

2017
ACTUANT
ANNUAL REPORT



Actuant

OUR COMPANY

Actuant Corporation is a diversified industrial company serving customers from operations in more than 30 countries. The Actuant businesses are leaders in a broad array of niche markets including branded hydraulic tools and solutions, specialized products and services for energy markets and highly engineered position and motion control systems. The Company was founded in 1910 and is headquartered in Menomonee Falls, Wisconsin. Actuant trades on the NYSE under the symbol ATU. For further information on Actuant and its businesses, visit the Company's website at www.actuant.com.

5-YEAR FINANCIAL TRENDS

(US\$ in millions, except per share amounts)

Operating Results from Continuing Operations Fiscal Year Ended August 31,

	2013	2014	2015	2016	2017
Net sales	\$1,280	\$1,400	\$1,249	\$1,149	\$1,096
EBITDA before special items ⁽¹⁾	234	246	191	152	122
EBITDA % before special items ⁽¹⁾	18.3%	17.6%	15.3%	13.2%	11.1%
Net earnings (loss)	148	142	20	(105)	(66)
Diluted earnings per share before special items ⁽¹⁾	1.84	1.91	1.65	1.22	0.83

Financial Position at August 31,

Total assets	\$2,119	\$1,857	\$1,637	\$1,439	\$1,517
Net debt ⁽²⁾	411	281	419	400	332
Shareholders' equity	1,080	1,002	673	521	501

Other Information

Dividends paid (\$0.04/share)	\$3	\$3	\$3	\$2	\$2
Funds deployed for stock buybacks	42	284	212	17	--
Capital expenditures ⁽³⁾	21	42	23	20	28
Depreciation and amortization ⁽³⁾	46	60	53	48	43
Funds deployed for business acquisitions	235	31	--	82	--
Free cash flow ⁽¹⁾	205	164	113	112	68

⁽¹⁾ See last page for reconciliation of GAAP to non-GAAP measures, including EBITDA before special items, diluted earnings per share before special items, and free cash flow.

⁽²⁾ Net debt equals current maturities of debt and short term borrowings plus long term debt (net), less cash and cash equivalents.

⁽³⁾ Continuing operations.

BUSINESS SEGMENTS AT A GLANCE

INDUSTRIAL SEGMENT REVENUE \$380 MILLION

The Industrial segment is a global leader in high force hydraulic tools and equipment for diverse industrial and infrastructure applications. We serve a vast array of end markets where our products are used to increase productivity and make work safer and easier to perform.

PRODUCTS

Hydraulic pumps, cylinders, valves, torque wrenches and other attachments sold individually or combined into integrated systems, as well as gantries, skidding and synchronous lift systems and concrete tensioning consumables and equipment

END MARKETS

- 45% General Industrial
- 15% Energy
- 15% Construction
- 10% Mining MRO
- 10% Heavy Lifting Technology
- 5% Other

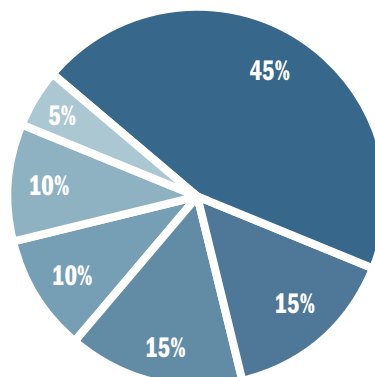
ENERPAC 

LARZEP
HYDRAULIC

SIMPLEX

milwaukee
Cylinder

PRECISION-HAYES
INTERNATIONAL



ENERGY SEGMENT REVENUE \$310 MILLION

The Energy segment provides joint integrity maintenance, repair, and leak sealing products and services for global oil & gas and power generation customers. We also provide highly engineered umbilical, rope, and cable solutions for energy and other diverse markets, as well as mooring solutions for offshore energy installations.

PRODUCTS

Hydraulic torque wrenches, tensioners, in-situ machining equipment, on-site joint integrity and pipeline services, equipment rental, emergency pipeline connectors, electro-mechanical cables and umbilicals, synthetic rope and slings, and mooring solutions

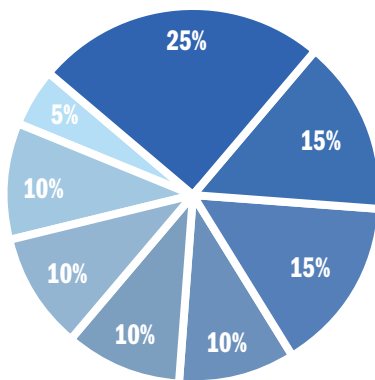
END MARKETS

- 25% Refinery/Petrochem MRO
- 15% Offshore MRO
- 15% Onshore MRO
- 10% Power Gen/Alt Energy MRO
- 10% Capital Project
- 10% Industrial
- 10% Other
- 5% Mooring

hydratight

CORTLAND

VIKING
SeaTech



ENGINEERED SOLUTIONS SEGMENT REVENUE \$406 MILLION

The Engineered Solutions segment serves OEMs with highly engineered position and motion control systems, severe duty air flow solutions, specialty power transmission products and harsh environment electronic controls, instrumentation and displays.

PRODUCTS

Hydraulic position and motion control systems, engine and turbocharger air flow systems, severe duty instrumentation and displays, PTO drivelines, flexible shafts

POWER-PACKER.

Weasler®

maximatecc•

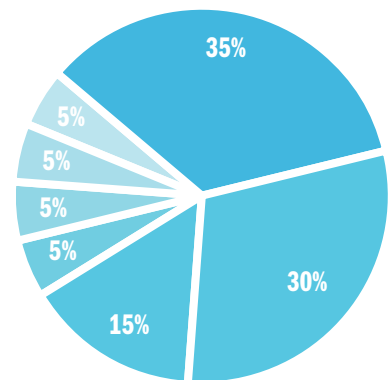
crosscontrol

GITS MFG. CO.

elliott manufacturing

END MARKETS

- 35% Heavy Duty Truck
- 30% Agriculture/Lawn & Garden
- 15% Off-Highway
- 5% Automotive
- 5% Industrial
- 5% Medical
- 5% Other



SHAREHOLDERS' LETTER

FELLOW SHAREHOLDERS –

Last year, as your new CEO, I laid out my five-year vision and related strategies which would set Actuant on a course to become a world-class diversified industrial. I'm happy to report that we have made considerable progress, yet we have significant opportunity for further performance improvement within the framework of the current strategy.

Our vision can be summarized using the following five key laneways:

1. Growth above market – commercial effectiveness and innovation driven
2. Operational excellence – lean operations as the enabler to growth
3. Strategic acquisitions – expanding product lines and geographic coverage
4. Employee engagement – a performance culture rewarding success
5. Results – meeting commitments and delivering superior shareholder returns

First, let's review the progress the organization has made across these laneways. I'm very pleased with the team's commitment to, and execution of, the strategies during fiscal 2017. In summary, we have achieved:

- Growth above market across many of our product lines. Our sales coverage, commercial focus and engineering investments are beginning to bear fruit. As an example, data suggests our highly profitable industrials tools product line outgrew its base market by 300 to 400 basis points in the fiscal year.
- A more balanced, profitable portfolio. Our portfolio management actions – notably the announced pending sale of the cyclical offshore oil & gas Viking business, and acquisition of maintenance driven Mirage Machines, furthers our vision of reduced volatility and better long term performance.
- Leaner facilities to enable growth. From three world class facilities



Mirage Machines will broaden Hydratight's product line offerings and provide additional rental and service opportunities.

when I came on board to now seven, we are making steady progress in the lean revitalization efforts across our manufacturing and assembly footprint. By the end of calendar 2018, I would anticipate all facilities to be “green” across the key lean metrics of safety, quality, cost and delivery.

- A streamlined leadership structure. By combining the senior leadership roles and functional responsibilities within Industrial and Energy, we are able to capitalize on the natural synergies between these core groups. We have flattened the organization in other functional areas, allowing enhanced collaboration and speed in decision making.
- Strong momentum in driving toward a culture of meeting commitments and rewarding success. Our Engagement metrics continue to improve. We are highly focused on safety, protecting our employees across the organization. We also remain active in our communities, with our “Give Where You Live” initiative, which supports our employees as they participate in projects to benefit the regions in which we operate.



A pair of Actuant employees volunteer for Habitat for Humanity as a part of our “Give Where You Live” program.

