensed consolidated statement of income.

12. Shareholders' Equity

Dividends – Generally, our dividend date-of-record is in the last month of the quarter, and the dividend is paid the following month. Any subsequent dividends will be reviewed by our Board of Directors and declared in its discretion dependent on its assessment of our financial situation and business outlook at the applicable time. Dividends paid per share were $0.19 for the three months ending September 30, 2018 and 2017 and $0.57 for the nine months ending September 30, 2018 and 2017. Dividends paid for the three months ended September 30, 2018 and 2017 were $24.9 million and $24.8 million, respectively, and $74.5 million and $74.4 million for the nine months ended September 30, 2018 and 2017, respectively.

Share Repurchase Program – On November 13, 2014, our Board of Directors approved a $500.0 million share repurchase authorization. Our share repurchase program does not have an expiration date, and we reserve the right to limit or terminate the repurchase program at any time without notice. We had no repurchases of shares of our outstanding common stock for both of the three and nine months ended September 30, 2018 and 2017. As of September 30, 2018, we had $160.7 million of remaining capacity under our current share repurchase program.

Table of Contents

13. Income Taxes

On December 22, 2017, the U.S. enacted the Tax Cuts and Jobs Act of 2017 (the “Act”), which significantly changed U.S. tax law. The Act, among other things, lowered the Company’s U.S. statutory federal income tax rate from 35% to 21% effective January 1, 2018, while imposing a deemed repatriation tax on deferred foreign income and implementing a modified territorial tax system. While the Act provides for a territorial tax system, beginning in 2018, it provides for two new anti-base erosion provisions, the global intangible low-taxed income (“GILTI”) provision and the base-erosion and anti-abuse tax (“BEAT”) provision which effectively creates a new minimum tax on certain future foreign earnings.

The Company included reasonable estimates of the income tax effects in applying the provisions of the Act in accordance with Accounting Standards Codification Topic 740, Income Taxes (ASC Topic 740) and following the guidance in SEC Staff Accounting Bulletin No. 118 (“SAB 118”). As a result, the impacts from the Act may differ, primarily related to deemed repatriated earnings and associated withholding taxes, from these provisional amounts, possibly materially, due to, among other things, additional analysis, changes from interpretations enacted and assumptions the Company has made, additional regulatory guidance that may be issued, and actions the Company may take as a result of the Act. Due to the timing of the Act and the substantial changes it brings, SAB 118 provides registrants a measurement period to report the impact of the new U.S. tax law. The financial reporting impact of the Act is expected to be completed no later than the fourth quarter of 2018. The impacts of these changes were reflected in the 2017 provisional tax expense, as discussed in Note 15 to our consolidated financial statements included in our 2017 Annual Report. The Company has elected to account for the GILTI provision in the period in which it is incurred.

For the three months ended September 30, 2018, we earned $44.4 million before taxes and provided for income taxes of $14.9 million resulting in an effective tax rate of 33.6%. For the nine months ended September 30, 2018, we earned $97.7 million before taxes and provided for income taxes of $37.0 million resulting in an effective tax rate of 37.9%. The effective tax rate varied from the U.S. federal statutory rate for the three and nine months ended September 30, 2018 primarily due to the net impact of foreign operations, including losses in certain foreign jurisdictions for which no tax benefit was provided.

For the three months ended September 30, 2017, we earned $68.4 million before taxes and provided for income taxes of $19.6 million resulting in an effective tax rate of 28.7%. For the nine months ended September 30, 2017, we earned $196.1 million before taxes and provided for income taxes of $85.8 million resulting in an effective tax rate of 43.8%. The effective tax rate varied from the U.S. federal statutory rate for the three and nine months ended September 30, 2017 primarily due to the net impact of foreign operations, losses in certain foreign jurisdictions for which no tax benefit was provided and taxes related to the sale of the Gestra and Vogt businesses.

As of September 30, 2018, the amount of unrecognized tax benefits decreased by $3.2 million from December 31, 2017. With limited exception, we are no longer subject to U.S. federal income tax audits for years through 2016, state and local income tax audits for years through 2012 or non-U.S. income tax audits for years through 2011. We are currently under examination for various years in Austria, Canada, France, Germany, India, Indonesia, Italy, Japan, Mexico, Philippines, Saudi Arabia, Singapore, the U.S. and Venezuela.

It is reasonably possible that within the next 12 months the effective tax rate will be impacted by the resolution of some or all of the matters audited by various taxing authorities. It is also reasonably possible that we will have the statute of limitations close in various taxing jurisdictions within the next 12 months. As such, we estimate we could record a reduction in our tax expense of approximately $14 million within the next 12 months.

Table of Contents

14. Segment Information

The following is a summary of the financial information of the reportable segments reconciled to the amounts reported in the condensed consolidated financial statements:

Three Months Ended September 30, 2018

(Amounts in thousands)	EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Sales to external customers	$456,833	$190,465	$305,418	$ 952,716	$ —	$ 952,716
Intersegment sales	9,377	8,673	761	18,811	(18,811)	—
Segment operating income (loss)	57,416	(2,460)	56,430	111,386	(49,195)	62,191

Three Months Ended September 30, 2017(1)

(Amounts in thousands)	EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Sales to external customers	$416,031	$180,347	$287,002	$ 883,380	$ —	$ 883,380
Intersegment sales	8,157	9,388	686	18,231	(18,231)	—
Segment operating income (loss)	52,078	(3,500)	48,827	97,405	(22,612)	74,793

(1) Prior period is presented in accordance with Topic 605.

Nine Months Ended September 30, 2018

(Amounts in thousands)	EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Sales to external customers	$1,384,799	$574,007	$886,992	$ 2,845,798	$ —	$2,845,798
Intersegment sales	29,773	28,977	2,890	61,640	(61,640)	—
Segment operating income (loss)	147,830	(25,181)	136,741	259,390	(105,063)	154,327

Nine Months Ended September 30, 2017(1)

(Amounts in thousands)	EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Sales to external customers	$1,252,541	$533,302	$840,919	$ 2,626,762	$ —	$2,626,762
Intersegment sales	24,022	26,640	2,608	53,270	(53,270)	—
Segment operating income (loss)	107,780	(45,760)	255,086	317,106	(64,767)	252,339

(1) Prior period is presented in accordance with Topic 605.

Table of Contents

15. Accumulated Other Comprehensive Loss

The following table presents the changes in accumulated other comprehensive loss ("AOCL"), net of tax for the three months ended September 30, 2018 and 2017:

(Amounts in thousands)	2018 Foreign currency translation items(1)	Pension and other post-retirement effects	Cash flow hedging activity	Total(1)	2017 Foreign currency translation items(1)	Pension and other post-retirement effects	Cash flow hedging activity	Total(1)
Balance - July 1	$(426,327)	$(110,248)	$(965)	$(537,540)	$(415,506)	$(137,188)	$(1,154)	$(553,848)
Other comprehensive (loss) income before reclassifications	(19,669)	771	52	(18,846)	17,674	(2,004)	12	15,682
Amounts reclassified from AOCL	—	1,828	—	1,828	—	1,560	—	1,560
Net current-period other comprehensive (loss) income	(19,669)	2,599	52	(17,018)	17,674	(444)	12	17,242
Balance - September 30	$(445,996)	$(107,649)	$(913)	$(554,558)	$(397,832)	$(137,632)	$(1,142)	$(536,606)

(1) Includes foreign currency translation adjustments attributable to noncontrolling interests of $4.7 million and $3.9 million for July 1, 2018 and 2017, respectively, and $5.0 million and $3.9 million at September 30, 2018 and 2017, respectively. Includes net investment hedge gains of $1.5 million and losses of $6.3 million, net of deferred taxes, for the three months ended September 30, 2018 and 2017, respectively. Amounts in parentheses indicate debits.

The following table presents the reclassifications out of AOCL:

(Amounts in thousands)	Affected line item in the statement of income	Three Months Ended September 30, 2018(1)	2017(1)
Pension and other postretirement effects			
Amortization of actuarial losses(2)	Other (expense) income, net	$(2,061)	$(2,284)
Prior service costs(2)	Other (expense) income, net	(78)	(57)
	Tax benefit	311	781
	Net of tax	$(1,828)	$(1,560)

(1) Amounts in parentheses indicate decreases to income. None of the reclass amounts have a noncontrolling interest component.

(2) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See Note 11 for additional details.

Table of Contents

The following table presents the changes in AOCL, net of tax for the nine months ended September 30, 2018 and 2017:

(Amounts in thousands)	2018 Foreign currency translation items(1)	Pension and other post-retirement effects	Cash flow hedging activity	Total(1)	2017 Foreign currency translation items(1)	Pension and other post-retirement effects	Cash flow hedging activity	Total(1)
Balance - January 1	$(384,779)	$(115,755)	$(1,090)	$(501,624)	$(483,609)	$(136,530)	$(1,238)	$(621,377)
Other comprehensive (loss) income before reclassifications	(61,217)	2,536	177	(58,504)	85,225	(5,818)	73	79,480
Amounts reclassified from AOCL	—	5,570	—	5,570	552	4,716	23	5,291
Net current-period other comprehensive (loss) income	(61,217)	8,106	177	(52,934)	85,777	(1,102)	96	84,771
Balance - September 30	$(445,996)	$(107,649)	$(913)	$(554,558)	$(397,832)	$(137,632)	$(1,142)	$(536,606)

(1) Includes foreign currency translation adjustments attributable to noncontrolling interests of $3.8 million and $3.4 million at January 1, 2018 and 2017, respectively, and $5.0 million and $3.9 million at September 30, 2018 and 2017, respectively. Includes net investment hedge losses of $19.8 million and $19.6 million, net of deferred taxes, for the nine months ended September 30, 2018 and 2017, respectively. Amounts in parentheses indicate debits.