Turning now to our financial results, 2017 included meaningfully improved financial performance in two of our three segments, yet we experienced significant challenges within the served energy markets. Actuant’s sales declined 5% year-over-year, with core sales down 4%. We delivered mid-single digit core sales growth in both Industrial and Engineered Solutions, with accelerating growth rates as the year progressed. However, our Energy segment experienced a sales decline of 23% on a core basis with delays and cancellations of maintenance work by customers to conserve cash. Earnings per share, excluding restructuring, impairment, divestiture and other one-time items, declined 32% to \$0.83 from \$1.22 in the prior year on the weak Energy performance.

The overall financial performance for 2017 did not alter our long-term vision. We focused on core growth and operational excellence initiatives, while increasing our investments in research and development, which grew more than 20% year-over-year. Importantly, we generated \$68 million of free cash flow, which was used to reduce our net debt outstanding. This represents the 17th consecutive year of free cash flow to net earnings conversion over 100% – a track record I am pleased to have continued.

ACTUANT'S 2021 VISION

Our vision remains steadfast: Providing customers with the mission critical tools, systems and services that enable safe and productive solutions, while earning superior returns for Actuant shareholders.

As previously stated, we are on a journey to becoming a high performance enterprise. I often say we are in the second or third inning of a long game and much work is ahead of us. As I look forward, my priorities include:



Part of the LEAD Revitalization includes investing in new and more efficient equipment, including multi-tasking CNC machines at our Weasler driveline facility serving the agriculture markets.

- Continuing to pursue growth opportunities where the system critical nature of the tools, solutions and services we provide are paramount to our customers, engraining commercial effectiveness into our newly energized sales teams and accelerating new product introductions. This will be key to achieving our strategic goals and we will continue to invest for the long term.
- Bringing all of our facilities to fully lean status and then embarking on the next phase of our LEAD business system which includes our supply chain and S&OP (sales and operations planning) processes. In addition, our energy maintenance service centers will be improved with optimized technician and tool utilization and strategic geographic positioning.
- Executing on thoughtful, strategic and disciplined capital deployment, which will accelerate our growth profile, add to our best businesses, and enhance the return on invested capital of the enterprise.

5-YEAR GROWTH PLAN

TOTAL SALES GROWTH	ACQUISITION CAPITAL	2021 EBITDA	EPS GROWTH
10% CAGR	\$600M+ FCF	~20%	15%-20% CAGR

We are striving to achieve the following performance goals by 2021: a 10% total sales compounded annual growth rate (CAGR), base business margin expansion with approximately 20% EBITDA margins for the enterprise, \$600 million in available capital to deploy, and a 15-20% EPS CAGR.

These measures correlate strongly with total shareholder return and would place Actuant among the best performing diversified industrial companies.

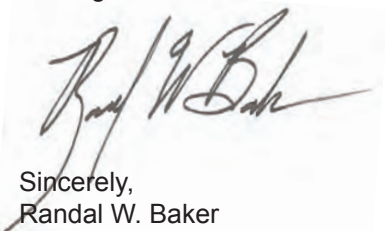
FINAL THOUGHTS

I am committed to the strategy and believe that our businesses remain well positioned as leaders in their niche markets. We will improve shareholder value by driving operational improvements, while also investing in important growth areas, and deploying capital on strategic acquisitions.

In February, I welcomed Richard Holder, Chief Executive Officer of NN, Inc. to help guide this strategy as a member of our Board of Directors. He brings a wealth of experience and has already added tremendous value. In addition, CFO Rick Dillon and EVP of Human Resources André Williams have joined our leadership team this year and are helping provide a solid foundation for an even stronger future.

I want to thank my Actuant colleagues across the globe for the great job that they continue to do in executing our strategy and serving our customers each and every day.

Lastly, on behalf of the Board and the management team, we thank you, our fellow shareholders, for sharing our confidence in Actuant's long term success.



Sincerely,
Randal W. Baker
President and Chief Executive Officer

CORPORATE INFORMATION

BOARD OF DIRECTORS

	COMMITTEE		
	AUDIT	COMPENSATION	GOVERNANCE
INDEPENDENT			
Gurminder S. Bedi		•	•
Danny L. Cunningham	Chair		
E. James Ferland	•		•
Richard D. Holder	•	•	
R. Alan Hunter, Jr.	•	•	
Robert A. Peterson, <i>Chairman</i>			Chair
Holly A. Van Deursen		Chair	•
Dennis K. Williams	•	•	

INSIDER

Randal W. Baker

EXECUTIVE LEADERSHIP

Randy Baker, *President & CEO*
 Rick Dillon, *EVP - CFO*
 Roger Roundhouse, *EVP - Engineered Solutions/China*
 André Williams, *EVP - Human Resources*

EXCHANGE

New York Stock Exchange
 Ticker Symbol ATU

TRANSFER AGENT

Wells Fargo Bank
 Shareowner Services
 PO Box 64874
 St. Paul, MN 55164
 800.468.9716

LEGAL COUNSEL

McDermott Will & Emery LLP
 227 West Monroe Street
 Chicago, IL 60606

INDEPENDENT ACCOUNTANTS

PricewaterhouseCoopers LLP
 100 East Wisconsin Avenue
 Milwaukee, WI 53202

INVESTOR RELATIONS

Financial analysts & investors
 should direct inquiries to:

Karen Bauer
 VP - Communications & Investor
 Relations
 karen.bauer@actuant.com
 262.293.1562

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended August 31, 2017

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. 1-11288

ACTUANT CORPORATION

(Exact name of Registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

39-0168610
(I.R.S. Employer
Identification No.)

N86 W12500 WESTBROOK CROSSING
MENOMONEE FALLS, WISCONSIN 53051
Mailing address: P.O. Box 3241, Milwaukee, Wisconsin 53201

(Address of principal executive offices)

(262) 293-1500

(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

(Title of each class)

Class A Common Stock, par value \$0.20 per share

(Name of each exchange on
which registered)

New York Stock Exchange

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

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes** **No**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15d of the Act. **Yes** **No**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). **Yes** **No**

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See definition of "accelerated filer," "large accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

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

Emerging growth company

Accelerated filer

Smaller reporting 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. **Yes** **No**

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

As of February 28, 2017, the end of the Registrant's second fiscal quarter, the aggregate market value of the shares of Common Stock (based upon the closing price on the New York Stock Exchange on February 28, 2017) held by non-affiliates of the Registrant was approximately \$1.57 billion.

There were 59,820,308 shares of the Registrant's Class A Common Stock outstanding as of September 30, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the Annual Meeting of Shareholders to be held on January 23, 2018 are incorporated by reference into Part III hereof.

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Actuant Corporation provides free-of-charge access to our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments thereto, through our website, www.actuant.com, as soon as reasonably practical after such reports are electronically filed with the Securities and Exchange Commission.

FORWARD LOOKING STATEMENTS AND CAUTIONARY FACTORS

This annual report on Form 10-K contains certain statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. The terms “may,” “should,” “could,” “anticipate,” “believe,” “estimate,” “expect,” “objective,” “plan,” “project” and similar expressions are intended to identify forward-looking statements. Such forward-looking statements are subject to inherent risks and uncertainties that may cause actual results or events to differ materially from those contemplated by such forward-looking statements. In addition to the assumptions and other factors referred to specifically in connection with such statements, factors that may cause actual results or events to differ materially from those contemplated by such forward-looking statements include, without limitation, general economic uncertainty, market conditions in the industrial, oil & gas, energy, power generation, infrastructure, commercial construction, truck, automotive, specialty vehicle and agriculture industries, market acceptance of existing and new products, successful integration of acquisitions and related restructuring, operating margin risk due to competitive pricing and operating efficiencies, supply chain risk, material, labor, or overhead cost increases, foreign currency risk, interest rate risk, commodity risk, the impact of geopolitical activity, litigation matters, impairment of goodwill or other intangible assets, the Company’s ability to access capital markets and other factors that may be referred to or noted in the Company’s reports filed with the Securities and Exchange Commission from time to time, including those described under "Item 1A. Risk Factors" of this annual report on Form 10-K. We disclaim any obligation to publicly update or revise any forward-looking statements as a result of new information, future events or any other reason.

When used herein, the terms “Actuant,” “we,” “us,” “our,” and the “Company” refer to Actuant Corporation and its subsidiaries.

PART I

Item 1. Business

General

Actuant Corporation, headquartered in Menomonee Falls, Wisconsin, is a Wisconsin corporation incorporated in 1910. We are a global diversified company that designs, manufactures and distributes a broad range of industrial products and systems to various end markets. The Company is organized into three operating segments: Industrial, Energy and Engineered Solutions. The Industrial segment is primarily involved in the design, manufacture and distribution of branded hydraulic and mechanical tools to the maintenance, industrial, infrastructure and production automation markets. The Energy segment provides joint integrity products and services, customized offshore vessel mooring solutions, as well as rope and cable solutions to the global oil & gas, power generation and other markets. The Engineered Solutions segment provides highly engineered position and motion control systems to original equipment manufacturers (“OEM”) in various on and off-highway vehicle markets, as well as a variety of other products to the industrial and agricultural markets. Financial information related to the Company’s segments is included in Note 15, "Business Segment, Geographic and Customer Information" in the notes to the consolidated financial statements. As outlined in Note 5, "Divestiture Activities," on August 16, 2017, the Company announced the signing of a definitive agreement to sell its Viking business. Closing of the divestiture transaction, which is expected to occur in the first half of fiscal 2018 (pending regulatory and governmental approvals) will result in elimination of the sale and rental of customized offshore vessel mooring solutions by the Company (within the Energy segment).

Our business model, illustrated below, starts with core sales growth (sales growth excluding the impact of acquisitions, divestitures and foreign currency rate changes). We further increase sales and profits through capital deployment in business acquisitions and capital expenditures. Operational excellence processes are utilized to improve our businesses. When executed effectively, these actions generate strong earnings and cash flow, which we reinvest back into the business or return to shareholders via dividends and stock buybacks.

OUR BUSINESS MODEL



Our long-term goal is to grow diluted earnings per share faster than most multi-industry peers. We intend to leverage our strong market positions to generate core sales growth that exceeds end-market growth rates. Core sales growth is accomplished through a combination of share capture, product innovation and market expansion into emerging industries and geographic regions. In addition to core sales growth, we are focused on acquiring complementary businesses. Following an acquisition, we seek to drive growth opportunities (additional cross-selling opportunities and customer relationships) and cost reductions via operational excellence. We also focus on profit margin expansion and cash flow generation to achieve our financial objectives. Our LEAD (“Lean Enterprise Across Disciplines”) Business System utilizes various continuous improvement techniques to reduce costs, improve efficiencies and drive operational excellence across all locations and functions worldwide, thereby expanding profit margins and improving the customer experience. Our LEAD efforts also support our core sales growth. Strong cash flow generation is achieved by maximizing returns on assets and minimizing primary working capital needs. The cash flow that results from efficient asset management, improved profitability and loyal customers is used to fund strategic acquisitions, common stock repurchases and internal growth opportunities.

Our businesses provide an array of products and services across multiple end markets and geographies which results in significant diversification. The long-term sales growth and profitability of our business is dependent not only on increased demand in end markets and the overall economic environment, but also on our ability to identify, consummate and integrate strategic acquisitions, develop and market innovative new products, expand our business activity geographically and continuously improve operational excellence. Despite current challenges from weak end market demand in our Energy segment, we remain focused on improving our financial position and flexibility by adjusting our cost structure to reflect changes in demand levels and by proactively managing working capital and cash flow generation.

Description of Business Segments

Industrial

The Industrial segment is a leading global supplier of branded hydraulic and mechanical tools to a broad array of end markets, including the general maintenance and repair, industrial, energy, mining, infrastructure and production automation markets. Its primary products include high-force hydraulic tools, highly engineered heavy lifting technology solutions, workholding (production automation) solutions and concrete stressing components and systems. Our hydraulic and mechanical tools are marketed primarily through the Enerpac, Larzep, Milwaukee Cylinder, Precision-Hayes and Simplex brand names.

Our Industrial Tools product line includes high-force hydraulic and mechanical tools (cylinders, pumps, valves, specialty tools and presses), which are designed to allow users to apply controlled force and motion to increase productivity, reduce labor costs and make work safer and easier to perform. These hydraulic tools operate at very high pressures of approximately 5,000 to 12,000 pounds per square inch and are generally sold by a diverse group of industrial and specialty fluid power distributors to customers in the infrastructure, mining, steel mill, cement, rail, oil & gas, power generation and general maintenance industries. Examples of industrial distributors include W.W. Grainger, MSC, and Blackwoods.

In addition, we design, manufacture and distribute concrete tensioning products (chucks and wedges, stressing jacks and anchors), which are used by concrete tensioning system designers, fabricators and installers for the residential and commercial construction, bridge, infrastructure and mining markets.

In addition to providing a comprehensive line of industrial tools, the segment also provides high-force hydraulic systems (Heavy Lifting Technology) to meet customer-specific requirements for safe and precise control of heavy lifting solutions. These solutions, many of which are customized, combine hydraulics, fabricated structures and electronic controls with engineering and application knowledge, and are typically utilized in major industrial, infrastructure and power generation projects involving heavy lifting, launching and skidding or synchronous lifting applications. Our Heavy Lifting Technology standard product offering includes hydraulic gantries, strand jacks and synchronous lift systems, among other products.

Energy

The Energy segment provides products and services to the global energy markets, where safety, reliability, up-time and productivity are key value drivers. Products include joint integrity tools, connectors for oil & gas and power generation installations and high performance ropes, cables and umbilicals. In addition to these products, the Energy segment also provides customized offshore vessel mooring solutions, joint integrity tools under rental arrangements, technical manpower solutions to the global oil & gas, power generation and energy markets. The products and services of the Energy segment are distributed and marketed under various brand names (principally Hydratight, Cortland and Viking) to OEMs, maintenance and service organizations and energy producers in emerging and developed countries. As previously described, we have taken actions in fiscal 2017 to rationalize this segment, including the signing of a definitive agreement to divest the offshore mooring business (Viking), which is expected to be complete during the first half of fiscal 2018, pending regulatory and governmental approvals.

Our Energy Maintenance & Integrity product line provides joint integrity products including hydraulic torque wrenches, bolt tensioners, portable machining equipment and subsea connectors, which are either sold or rented to asset owners, service providers and end users. These products are used in the maintenance of bolted joints on oil rigs and platforms, wind turbines, refineries and pipelines, petrochemical installations, as well as fossil fuel and nuclear power plants to reduce customer downtime and provide increased safety and reliability. Hydratight also provides manpower services where our highly trained technicians perform bolting, machining, pipeline precommissioning and joint integrity work for customers. Our joint integrity business operates to world class safety standards while delivering products and services through a localized infrastructure of rental and maintenance depots. This business maintains strong relationships with a variety of customers such as Bechtel, Oceaneering International, Shell and Petrobras.

Our Other Energy Solutions product line, which includes our Cortland and Viking businesses, provides customized rope and cable solutions as well as marine mooring solutions. Cortland develops highly-engineered rope, umbilical and cable solutions that maximize performance, safety and efficiency for customers in various markets including oil & gas, heavy marine, medical and aerospace/defense. With its global design and manufacturing capabilities, this business is able to provide customized synthetic ropes, heavy lift slings, rigging and towing systems, electro-optical-mechanical cables and umbilicals to customers including Biosense Webster, Technip, Cook Endoscopy and Altec Industries. These products are utilized in critical applications, often deployed in harsh operating conditions (including subsea oil & gas production, maintenance and exploration) and are required to meet robust safety standards. Additional custom designed products are also sold into a variety of other markets including industrial, utility and renewable energy.

In addition, the Energy segment also provides customers with a comprehensive range of marine mooring equipment and associated services (survey, inspection, design and installation). Our Viking business delivers efficient and safe mooring solutions to customers involved in offshore oil & gas exploration, drilling and well development. These marine products (including chains, anchors, cables and fiber rope), increase customer uptime and ensure safe operations. Viking services customers globally, including British Petroleum, Saipem and Maersk.

Engineered Solutions

The Engineered Solutions segment is a leading global designer and assembler of system critical position and motion control systems and other customized industrial products to various vehicle and other niche markets. The segment focuses on providing technical and highly engineered products, including actuation systems, mechanical power transmission products, engine air flow management systems, human to machine interface ("HMI") solutions and other rugged electronic instrumentation. Products in the Engineered Solutions segment are primarily marketed directly to OEMs through a technical sales organization. Within this segment, engineering capabilities, technical service, price, quality and established customer relationships are key competitive advantages.