The following table presents the reclassifications out of AOCL:

(Amounts in thousands)	Affected line item in the statement of income	Nine Months Ended September 30, 2018(1)	2017(1)
Release of cumulative translation adjustments due to sale of business	Gain on sale of business	$—	$(552)
	Tax benefit	—	—
	Net of tax	$—	$(552)
Pension and other postretirement effects			
Amortization of actuarial losses(2)	Other expense, net	$(6,231)	$(6,885)
Prior service costs(2)	Other expense, net	(237)	(172)
	Tax benefit	898	2,341
	Net of tax	$(5,570)	$(4,716)

(1) Amounts in parentheses indicate decreases to income. None of the reclass amounts have a noncontrolling interest component.

(2) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See Note 11 for additional details.

16. Realignment and Transformation Programs

In the second quarter of 2018, we launched and committed resources to our Flowserve 2.0 Transformation ("Flowserve 2.0 Transformation"), a program designed to transform our business model to drive operational excellence, reduce complexity, accelerate growth, improve organizational health and better leverage our existing global platform. We anticipate that the Flowserve 2.0 Transformation will result in restructuring charges, non-restructuring charges and other related transformation expenses (primarily professional services, project management and related travel expenses). For the three and nine months ended September 30, 2018, we incurred Flowserve 2.0 Transformation related expenses of $24.0 million and $27.4 million, respectively, primarily consisting of professional services and project management costs recorded in SG&A. We are currently evaluating the total investment in the various initiatives associated with this program.

In 2015 we initiated realignment programs consisting of R1 Realignment Program related to the SIHI acquisition and R2 Realignment Program to better align costs and improve long-term efficiency, including manufacturing optimization through the consolidation of facilities, reduction in our workforce and divestiture of certain non-strategic assets (the “Realignment Programs”).

Table of Contents

These Realignment Programs have been substantially completed, with the final projects targeted to complete in late 2018. We estimate total investment in these programs of approximately $360 million and anticipate we will incur most of the remaining charges by the end of 2018. The Realignment Programs consist of both restructuring and non-restructuring charges. Restructuring charges represent costs associated with the relocation or reorganization of certain business activities and facility closures and include related severance costs. Non-restructuring charges are primarily employee severance associated with workforce reductions to reduce redundancies. Expenses are primarily reported in COS or SG&A, as applicable, in our condensed consolidated statements of income.
Generally, the aforementioned charges will be paid in cash, except for asset write-downs, which are non-cash charges. The following is a summary of total charges, net of adjustments, related to the Realignment Programs and Flowserve 2.0 Transformation charges:

	Three Months Ended September 30, 2018					
(Amounts in thousands)	EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Realignment Charges						
Restructuring Charges						
COS	$3,115	$372	$918	$ 4,405	$ —	$ 4,405
SG&A	143	(348)	1	(204)	9	(195)
	$3,258	$24	$919	$ 4,201	$ 9	$ 4,210
Non-Restructuring Charges						
COS	$4,055	$378	$(630)	$ 3,803	$ —	$ 3,803
SG&A	(801)	(17)	225	(593)	3,707	3,114
	$3,254	$361	$(405)	$ 3,210	$ 3,707	$ 6,917
Total Realignment Charges						
COS	$7,170	$750	$288	$ 8,208	$ —	$ 8,208
SG&A	(658)	(365)	226	(797)	3,716	$ 2,919
Total	$6,512	$385	$514	$ 7,411	$ 3,716	$ 11,127
Transformation Charges						
SG&A	$—	$—	$—	$ —	$ 23,986	$ 23,986
	$—	$—	$—	$ —	$ 23,986	$ 23,986
Total Realignment and Transformation Charges						
COS	$7,170	$750	$288	$ 8,208	$ —	$ 8,208
SG&A	(658)	(365)	226	(797)	27,702	26,905
Total	$6,512	$385	$514	$ 7,411	$ 27,702	$ 35,113

Table of Contents

(Amounts in thousands)	Three Months Ended September 30, 2017 EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Restructuring Charges						
COS	$5,252	$19	$5,396	$ 10,667	$ —	$ 10,667
SG&A	831	28	364	1,223	(8)	1,215
Income tax expense	1,000	—	—	1,000	—	1,000
	$7,083	$47	$5,760	$ 12,890	$ (8)	$ 12,882
Non-Restructuring Charges						
COS	$1,793	$2,002	$(242)	$ 3,553	$ —	$ 3,553
SG&A	(113)	(407)	658	138	1,218	1,356
	$1,680	$1,595	$416	$ 3,691	$ 1,218	$ 4,909
Total Realignment Charges						
COS	$7,045	$2,021	$5,154	$ 14,220	$ —	$ 14,220
SG&A	718	(379)	1,022	1,361	1,210	$ 2,571
Income tax expense	1,000	—	—	1,000	—	$ 1,000
Total	$8,763	$1,642	$6,176	$ 16,581	$ 1,210	$ 17,791