Approximately half of the Engineered Solutions segment's revenue comes from the On-Highway product line (Power-Packer and Gits brand), with sales to the heavy duty truck, automotive and specialty vehicle markets. Products include hydraulic cab-tilt and latching systems which are sold to global heavy duty truck OEMs such as Volvo, Scania, Paccar-DAF, FAW and CNHTC, as well as automotive electro-hydraulic convertible top latching and actuation systems. The automotive convertible top actuation systems are utilized on both retractable soft and hard top vehicles manufactured by OEMs such as

Daimler, General Motors, Volkswagen and BMW. Our diesel engine air flow solutions, such as exhaust gas recirculation (“EGR”) systems and air flow actuators, are used by diesel engine and turbocharger manufacturers to reduce emissions, improve fuel efficiency and increase horsepower. Primary end markets include heavy duty truck and equipment serving customers such as Caterpillar, Cummins, MAN, Honeywell and Borg Warner.

The broad range of products, technologies and engineered solutions offered by Weasler Engineering, maximatecc, CrossControl and Elliott Manufacturing comprise the Agriculture, Off-Highway and Other product line within the segment. Products include severe-duty electronic instrumentation (including displays and clusters, machine controls and sensors), HMI solutions and power transmission products (highly engineered power transmission components including drive shafts, torque limiters, gearboxes, torsional dampers and flexible shafts). These products are sold to a variety of niche markets including agricultural, lawn & turf, construction, forestry, industrial, aerospace, material handling and security. Representative customers include John Deere, Caterpillar, AGCO, MacDon, CNH, Stihl and MTD Products.

International Business

Our products and services are generally available globally, with our principal markets outside the United States being Europe and Asia. In fiscal 2017, we derived 44% of our net sales from the United States, 32% from Europe, 14% from Asia, 5% from the Middle East and 5% from other geographic areas. We have operations around the world and our geographic diversity allows us to draw on the skills of a global workforce, provides flexibility to our operations, allows us to drive economies of scale, provides revenue streams that may help offset economic trends that are specific to individual countries and offers us an opportunity to access new markets. In addition, we believe that our future growth depends, in part, on our ability to develop products and sales opportunities that successfully target developing countries. Although international operations are subject to certain risks, we continue to believe that a global presence is key to maintaining strong relationships with many of our global customers. Financial information related to the Company's geographic footprint is included in Note 12, "Income Taxes" and Note 15, "Business Segment, Geographic and Customer Information" in the notes to the consolidated financial statements.

Product Development and Engineering

We conduct research and development activities to develop new products, enhance the functionality, effectiveness, ease of use and reliability of our existing products and expand the applications for our products. We believe that our engineering and research and development efforts have been key drivers of our success in the marketplace. Our advanced design and engineering capabilities contribute to the development of innovative and highly engineered products, maintain our technological leadership in each segment and enhance our ability to provide customers with unique and customized solutions and products. While much research and development activity involves improvements to existing products, our engineering staff engages in research for new products and product enhancements. We anticipate that we will continue to make significant expenditures for research and development as we seek to provide innovative products to maintain and improve our competitive position. Research and development costs are expensed as incurred, and were \$22 million in fiscal 2017, an increase of over 20% from \$18 million in both fiscal 2016 and 2015. We also incur significant costs in connection with fulfilling custom orders and developing unique solutions for distinct customer needs, which are not included in these expense totals.

Through our advanced proprietary processes, with over 325 patents, we create products that satisfy specific customer needs and make tasks easier and more efficient for customers. No individual patent or trademark is believed to be of such importance that its termination would have a material adverse effect on our business.

Competition

The markets for all of our products are highly competitive. We provide a diverse and broad range of industrial products and systems to numerous global end markets, many of which are highly fragmented. Although we face larger competitors in several served markets, much of our competition is comprised of smaller companies that often lack the global footprint or financial resources to serve global customers. We compete for business principally on the basis of customer service, product quality and availability, engineering, research and development expertise and price. In addition, we believe that our competitive cost structure, strategic global sourcing capabilities and global distribution support our competitive position.

Manufacturing and Operations

While we do have extensive manufacturing capabilities including machining, stamping, injection molding and fabrication, our manufacturing consists primarily of light assembly of components we source from a network of global suppliers. We have implemented single piece flow processes in most of our manufacturing plants, which reduces inventory levels, lowers “re-work” costs and shortens lead times to customers. Components are built to our highly engineered specifications by a variety of suppliers, including those in low cost countries such as China, Turkey, India and Mexico. We have

built strong relationships with our key suppliers and, while we single source certain of our components, in most cases there are several qualified alternative sources.

Raw Material Costs and Inflation

We source a wide variety of materials and components from a network of global suppliers. These items are typically available from numerous suppliers. Raw materials that go into the components we source, such as steel and plastic resin, are subject to price fluctuations, which could have an impact on our results. We strive to offset any cost inflation with price increases to customers and by driving operational efficiencies and cost reductions.

While no meaningful measures of inflation specific to our products are available because we have significant operations in countries with diverse rates of inflation and currency rate movements, we believe that the overall rate of inflation in recent years has been relatively low and has not had a significant effect on our results of operations, after factoring in offsetting price increases and other manufacturing efficiencies and cost reductions.

Order Backlogs and Seasonality

Our Industrial and Energy segments have relatively short order-to-ship cycles, while our OEM-oriented Engineered Solutions segment has a longer cycle, and therefore typically has a larger backlog. We had order backlogs of \$195 million and \$149 million at August 31, 2017 and 2016, respectively. Substantially all orders are expected to be filled within twelve months. While we typically experience a stronger second half of our fiscal year, our consolidated sales are not subject to significant seasonal fluctuations.

Sales Percentages by Fiscal Quarter

	<u>2017</u>	<u>2016</u>
Quarter 1 (September - November)	24%	26%
Quarter 2 (December - February)	24%	23%
Quarter 3 (March - May)	27%	27%
Quarter 4 (June - August)	25%	24%
	<u>100%</u>	<u>100%</u>

Employees

At August 31, 2017, we employed 5,400 individuals. Our employees are not subject to collective bargaining agreements, with the exception of 300 U.S. production employees, as well as certain international employees covered by government mandated collective labor agreements. We believe we have a good working relationship with our employees globally.

Environmental Matters

Our operations, like those of most industrial businesses, are subject to federal, state, local and foreign laws and regulations relating to the protection of the environment, including those regulating discharges of hazardous materials into the air and water, the storage and disposal of such hazardous materials and the clean-up of soil and groundwater contamination. We believe that we are in material compliance with applicable environmental regulations. Compliance with these laws has and will require expenditures on an ongoing basis. However, environmental expenditures over the last three years have not been material. Soil and groundwater contamination has been identified at certain facilities that we operate or formerly owned or operated. We are also a party to certain state and local environmental matters, have provided environmental indemnifications for certain divested businesses and retain responsibility for certain potential environmental liabilities. For further information, see Note 16, "Commitments and Contingencies" in the notes to consolidated financial statements.

Executive Officers of the Registrant

The names, ages and positions of all of the executive officers of the Company as of October 26, 2017 are listed below.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Randal W. Baker	54	President and Chief Executive Officer
Rick T. Dillon	46	Executive Vice President and Chief Financial Officer
Roger A. Roundhouse	52	Executive Vice President—Engineered Solutions Segment
Andre L. Williams	58	Executive Vice President—Global Human Resources

Randal W. Baker, President, Chief Executive Officer. Mr. Baker was appointed President and Chief Executive Officer of the Company in March 2016. On an interim basis, Mr. Baker is leading the Energy and Industrial segments as the Company conducts a comprehensive search for a permanent Executive Vice President—Energy and Industrial Segments, replacing prior executive leadership. Prior to joining the Company, Mr. Baker held multiple roles during a six year tenure at Joy Global, including most recently as Chief Operating Officer. Prior to Joy Global, Mr. Baker was an executive with Case New Holland Inc., holding a variety of roles including President and CEO of its agricultural equipment business. Mr. Baker also held diverse leadership roles in marketing, sales, product development and engineering at Komatsu America Corporation, Ingersoll-Rand and Sandvik Corporation.

Rick T. Dillon, Executive Vice President and Chief Financial Officer, joined the Company in December 2016. Prior to joining the Company, Mr. Dillon served as Executive Vice President and Chief Financial Officer of Century Aluminum Co. Prior to that, Mr. Dillon served as Vice President-Finance Global Surface Mining Group and Vice President-Controller and Chief Accounting Officer of Joy Global Inc. from 2009 to 2014. Prior to Joy Global, Mr. Dillon served as Vice President-Business Planning and Analysis and Vice President-Controller and Chief Accounting Officer at Newell Brands, and Vice President-Controller and Chief Accounting Officer at Briggs & Stratton Corporation.

Roger A. Roundhouse, Executive Vice President—Engineered Solutions Segment. Mr. Roundhouse joined the Company in 2014, from General Cable, where he most recently held the position of Senior Vice President and General Manager Utility Products. Mr. Roundhouse brings extensive automotive, industrial and OEM knowledge, as well as over 20 years of experience with mergers & acquisitions and global operations.

Andre L. Williams, Executive Vice President—Global Human Resources. Mr. Williams joined the Company in January 2017 as Vice President Human Resources Industrial & Engineered Solutions Segments and was promoted to Executive Vice President—Global Human Resources in September 2017. Prior to joining the Company, Mr. Williams was the Vice President Human Resources for Global Sales & Marketing and Control Products & Solutions at Rockwell Automation. Prior to Rockwell Automation, Mr. Williams held Human Resource roles of increasing responsibility at Joy Global, Accenture, Best Buy, Beloit Corporation, Morton International and South African Breweries.

Item 1A. Risk Factors

The risks and uncertainties described below are those that we have identified as material, but are not the only risks and uncertainties facing us. If any of the events contemplated by the following risks actually occurs, then our business, financial condition, or results of operations could be materially adversely affected. Additional risks and uncertainties not currently known to us or that we currently believe are immaterial also may adversely impact our business.

Deterioration of or instability in the global economy and overall challenging end market conditions could impact our ability to grow the business and adversely impact our financial condition, results of operations and cash flows.

Our businesses and operating results have been, and will continue to be, affected by worldwide economic conditions. The level of demand for our products depends, in part, on the general economic conditions that exist in our served end markets. A substantial portion of our revenues are derived from customers in cyclical industries (vehicles, industrial, oil & gas, agriculture and mining) that typically are adversely affected by downward economic cycles. As global economic uncertainty continues, our customers may experience deterioration of their businesses, which may delay or lengthen sales cycles. While we have begun to see indications of improvement within the broad industrial landscape, we have experienced challenging and inconsistent demand in oil & gas, mining, infrastructure, commercial and off-highway vehicles and agriculture markets. As a result of these and other factors, we continue to implement various restructuring initiatives aimed at reducing our cost structure and improving operational performance. We expect to incur restructuring costs in the near term, including facility consolidations, workforce reductions and structural realignment in order to reduce costs in our business. Although we expect that the related cost savings and realization of efficiencies will offset the restructuring related costs over time, we may not achieve the desired net benefits (see Note 3, "Restructuring Charges" and "Business Update" within Item 7 for further discussion of our restructuring activities and future anticipated cost savings).

Our business is dependent upon the level of activity in the energy sector, particularly the oil and gas industry. The level of activity in the energy sector is influenced by supply and demand, country-specific energy policies, regional reliance on fossil fuels and the availability, affordability and market support of alternative energy sources.

Energy markets historically have experienced significant volatility. We primarily serve these markets through our Energy and Industrial segments. Energy sector activity can fluctuate significantly in a short period of time, particularly in the United States, North Sea, the Middle East, Brazil and Australia, amongst other regions. Demand for our products and services depends on a number of factors, including the number of offshore oil & gas wells being drilled, the maintenance and condition of industry assets, the volume of exploration and production activities and the capital expenditures of asset owners and

maintenance companies. The willingness of asset owners and operators to make capital expenditures to produce and explore for sources of energy and to conduct maintenance activities will continue to be influenced by numerous factors over which we have no control, including:

- the current and anticipated future prices for energy sources, including oil and natural gas, solar, wind and nuclear;
- level of excess production capacity;
- cost of exploring for and producing energy sources;
- worldwide economic activity and associated demand for energy sources;
- availability and access to potential hydrocarbon resources;
- national government political requirements;
- development of alternate energy sources;
- environmental regulations; and
- evolving customer behaviors related to project scope, scale and timing.

Our growth strategy includes strategic acquisitions. We may not be able to consummate future acquisitions or successfully integrate them.

A significant portion of our growth has come from strategic acquisitions of businesses. We plan to continue making acquisitions to enhance our global market position and broaden our product offerings. Our ability to successfully execute acquisitions will be impacted by a number of factors, including the availability of financing on terms acceptable to us, our ability to identify acquisition candidates that meet our valuation parameters and increased competition for acquisitions. The process of integrating acquired businesses into our existing operations may result in unforeseen operating difficulties and may require additional financial resources and attention from management that would otherwise be available for the ongoing development or expansion of our existing operations. Although we expect to successfully integrate any acquired businesses, we may not achieve the desired net benefit in the time-frame planned. Failure to effectively execute our acquisition strategy or successfully integrate the acquired businesses could have an adverse effect on our financial condition, results of operations, cash flows and liquidity.

We may not be able to realize the anticipated benefits from acquired companies.

We may not be able to realize the anticipated benefits from acquired companies. Achieving those benefits depends on the timely, efficient and successful execution of a number of post-acquisition events, including integrating the acquired business into the Company. Factors that could affect our ability to achieve these benefits include:

- difficulties in integrating and managing personnel, financial reporting and other systems used by the acquired businesses;
- the failure of acquired businesses to perform in accordance with our expectations;
- failure to achieve anticipated synergies between our business units and the business units of acquired businesses;
- the loss of customers of acquired businesses; or
- the loss of key managers of acquired businesses.

If acquired businesses do not operate as we anticipate, it could materially impact our business, financial condition and results of operations. In addition, acquired businesses may operate in niche markets in which we have little or no experience. In such instances, we will be highly dependent on existing managers and employees to manage those businesses, and the loss of any key managers or employees of the acquired business could have a material adverse effect on our financial condition, results of operations, cash flows and liquidity.

The indemnification provisions of acquisition agreements by which we have acquired companies may not fully protect us and may result in unexpected liabilities.

Certain of the acquisition agreements from past and current acquisitions require the former owners to indemnify us against certain liabilities related to the operation of each of their companies before we acquired it. In most of these agreements, however, the liability of the former owners is limited in amount and duration and certain former owners may not be able to meet their indemnification responsibilities. These indemnification provisions may not fully protect us, and as a result we may face unexpected liabilities that adversely affect our profitability and financial position.

Our goodwill and other intangible assets represent a substantial amount of our total assets.

Our total assets reflect substantial intangible assets, primarily goodwill. At August 31, 2017, goodwill and other intangible assets totaled \$751 million, or 49% of our total assets. The goodwill results from acquisitions, representing the excess of cost over the fair value of the net tangible and other identifiable intangible assets we have acquired. We assess annually whether there has been impairment in the value of our goodwill or indefinite-lived intangible assets. If future operating performance at one or more of our reporting units were to fall below current levels, we could be required to recognize a non-cash charge to operating earnings to impair the related goodwill or other intangible assets. We recognized \$187 million and \$84 million in non-cash impairment charges in fiscal 2016 and 2015, respectively, related to the goodwill, intangible assets and long-lived assets of several of our businesses (see Note 6, "Goodwill, Intangible Assets and Long-Lived Assets" and "Critical Accounting Policies" for further discussion on goodwill, intangible asset and long-lived asset impairments). Any future goodwill or intangible asset impairments could negatively affect our financial condition and results of operations.

Divestitures and discontinued operations could negatively impact our business, and retained liabilities from businesses that we sell could adversely affect our financial results.

As part of our portfolio management process, we review our operations for businesses which may no longer be aligned with our strategic initiatives and long-term objectives. Over the past three years, we divested a product line and have signed a definite agreement to sell our Viking business. Divestitures pose risks and challenges that could negatively impact our business, including required separation or carve-out activities and costs, disputes with buyers or potential impairment charges. We may also dispose of a business at a price or on terms that are less than we had previously anticipated. During fiscal 2017, we recognized \$117 million in impairment and other divestiture charges related to the announced definite agreement to sell our Viking business, which is expected to close in the first half of fiscal 2018, pending regulatory and governmental approvals (see Note 5, "Divestiture Activities" for further discussion on divestiture activities and related charges). After reaching an agreement with a buyer for the disposition of a business, we are also subject to satisfaction of pre-closing conditions, as well as necessary regulatory and governmental approvals on acceptable terms, which may prevent us from completing a transaction. Dispositions may also involve continued financial involvement, as we may be required to retain responsibility for, or agree to indemnify buyers against contingent liabilities related to a businesses sold, such as lawsuits, tax liabilities, lease payments, product liability claims or environmental matters. Under these types of arrangements, performance by the divested businesses or other conditions outside of our control could affect future financial results.