(Amounts in thousands)	Nine Months Ended September 30, 2018 EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Realignment Charges						
Restructuring Charges						
COS	$8,552	$1,980	$3,370	$ 13,902	$ —	$ 13,902
SG&A	562	355	345	1,262	37	1,299
	$9,114	$2,335	$3,715	$ 15,164	$ 37	$ 15,201
Non-Restructuring Charges						
COS	$15,190	$2,548	$(47)	$ 17,691	$ —	$ 17,691
SG&A	2,690	1,088	947	4,725	5,723	10,448
	$17,880	$3,636	$900	$ 22,416	$ 5,723	$ 28,139
Total Realignment Charges						
COS	$23,742	$4,528	$3,323	$ 31,593	$ —	$ 31,593
SG&A	3,252	1,443	1,292	5,987	5,760	11,747
Total	$26,994	$5,971	$4,615	$ 37,580	$ 5,760	$ 43,340
Transformation Charges						
SG&A	$—	$—	$—	$ —	$ 27,352	$ 27,352
	$—	$—	$—	$ —	$ 27,352	$ 27,352
Total Realignment and Transformation Charges						
COS	$23,742	$4,528	$3,323	$ 31,593	$ —	$ 31,593
SG&A	3,252	1,443	1,292	5,987	33,112	39,099
Total	$26,994	$5,971	$4,615	$ 37,580	$ 33,112	$ 70,692

Table of Contents

	Nine Months Ended September 30, 2017					
(Amounts in thousands)	EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Restructuring Charges						
COS	$5,444	$6,111	$6,575	$ 18,130	$ —	$ 18,130
SG&A	637	213	(289)	561	67	628
Income tax expense	1,000	—	—	1,000	—	1,000
	$7,081	$6,324	$6,286	$ 19,691	$ 67	$ 19,758
Non-Restructuring Charges						
COS	$6,965	$5,818	$2,459	$ 15,242	$ —	$ 15,242
SG&A	7,311	9,968	3,957	21,236	3,772	25,008
	$14,276	$15,786	$6,416	$ 36,478	$ 3,772	$ 40,250
Total Realignment Charges						
COS	$12,409	$11,929	$9,034	$ 33,372	$ —	$ 33,372
SG&A	7,948	10,181	3,668	21,797	3,839	25,636
Income tax expense	1,000	—	—	1,000	—	1,000
Total	$21,357	$22,110	$12,702	$ 56,169	$ 3,839	$ 60,008

The following is a summary of total inception to date charges, net of adjustments, related to the Realignment Programs:

	Inception to Date					
(Amounts in thousands)	EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Realignment Charges						
Restructuring Charges						
COS	$51,364	$49,805	$26,025	$ 127,194	$ —	$ 127,194
SG&A	18,902	17,072	9,442	45,416	316	45,732
Income tax expense(1)	10,400	9,300	1,800	21,500	—	21,500
	$80,666	$76,177	$37,267	$ 194,110	$ 316	$ 194,426
Non-Restructuring Charges						
COS	$41,613	$23,537	$14,820	$ 79,970	$ 8	$ 79,978
SG&A	19,536	19,489	9,111	48,136	15,645	63,781
	$61,149	$43,026	$23,931	$ 128,106	$ 15,653	$ 143,759
Total Realignment Charges						
COS	$92,977	$73,342	$40,845	$ 207,164	$ 8	$ 207,172
SG&A	38,438	36,561	18,553	93,552	15,961	109,513
Income tax expense(1)	10,400	9,300	1,800	21,500	—	21,500
Total	$141,815	$119,203	$61,198	$ 322,216	$ 15,969	$ 338,185

(1) Income tax expense includes exit taxes as well as non-deductible costs.

Restructuring charges represent costs associated with the relocation or reorganization of certain business activities and facility closures and include costs related to employee severance at closed facilities, contract termination costs, asset write-downs and other costs. Severance costs primarily include costs associated with involuntary termination benefits. Contract termination costs include costs related to termination of operating leases or other contract termination costs. Asset write-downs include accelerated depreciation of fixed assets, accelerated amortization of intangible assets, divestiture of certain non-strategic assets and inventory write-downs. Other costs generally include costs related to employee relocation, asset relocation, vacant facility costs (i.e., taxes and insurance) and other charges.

29

Table of Contents

The following is a summary of restructuring charges, net of adjustments, for the Realignment Programs:

	Three Months Ended September 30, 2018				
(Amounts in thousands)	Severance	Contract Termination	Asset Write-Downs	Other	Total
COS	$(590)	$ 3	$ 449	$4,543	$4,405
SG&A	(46)	—	10	(159)	(195)
Total	$(636)	$ 3	$ 459	$4,384	$4,210

	Three Months Ended September 30, 2017				
(Amounts in thousands)	Severance	Contract Termination	Asset Write-Downs	Other	Total
COS	$9,197	$ —	$ 59	$1,411	$10,667
SG&A	440	—	52	723	1,215
Income tax expense	—	—	—	1,000	1,000
Total	$9,637	$ —	$ 111	$3,134	$12,882

	Nine Months Ended September 30, 2018				
(Amounts in thousands)	Severance	Contract Termination	Asset Write-Downs	Other	Total
COS	$2,764	$ 3	$ 3,898	$7,237	$13,902
SG&A	1,246	—	10	43	1,299
Total	$4,010	$ 3	$ 3,908	$7,280	$15,201