If we fail to develop new products or customers do not accept our new products, our business could be adversely affected.

Our ability to develop innovative new products can affect our competitive position and often requires the investment of significant resources. Difficulties or delays in research, development, production or commercialization of new products or failure to gain market acceptance of new products and technologies may reduce future sales and adversely affect our competitive position. Operational excellence processes including effective product sourcing, lean manufacturing, acquisition integration and leadership development, along with other continuous improvement activities, are utilized to improve our businesses. There can be no assurance that we will have sufficient resources to make such investments, that we will be able to make the technological advances necessary to maintain competitive advantages or that we can recover major research and development expenses. If we fail to make innovations, if we launch products with quality problems, or if the market does not accept our new products, then our financial condition, results of operations, cash flows and liquidity could be adversely affected.

Our indebtedness could harm our operating flexibility and competitive position.

We have incurred, and may in the future incur, significant indebtedness in connection with acquisitions and share repurchases. We have, and will continue to have, a substantial amount of debt which requires interest and principal payments. Our level of debt and the limitations imposed on us by our debt agreements could adversely affect our operating flexibility and put us at a competitive disadvantage.

Our ability to make scheduled principal and interest payments, refinance our indebtedness and satisfy our other debt and lease obligations will depend upon our future operating performance and credit market conditions, which could be adversely affected by factors beyond our control. In addition, there can be no assurance that future borrowings or equity financings will be available to us on favorable terms, or at all, for the payment or refinancing of our indebtedness. If we are unable to service our indebtedness, our business, financial condition and results of operations will be adversely affected.

Our failure to comply with the financial and other covenants in our debt agreements would adversely affect us.

Our senior credit agreement and our other debt agreement contain financial and other restrictive covenants. These covenants could adversely affect us by limiting our financial and operating flexibility as well as our ability to plan for and react to market conditions and to meet our capital needs. Our failure to comply with these covenants could result in events of default which, if not cured or waived, could result in us being required to repay indebtedness before its due date and we may not have the financial resources or be able to arrange alternative financing to do so. Borrowings under our senior credit facility are secured by most domestic personal property assets and are guaranteed by most of our domestic subsidiaries and by a pledge of the stock of most of our domestic and certain foreign subsidiaries. If borrowings under our senior credit facility were declared or became due and payable immediately as the result of an event of default and we were unable to repay or refinance those borrowings, the lenders could foreclose on the pledged assets and stock. Any event that requires us to repay any of our debt before it is due could require us to borrow additional amounts at unfavorable borrowing terms, cause a significant reduction in our liquidity and impair our ability to pay amounts due on our indebtedness. Moreover, if we are required to repay any of our debt before it becomes due, we may be unable to borrow additional amounts or otherwise obtain the cash necessary to repay that debt, when due, which could seriously harm our business.

Our businesses operate in highly competitive markets, so we may be forced to cut prices or incur additional costs.

Our businesses generally face substantial competition, domestically and internationally, in each of their respective markets. We may lose market share in certain businesses or be forced to reduce prices or incur increased costs to maintain existing business. We compete globally on the basis of product design, quality, availability, performance, customer service and price. The entry of a large company into one of our markets, or its acquisition of an existing competitor, could adversely impact our competitiveness due to greater financial or other resources. Present or future competitors may have greater financial, technical or other resources which could put us at a competitive disadvantage. In addition, some of our competitors may be willing to reduce prices and accept lower margins in order to compete with us.

Our international operations pose currency and other risks.

We continue to focus on penetrating global markets as part of our overall growth strategy and expect sales from and into foreign markets to continue to represent a significant portion of our revenue. Approximately 56% of our sales in fiscal 2017 were outside the United States. In addition, many of our manufacturing operations and suppliers are located outside the United States. Our international operations present special risks, primarily from currency exchange rate fluctuations, exposure to local economic and political conditions, export and import restrictions, controls on repatriation of cash and exposure to local political conditions. In particular, changes in foreign currency exchange rates will continue to add volatility as over one-half of our sales are generated outside of the United States in currencies other than the U.S. dollar. In addition, there have been several proposals to reform international taxation rules in the United States. We earn a substantial portion of our income from international operations and therefore changes to United States international tax rules may have a material adverse effect on future results of operations or liquidity. To the extent that we expand our international presence, these risks may increase.

Geopolitical unrest and terrorist activities may cause the economic conditions in the U.S. or abroad to deteriorate, which could harm our business.

Terrorist attacks against targets in the U.S. or abroad, rumors or threats of war, other geopolitical activity or trade disruptions may impact our operations or cause general economic conditions in the U.S. and abroad to deteriorate. A prolonged economic slowdown or recession in the U.S. or in other areas of the world could reduce the demand for our products and, therefore, negatively affect our future sales. Any of these events could have a significant impact on our business, financial condition or results of operations.

The assembly nature of our operations means that we purchase a significant amount of components from suppliers for the manufacture, assembly and sale of our products and our reliance on suppliers involves certain risks.

We rely on suppliers to secure component products and finished goods required for the manufacture and assembly of our products. A disruption in deliveries to or from suppliers or decreased availability of components or commodities could have an adverse effect on our ability to meet our commitments to customers or increase our operating costs. Further, poor supplier quality or an insecure supply chain could adversely affect the reliability, performance and reputation of our products. Additionally, if demand for our products is less than we expect, we may experience excess inventories and be forced to incur additional charges and our profitability may suffer. Our business, competitive position, results of operations or financial condition could be negatively impacted if supply is insufficient for our operations, if we experience excess inventories or if we are unable to adjust our production schedules or our purchases from suppliers to reflect changes in customer demand and market fluctuations on a timely basis.

A material disruption at a significant manufacturing facility could adversely affect our ability to generate sales and meet customer demand.

Our financial performance could be adversely affected as a result of our inability to meet customer demand for our products in the event of a material disruption at one of our significant manufacturing facilities. Equipment failures, natural disasters, power outages, fires, explosions, terrorism, adverse weather conditions, labor disputes or other influences could create a material disruption situation. Interruptions to production could increase our cost of sales, harm our reputation and adversely affect our ability to attract or retain our customers. Our business continuity plans may not be sufficient to address disruptions attributable to all magnitudes of natural disaster risks at our geographically disparate facilities. Any interruption in production capability could require us to make substantial capital expenditures to remedy the situation, which could adversely affect our financial condition and results of operations.

Large or rapid increases in the costs of commodities and raw materials or substantial decreases in their availability could adversely affect our operations.

The primary raw materials that are used in our products include steel, plastic resin, brass, steel wire and rubber. Most of our suppliers are not currently parties to long-term contracts with us. Consequently, we are vulnerable to fluctuations in prices of such raw materials. Factors such as supply and demand, freight costs and transportation availability, inventory levels, the level of imports and general economic conditions may affect the prices of raw materials that we need. If we experience a significant increase in raw material prices, or if we are unable to pass along increases in raw material prices to our customers, our results of operations could be adversely affected. In addition, an increasing portion of our products are sourced from low cost regions. Changes in export laws, taxes and disruptions in transportation routes could adversely impact our results of operations.

Regulatory and legal developments including changes to United States taxation rules, health care reform, conflict mineral supply chain compliance, governmental climate change initiatives and failure to comply with anti-corruption laws could negatively affect our financial performance.

Our operations and the markets in which we compete are subject to numerous federal, state, local and foreign governmental laws and regulations. Existing laws and regulations may be revised or reinterpreted and new laws and regulations, including with respect to taxation, health care reform, conflict minerals compliance and governmental climate change initiatives, may be adopted or become applicable to us or our customers. These regulations are complex, change frequently and have become more stringent over time. We cannot predict the form any such new laws or regulations will take or the impact any of these laws and regulations will have on our business or operations. Any significant change in any of these regulations could reduce demand for our products or increase our cost of producing these products.