	Nine Months Ended September 30, 2017				
(Amounts in thousands)	Severance	Contract Termination	Asset Write-Downs	Other	Total
COS	$4,978	$ 226	$ 5,210	$7,716	$18,130
SG&A	(1,377)	—	242	1,763	628
Income tax expense	—	—	—	1,000	1,000
Total	$3,601	$ 226	$ 5,452	$10,479	$19,758

The following is a summary of total inception to date restructuring charges, net of adjustments, related to the Realignment Programs:

	Inception to Date				
(Amounts in thousands)	Severance	Contract Termination	Asset Write-Downs	Other	Total
COS	$84,949	$ 905	$ 19,215	$22,125	$127,194
SG&A	31,116	43	1,687	12,886	45,732
Income tax expense(1)	—	—	—	21,500	21,500
Total	$116,065	$ 948	$ 20,902	$56,511	$194,426

(1) Income tax expense includes exit taxes as well as non-deductible costs.

Table of Contents

The following represents the activity, primarily severance, related to the restructuring reserve for the Realignment Programs for the nine months ended September 30, 2018 and 2017:

(Amounts in thousands)	2018	2017
Balance at December 31	$39,230	$60,327 (2)
Charges, net of adjustments	11,314	13,076
Cash expenditures	(15,935)	(26,488)
Other non-cash adjustments, including currency(1)	(15,196)	(4,562)
Balance at September 30	$19,413	$42,353

(1) Includes a reduction of severance accruals associated with the the divestiture of two IPD locations and associated product lines. Refer to Note 3 of this Quarterly Report for further discussion.
(2) The reserve for the R1 Realignment Program was $12.6 million, which was substantially paid during the period.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.
The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and notes thereto, and the other financial data included elsewhere in this Quarterly Report. The following discussion should also be read in conjunction with our audited consolidated financial statements, and notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A") included in our 2017 Annual Report.

EXECUTIVE OVERVIEW

Our Company

We believe that we are a world-leading manufacturer and aftermarket service provider of comprehensive flow control systems. We develop and manufacture precision-engineered flow control equipment integral to the movement, control and protection of the flow of materials in our customers' critical processes. Our product portfolio of pumps, valves, seals, automation and aftermarket services supports global infrastructure industries, including oil and gas, chemical, power generation and water management, as well as general industrial markets where our products and services add value. Through our manufacturing platform and global network of Quick Response Centers ("QRCs"), we offer a broad array of aftermarket equipment services, such as installation, advanced diagnostics, repair and retrofitting. We currently employ approximately 17,000 employees in more than 50 countries.
Our business model is significantly influenced by the capital spending of global infrastructure industries for the placement of new products into service and aftermarket services for existing operations. The worldwide installed base of our products is an important source of aftermarket revenue, where products are expected to ensure the maximum operating time of many key industrial processes. Over the past several years, we have significantly invested in our aftermarket strategy to provide local support to drive customer investments in our offerings and use of our services to replace or repair installed products. The aftermarket portion of our business also helps provide business stability during various economic periods. The aftermarket business, which is primarily served by our network of 174 QRCs located around the globe, provides a variety of service offerings for our customers including spare parts, service solutions, product life cycle solutions and other value-added services. It is generally a higher margin business compared to our original equipment business and a key component of our business strategy.
Our operations are conducted through three business segments that are referenced throughout this MD&A:

- EPD for long lead time, custom and other highly-engineered pumps and pump systems, mechanical seals, auxiliary systems and replacement parts and related services;
- IPD for engineered and pre-configured industrial pumps and pump systems and related products and services; and
- FCD for engineered and industrial valves, control valves, actuators and controls and related services.

Our business segments share a focus on industrial flow control technology and have a high number of common customers. These segments also have complementary product offerings and technologies that are often combined in applications that provide us a net competitive advantage. Our segments also benefit from our global footprint and our economies of scale in reducing administrative and overhead costs to serve customers more cost effectively. For example, our segments share leadership for operational support functions, such as research and development, marketing and supply chain.

Table of Contents

The reputation of our product portfolio is built on more than 50 well-respected brand names such as Worthington, IDP, Valtek, Limitorque, Durco, Edward, Anchor/Darling, SIHI, Halberg and Durametallic, which we believe to be one of the most comprehensive in the industry. Our products and services are sold either directly or through designated channels to more than 10,000 companies, including some of the world's leading engineering, procurement and construction ("EPC") firms, original equipment manufacturers, distributors and end users.

We continue to leverage our QRC network to be positioned as near to customers as possible for service and support in order to capture valuable aftermarket business. Along with ensuring that we have the local capability to sell, install and service our equipment in remote regions, it is equally imperative to continuously improve our global operations. We continue to expand our global supply chain capability to meet global customer demands and ensure the quality and timely delivery of our products. Additionally, we continue to devote resources to improving the supply chain processes across our business segments to find areas of synergy and cost reduction and to improve our supply chain management capability to ensure it can meet global customer demands. We also remain focused on improving on-time delivery and quality, while managing warranty costs as a percentage of sales across our global operations, through the assistance of a focused Continuous Improvement Process ("CIP") initiative. The goal of the CIP initiative, which includes lean manufacturing, six sigma business management strategy and value engineering, is to maximize service fulfillment to customers through on-time delivery, reduced cycle time and quality at the highest internal productivity.

Over the past several quarters we have experienced a stabilization in business conditions and are beginning to gain traction and momentum in certain of our key markets. With continued stability in oil prices, at improved levels beginning in the second half of 2017, our large-project business is showing initial signs of recovery and we anticipate that customers will continue to increase maintenance and short cycle investment during 2018.

RESULTS OF OPERATIONS — Three and nine months ended September 30, 2018 and 2017

Effective January 1, 2018, we adopted ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" and all related ASUs ("New Revenue Standard"), using the modified retrospective method for transition. For a discussion related to our adoption of the New Revenue Standard requirements refer to Notes 1 and 2 to our condensed consolidated financial statements included in this Quarterly Report.

Throughout this discussion of our results of operations, we discuss the impact of fluctuations in foreign currency exchange rates. We have calculated currency effects on operations by translating current year results on a monthly basis at prior year exchange rates for the same periods.

In the second quarter of 2018, we launched and committed resources to our Flowserve 2.0 Transformation ("Flowserve 2.0 Transformation"), a program designed to transform our business model to drive operational excellence, reduce complexity, accelerate growth, improve organizational health and better leverage our existing global platform, which is further discussed in Note 16 to our condensed consolidated financial statements included in this Quarterly Report. We anticipate that the Flowserve 2.0 Transformation will result in restructuring charges, non-restructuring charges and other related transformation expenses (e.g., professional services, project management and related travel and expense). For the three and nine months ended September 30, 2018, we incurred Flowserve 2.0 Transformation related expenses of $24.0 million and $27.4 million, respectively, primarily consisting of professional services and project management costs recorded in SG&A. We are currently evaluating the total investment in and financial benefits of the various initiatives associated with this program.

In 2015, we initiated Realignment Programs that consist of both restructuring and non-restructuring charges that are further discussed in Note 16 to our condensed consolidated financial statements included in this Quarterly Report. The Realignment Programs will continue throughout 2018 and the total charges for Realignment Programs by segment are detailed below for the three months ended September 30, 2018 and 2017:

	Three Months Ended September 30, 2018					
(Amounts in thousands)	EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Total Realignment Program Charges						

COS	$7,170	$750	$288	$ 8,208	$ —	$ 8,208
SG&A	(658)	(365)	226	(797)	3,716	2,919
Total	$6,512	$385	$514	$ 7,411	$ 3,716	$ 11,127

32

Table of Contents

(Amounts in thousands)	Three Months Ended September 30, 2017 EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Total Realignment Program Charges						
COS	$7,045	$2,021	$5,154	$ 14,220	$ —	$ 14,220
SG&A	718	(379)	1,022	1,361	1,210	2,571
Income tax expense	1,000	—	—	1,000	—	1,000
Total	$8,763	$1,642	$6,176	$ 16,581	$ 1,210	$ 17,791

The total charges for Realignment Programs by segment are detailed below for the nine months ended September 30, 2018 and 2017:

(Amounts in thousands)	Nine Months Ended September 30, 2018 EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Total Realignment Program Charges						
COS	$23,742	$4,528	$3,323	$ 31,593	$ —	$ 31,593
SG&A	3,252	1,443	1,292	5,987	5,760	11,747
Total	$26,994	$5,971	$4,615	$ 37,580	$ 5,760	$ 43,340

(Amounts in thousands)	Nine Months Ended September 30, 2017 EPD	IPD	FCD	Subtotal–Reportable Segments	Eliminations and All Other	Consolidated Total
Total Realignment Program Charges						
COS	$12,409	$11,929	$9,034	$ 33,372	$ —	$ 33,372
SG&A	7,948	10,181	3,668	21,797	3,839	25,636
Income tax expense	1,000	—	—	1,000	—	1,000
Total	$21,357	$22,110	$12,702	$ 56,169	$ 3,839	$ 60,008

We anticipate a total investment in these Realignment Programs of approximately $360 million. Since inception of the Realignment Programs in 2015, we have incurred charges of $338.2 million and we expect to incur most remaining charges by the end of 2018.

Based on actions under our Realignment Programs, we estimate that we have achieved cost savings of approximately $192 million for the nine months ended September 30, 2018, as compared with $150 million in the same period of 2017. Approximately $124 million of those savings in 2018 are in COS with the remainder in SG&A. Upon completion of the Realignment Programs, we expect run-rate cost savings of approximately $230 million, of which the vast majority is anticipated to be achieved in 2018. Actual savings could vary from expected savings, which represent management’s estimate to date.