Due to our global operations, we are subject to many laws governing international relations, including those that prohibit improper payments to government officials and commercial customers, and restrict where we can do business, what information or products we can supply to certain countries and what information we can provide to a non-U.S. government, including but not limited to the Foreign Corrupt Practices Act, UK Bribery Act and the U.S. Export Administration Act. Violations of these laws, which are complex, may result in criminal penalties or sanctions that could have a material adverse effect on our business reputation, financial condition and results of operations.

Environmental laws and regulations may result in additional costs.

We are subject to federal, state, local and foreign laws and regulations governing public and worker health and safety. Violations of these laws could cause us to incur unanticipated liabilities that could harm our operating results. Pursuant to such laws, governmental authorities have required us to contribute to the cost of investigating or remediating certain matters at current or previously owned and operated sites. In addition, we provided environmental indemnities in connection with the sale of certain businesses and product lines. Liability as an owner or operator, or as an arranger for the treatment or disposal of hazardous substances, can be joint and several and can be imposed without regard to fault. There is a risk that costs relating to these matters could be greater than what we currently expect or exceed our insurance coverage, or that additional remediation and compliance obligations could arise which require us to make material expenditures. In particular, more stringent environmental laws, unanticipated remediation requirements or the discovery of previously unknown conditions could materially harm our financial condition and operating results. We are also required to comply with various environmental laws and maintain permits, some of which are subject to discretionary renewal from time to time, for many of our businesses, and our business operations could be restricted if we are unable to renew existing permits or to obtain any additional permits that we may require.

Any loss of key personnel and the inability to attract and retain qualified employees could have a material adverse impact on our operations.

We are dependent on the continued services of key executives such as our Chief Executive Officer, Chief Financial Officer and other executives in charge of our segments. We currently do not have employment agreements with most of these or other officers. The departure of key personnel without timely replacement could severely disrupt our business operations. As recently announced, we have experienced planned and unplanned turnover within our executive team. If we experience significant delays in replacing these positions, we may find our operations to be adversely affected. Competition for highly trained personnel is intense and our competitors and others can be expected to attempt to hire our skilled employees from time to time. Additionally, we need qualified managers and skilled employees with technical and manufacturing industry experience to operate our businesses successfully. From time to time there may be shortages of skilled labor which may make it more difficult and expensive for us to attract and retain qualified employees. If we are unable to attract and retain qualified individuals or our costs to do so increase significantly, our operations would be materially adversely affected.

Our operations are highly dependent on information technology infrastructure and failures or security breaches of our networks could significantly affect our business.

We depend heavily on our information technology (IT) systems and infrastructure in order to achieve our business objectives. Government agencies and security experts have warned about growing risks from third parties such as: hackers, cyber-criminals, malicious insiders and other actors targeting confidential information and all types of IT systems. These third parties may engage in fraudulent activities, theft of confidential or proprietary information and sabotage. If we experience any of these third party activities, the resulting disruptions could impede our ability to record or process orders, manufacture and ship in a timely manner or otherwise carry on our business in the ordinary course. Our information systems could also be penetrated by outside parties intent on extracting information, corrupting information or disrupting business processes. Such unauthorized access could disrupt our business and could result in the loss of assets. Any such events could cause us to lose customers or revenue and could require us to incur significant expense to eliminate these problems and address related security concerns. While we attempt to mitigate these risks through controls, due diligence, training, surveillance and other measures, we remain vulnerable to information security threats.

We are subject to litigation, including product liability and warranty claims that may adversely affect our financial condition and results of operations.

We are, from time to time, a party to litigation that arises in the normal course of our business operations, including product warranty and liability claims, contract disputes and environmental, asbestos, employment and other litigation matters. We face an inherent business risk of exposure to product liability and warranty claims in the event that the use of our products is alleged to have resulted in injury or other damage. While we currently maintain general liability and product liability insurance coverage in amounts that we believe are adequate, we may not be able to maintain this insurance on acceptable terms and the insurance may not provide sufficient coverage against potential liabilities that may arise. Any claims brought against us, with or without merit, may have an adverse effect on our business and results of operations as a result of potential adverse outcomes, the expenses associated with defending such claims, the diversion of our management's resources and time and the potential adverse effect to our business reputation.

If our intellectual property protection is inadequate, others may be able to use our technologies and tradenames and thereby reduce our ability to compete, which could have a material adverse effect on us, our financial condition and results of operations.

We regard much of the technology underlying our services and products and the trademarks under which we market our products as proprietary. The steps we take to protect our proprietary technology may be inadequate to prevent misappropriation, or third parties may independently develop similar technology. We rely on a combination of patent, trademark, copyright and trade secret laws, employee and third-party non-disclosure agreements and other contracts to establish and protect our technology and other intellectual property rights. These agreements may be breached or terminated, and we may not have adequate remedies for any breach, and existing trade secrets, patent and copyright law may afford us limited protection. Policing unauthorized use of our intellectual property is difficult. A third party could copy or otherwise obtain and use our products or technology without authorization. Litigation may be necessary for us to defend against claims of infringement or to protect our intellectual property rights and could result in substantial cost to us and diversion of our efforts. Further, we might not prevail in such litigation which could harm our business.

We or our products could infringe on the intellectual property of others, which may cause us to engage in costly litigation and, if we are not successful, could cause us to pay substantial damages and prohibit us from selling our products.

Third parties may assert infringement or other intellectual property claims against us based on their patents or other intellectual property claims, and we may have to pay substantial damages, possibly including treble damages, if it is ultimately determined that our products infringe the intellectual property of others. We may have to obtain a license to sell our products if it is determined that our products infringe upon another party's intellectual property. We might be prohibited from selling our products before we obtain a license, which, if available at all, may require us to pay substantial royalties. Even if infringement claims against us are without merit, defending these types of lawsuits takes significant time, may be expensive and may divert management attention from other business concerns.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of August 31, 2017, we operated the following facilities (square footage in thousands):

	Number of Locations			Square Footage		
	Manufacturing	Distribution / Sales / Admin	Total	Owned	Leased	Total
Industrial	10	8	18	219	580	799
Energy	8	28	36	81	840	921
Engineered Solutions	11	4	15	751	740	1,491
Corporate and other	1	4	5	353	164	517
	30	44	74	1,404	2,324	3,728

We consider our facilities suitable and adequate for the purposes for which they are used and do not anticipate difficulty in renewing existing leases as they expire or in finding alternative facilities. Our largest facilities are located in the United States, the United Kingdom, the Netherlands, Mexico, Turkey and China. We also maintain a presence in Australia, Azerbaijan, Brazil, Finland, France, Germany, Hungary, India, Indonesia, Italy, Japan, Kazakhstan, Norway, Singapore, South Africa, South Korea, Spain, Sweden and the United Arab Emirates. See Note 10, "Leases" in the notes to the consolidated financial statements for information regarding our lease commitments.

Item 3. Legal Proceedings

We are a party to various legal proceedings that have arisen in the normal course of business. These legal proceedings typically include product liability, environmental, labor, patent claims and other disputes.

We have recorded reserves for estimated losses based on the specific circumstances of each case. Such reserves are recorded when it is probable that a loss has been incurred as of the balance sheet date and the amount of the loss can be reasonably estimated. In our opinion, the resolution of these contingencies is not likely to have a material adverse effect on our financial condition, results of operations or cash flows. For further information refer to Note 16, "Commitments and Contingencies" in the notes to consolidated financial statements.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

The Company's Class A common stock is traded on the New York Stock Exchange under the symbol ATU. At September 30, 2017, there were 1,290 shareholders of record of Actuant Corporation Class A common stock. The high and low closing prices of the common stock were as follows for the previous two fiscal years:

<u>Fiscal Year</u>	<u>Period</u>	<u>High</u>	<u>Low</u>
2017	June 1, 2017 to August 31, 2017	\$ 27.40	\$ 22.25
	March 1, 2017 to May 31, 2017	28.90	24.55
	December 1, 2016 to February 28, 2017	29.30	21.60
	September 1, 2016 to November 30, 2016	24.19	21.68
2016	June 1, 2016 to August 31, 2016	\$ 27.26	\$ 21.70
	March 1, 2016 to May 31, 2016	27.29	22.98
	December 1, 2015 to February 29, 2016	24.80	21.12
	September 1, 2015 to November 30, 2015	25.10	17.57

Dividends

In fiscal 2017, the Company declared a dividend of \$0.04 per common share payable on October 16, 2017 to shareholders of record on September 29, 2017. In fiscal 2016, the Company declared a dividend of \$0.04 per common share payable on October 14, 2016 to shareholders of record on September 30, 2016.