Table of Contents

Consolidated Results

Bookings, Sales and Backlog

	Three Months Ended September 30,	
(Amounts in millions)	2018	2017
Bookings	$1,010.4	$892.9
Sales	952.7	883.4

	Nine Months Ended September 30,	
(Amounts in millions)	2018	2017
Bookings	$2,974.5	$2,820.1
Sales	2,845.8	2,626.8

We define a booking as the receipt of a customer order that contractually engages us to perform activities on behalf of our customer with regard to manufacturing, service or support. Bookings recorded and subsequently canceled within the year-to-date period are excluded from year-to-date bookings. Bookings for the three months ended September 30, 2018 increased by $117.5 million, or 13.2%, as compared with the same period in 2017. The increase included negative currency effects of approximately $9 million. The increase was driven by increases in the oil and gas, chemical and water management industries, partially offset by decreased bookings in the power generation industry. The increase was more heavily-weighted towards customer original equipment bookings. The three months ended September 30, 2017 included bookings of approximately $2 million related to the FCD business that was divested in the third quarter of 2017.

Bookings for the nine months ended September 30, 2018 increased by $154.4 million, or 5.5%, as compared with the same period in 2017, which included 2017 bookings for an order of approximately $80 million to provide pumps and related equipment for the Hengli Integrated Refining Complex Project in China which did not recur. The increase included currency benefits of approximately $57 million. The increase was primarily driven by the general, oil and gas and chemical industries, partially offset by decreased bookings in the power generation industry. The increase was more heavily-weighted towards customer aftermarket bookings. The nine months ended September 30, 2017 included bookings of approximately $41 million related to FCD's businesses that were divested in the second and third quarter of 2017.

Sales for the three months ended September 30, 2018 increased by $69.3 million, or 7.8%, as compared with the same period in 2017. The increase included negative currency effects of approximately $8 million. The increase was more heavily-weighted to original equipment sales, with increased sales into North America, Latin America and Africa, partially offset by decreased sales in the Middle East. The impact of the adoption of the New Revenue Standard increased sales by approximately $24 million for the three months ended September 30, 2018. The three months ended September 30, 2017 included sales of approximately $5 million related to the FCD's business that was divested in the third quarter of 2017. Net sales to international customers, including export sales from the U.S., were approximately 63% and 66% of total sales for the three months ended September 30, 2018 and 2017, respectively.

Sales for the nine months ended September 30, 2018 increased by $219.0 million, or 8.3%, as compared with the same period in 2017. The increase included currency benefits of approximately $58 million. The increase was more heavily-weighted to aftermarket sales, with increased sales into North America, Asia Pacific and Africa, partially offset by decreased sales in the Middle East and Europe. The impact of the adoption of the New Revenue Standard increased sales by approximately $105 million for the nine months ended September 30, 2018. The nine months ended September 30, 2017 included sales of approximately $42 million related to FCD's businesses that were divested in the second and third quarter of 2017. Net sales to international customers, including export sales from the U.S., were approximately 63% and 64% of total sales for the nine months ended September 30, 2018 and 2017, respectively.

Backlog represents the aggregate value of booked but uncompleted customer orders and is influenced primarily by bookings, sales, cancellations, and currency effects. Backlog of $1,854.5 million at September 30, 2018 decreased by $178.9 million, or 8.8%, as compared with December 31, 2017. Currency effects provided a decrease of approximately $44 million. The impact of the initial adoption of the New Revenue Standard reduced backlog by approximately $237 million at January 1, 2018. Approximately 35% of the backlog at September 30, 2018 was related to aftermarket orders. Backlog includes our unsatisfied (or partially unsatisfied) performance obligations of approximately $1,354 million and approximately $501 million of customer orders that are generally subject to the possibility of customer cancellation for convenience without penalty (“Cancellable Backlog”). We have historically experienced very low cancellation rates such that any potential subsequent reversals of Cancellable Backlog are not expected to be material. The remaining portion of our total backlog is not cancellable without a substantive penalty and therefore represents remaining performance obligations as discussed in Note 2 to our condensed consolidated financial statements included in this Quarterly Report.

Table of Contents

Gross Profit and Gross Profit Margin

	Three Months Ended September 30,	
(Amounts in millions, except percentages)	2018	2017
Gross profit	$308.5	$268.0
Gross profit margin	32.4 %	30.3 %

	Nine Months Ended September 30,	
(Amounts in millions, except percentages)	2018	2017
Gross profit	$866.0	$782.5
Gross profit margin	30.4 %	29.8 %

Gross profit for the three months ended September 30, 2018 increased by $40.5 million, or 15.1%, as compared with the same period in 2017. Gross profit margin for the three months ended September 30, 2018 of 32.4% increased from 30.3% for the same period in 2017. The impact of the adoption of the New Revenue Standard had a favorable impact on gross profit margin for the three months ended September 30, 2018 of approximately 80 basis points. The increase in gross profit margin was primarily attributed to the favorable impact of increased sales on our absorption of fixed manufacturing costs, revenue recognized on higher margin projects and lower charges and increased savings related to our Realignment Programs. Aftermarket sales represented approximately 48% of total sales, as compared with approximately 50% of total sales for the same period in 2017.

Gross profit for the nine months ended September 30, 2018 increased by $83.5 million, or 10.7%, as compared with the same period in 2017. Gross profit margin for the nine months ended September 30, 2018 of 30.4% increased from 29.8% for the same period in 2017. The impact of the adoption of the New Revenue Standard had an unfavorable impact on gross profit margin for the nine months ended September 30, 2018 of approximately 10 basis points. The increase in gross profit margin was primarily attributed to a $16.9 million charge for costs related to a contract to supply oil and gas platform equipment to an end user in Latin America in the second quarter of 2017 that did not recur, revenue recognized on higher margin projects, favorable impact of increased sales on our absorption of fixed manufacturing costs and decreased charges and increased savings related to our Realignment Programs, partially offset by a $7.7 million charge for cost incurred related to the write-down of inventory associated with the divestiture of two IPD locations and related product lines in the second quarter of 2018. Aftermarket sales represented approximately 49% of total sales in both 2018 and 2017.

Selling, General and Administrative Expense

	Three Months Ended September 30,	
(Amounts in millions, except percentages)	2018	2017
SG&A	$241.9	$206.0
SG&A as a percentage of sales	25.4 %	23.3 %

	Nine Months Ended September 30,	
(Amounts in millions, except percentages)	2018	2017
SG&A	$711.8	$680.3

SG&A as a percentage of sales	25.0 %	25.9 %

SG&A for the three months ended September 30, 2018 increased by $35.9 million, or 17.4%, as compared with the same period in 2017. Currency effects yielded a decrease of approximately $2 million. SG&A as a percentage of sales for the three months ended September 30, 2018 increased 210 basis points as compared with the same period in 2017 primarily due to charges related to our Flowserve 2.0 Transformation program and increased broad-based annual incentive compensation expense.

Table of Contents

SG&A for the nine months ended September 30, 2018 increased by $31.5 million, or 4.6%, as compared with the same period in 2017. Currency effects yielded an increase of approximately $11 million. SG&A as a percentage of sales for the nine months ended September 30, 2018 decreased 90 basis points as compared with the same period in 2017 primarily due to a $26.0 million impairment charge related to our manufacturing facility in Brazil in the second quarter of 2017 that did not recur, lower stock-based compensation expense and lower charges and increased savings related to our Realignment Programs, partially offset by charges related to the Flowserve 2.0 Transformation program, implementation costs associated with our adoption of the New Revenue Standard, increased broad-based annual incentive compensation expense and an impairment charge of $9.7 million related to the long-lived assets associated with the divestiture of two IPD locations and related product lines in the second quarter of 2018.

(Loss) Gain on Sale of Businesses

	Three Months Ended September 30,	
(Amounts in millions)	2018	2017
(Loss) gain on sale of businesses	$(7.7)	$9.9

	Nine Months Ended September 30,	
(Amounts in millions)	2018	2017
(Loss) gain on sale of businesses	$(7.7)	$141.2

The loss on sale of businesses for the three months ended September 30, 2018 increased by $17.6 million from a gain of $9.9 million in 2017 due to the loss of $7.7 million from the divestiture of two IPD locations and related product lines in the third quarter of 2018 and the $9.9 million gain on the sale of FCD's Vogt business in the third quarter of 2017 that did not recur. See Note 3 to our condensed consolidated financial statements included in this Quarterly Report for additional information on these transactions.

The loss on sale of businesses for the nine months ended September 30, 2018 increased by $148.9 million from a gain of $141.2 million in 2017 due to the loss of $7.7 million from the divestiture of two IPD locations and related product lines in the third quarter of 2018 and the $141.2 million gain on the sale of FCD's Vogt and Gestra businesses in 2017 and that did not recur. See Note 3 to our condensed consolidated financial statements included in this Quarterly Report for additional information on these transactions.

Net Earnings from Affiliates

	Three Months Ended September 30,	
(Amounts in millions)	2018	2017
Net earnings from affiliates	$3.3	$2.9

	Nine Months Ended September 30,	
(Amounts in millions)	2018	2017

Net earnings from affiliates	$ 7.9	$ 9.0

Net earnings from affiliates for the three months ended September 30, 2018 increased $0.4 million, or 13.8%, as compared with the same period in 2017. The increase was primarily a result of increased earnings of our EPD joint venture in India.
Net earnings from affiliates for the nine months ended September 30, 2018 decreased $1.1 million, or 12.2%, as compared with the same period in 2017. The decrease was primarily a result of decreased earnings of our EPD joint venture in South Korea.

Table of Contents

Operating Income and Operating Margin

(Amounts in millions, except percentages)	Three Months Ended September 30, 2018	2017
Operating income	$62.2	$74.8
Operating income as a percentage of sales	6.5 %	8.5 %

(Amounts in millions, except percentages)	Nine Months Ended September 30, 2018	2017
Operating income	$154.3	$252.3
Operating income as a percentage of sales	5.4 %	9.6 %

Operating income for the three months ended September 30, 2018 decreased by $12.6 million, or 16.8%, as compared with the same period in 2017