Share Repurchases

The Company's Board of Directors has authorized the repurchase of shares of the Company's common stock under publicly announced share repurchase programs. Since the inception of the initial share repurchase program in fiscal 2012, the Company has repurchased 20,439,434 shares of common stock for \$618 million. There were no share repurchases during the fiscal year ended August 31, 2017.

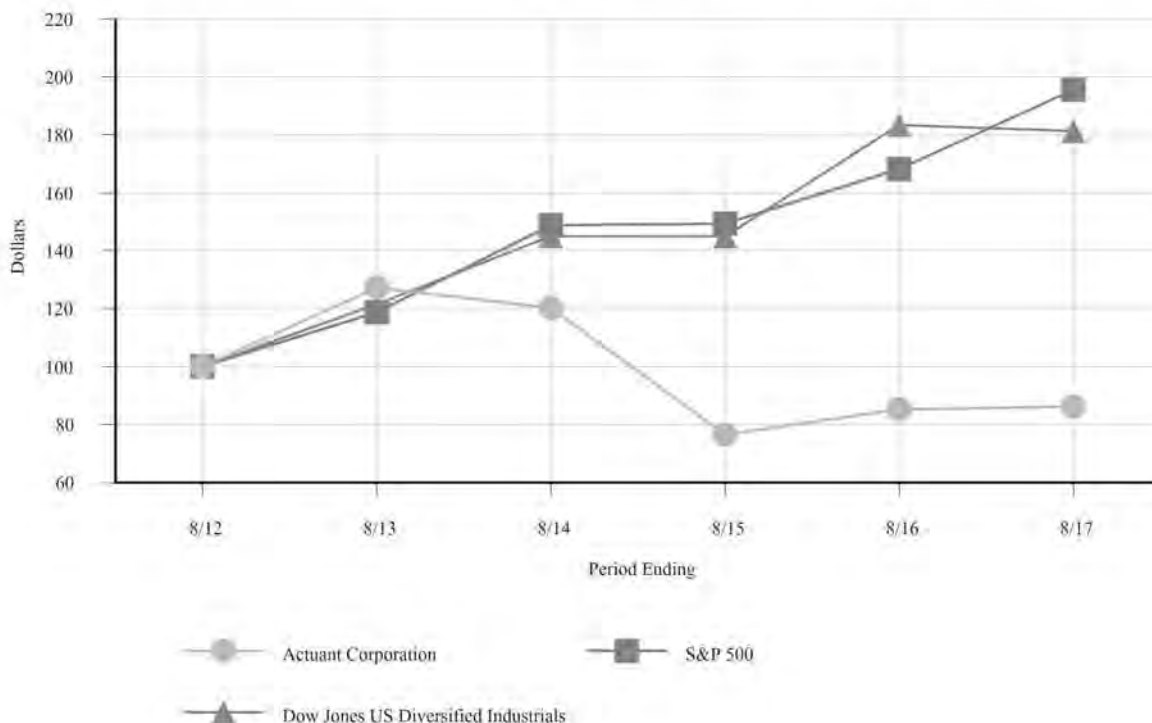
Securities Authorized for Issuance under Equity Compensation Plans

The information required by Item 201(d) of Regulation S-K is provided under Item 12, *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*, which is incorporated herein by reference.

Performance Graph:

The graph below compares the cumulative 5-year total return of Actuant Corporation’s common stock with the cumulative total returns of the S&P 500 index and the Dow Jones US Diversified Industrials index. The graph tracks the performance of a \$100 investment in our common stock and in each of the indexes (assuming the reinvestment of all dividends) from August 31, 2012 to August 31, 2017.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN
Among Actuant Corporation, the S&P 500 Index, and the Dow Jones US Diversified Industrials Index**



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	8/12	8/13	8/14	8/15	8/16	8/17
Actuant Corporation	\$ 100.00	\$ 127.20	\$ 120.23	\$ 76.52	\$ 85.24	\$ 86.18
S&P 500	100.00	118.70	148.67	149.38	168.13	195.43
Dow Jones US Diversified Industrials	100.00	121.52	145.06	144.89	183.36	181.27

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

Item 6. Selected Financial Data

The following selected historical financial data have been derived from the consolidated financial statements of the Company. The data should be read in conjunction with these financial statements and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

	Year Ended August 31,				
	2017	2016	2015	2014	2013
	(in millions, except per share data)				
Statement of Earnings Data⁽¹⁾⁽²⁾:					
Net sales	\$ 1,096	\$ 1,149	\$ 1,249	\$ 1,400	\$ 1,280
Gross profit	380	403	462	547	507
Selling, administrative and engineering expenses	278	274	300	332	294
Amortization of intangible assets	20	23	24	25	23
Director & officer transition charges	8	—	—	—	—
Restructuring charges	7	15	—	—	—
Gain (loss) on product line divestiture	—	5	—	(13)	—
Impairment & other divestiture charges	117	187	84	—	—
Operating (loss) profit	(50)	(100)	54	203	190
(Loss) earnings from continuing operations	(66)	(105)	20	141	148
Diluted (loss) earnings per share from continuing operations	\$ (1.11)	\$ (1.78)	\$ 0.32	\$ 1.95	\$ 1.98
Cash dividends per share declared	\$ 0.04	\$ 0.04	\$ 0.04	\$ 0.04	\$ 0.04
Diluted weighted average common shares	59,436	59,010	62,055	72,486	74,580
Balance Sheet Data (at end of period)⁽²⁾:					
Cash	\$ 230	\$ 180	\$ 169	\$ 109	\$ 104
Assets	1,517	1,439	1,637	1,857	2,119
Debt	562	580	588	390	515
Net debt (debt less cash)	332	400	419	281	411

- (1) Results are from continuing operations and exclude the financial results of previously divested businesses reported as discontinued operations (former Electrical segment) in fiscals 2014 and 2013.
- (2) We have completed various acquisitions that impact the comparability of the selected financial data. The results of operations for these acquisitions are included in our financial results for all periods subsequent to their acquisition date. The following table summarizes the significant acquisitions that were completed during the last five fiscal years (amounts in millions):

Acquisition	Segment	Date Completed	Sales ^(a)	Purchase Price
Pipeline and Process Services ^(b)	Energy	March 2016	\$ 32	\$ 66
Larzep, S.A.	Industrial	February 2016	8	16
Hayes Industries, Ltd.	Industrial	May 2014	25	31
Viking SeaTech	Energy	August 2013	90	235

(a) Represents approximate annual sales at the time of the acquisition.

(b) Acquired the Middle East, Caspian and North Africa operations of Four Quest Energy Inc.

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

Background

As discussed in Item 1, "Business," we are a global diversified company that designs, manufactures and distributes a broad range of industrial products and systems and are organized into three reportable segments, Industrial, Energy and Engineered Solutions. The Industrial segment is primarily engaged in the design, manufacture and distribution of branded hydraulic and mechanical tools to the maintenance, industrial, infrastructure and production automation markets. The Energy segment provides joint integrity products and services, customized offshore vessel mooring solutions, as well as rope and cable solutions to the global oil & gas, power generation and energy markets. The Engineered Solutions segment provides highly engineered position and motion control systems to OEMs in various on and off-highway vehicle markets, as well as a variety of other products to the industrial and agriculture markets. Financial information related to the Company's segments is included in Note 15, "Business Segment, Geographic and Customer Information" in the notes to the consolidated financial statements.

Business Update

Our businesses provide an array of products and services across multiple markets and geographies which results in significant diversification. Beginning with the second half of fiscal 2017, we experienced improvements within the broad industrial landscape, mining, infrastructure, commercial and off-highway vehicle and agriculture markets, most notably within the Industrial and Engineered Solutions segments. We expect continued growth in these markets in fiscal 2018. However, reduced capital and maintenance spending in the oil & gas markets in the form of project cancellations, deferrals and scope reductions are expected to be a continuing headwind throughout much of fiscal 2018. As a result, we expect consolidated fiscal 2018 core sales (sales growth excluding the impact of acquisitions, divestitures and changes in foreign currency exchange rates) to be flat to 2% growth, compared to a 4% core decline in fiscal 2017.

Our Industrial segment is focused on accelerating global sales growth through geographic expansion, continuing emphasis on sales and marketing efforts, new product introductions and regional growth via second tier brands. We expect Industrial segment year-over-year core sales growth in the mid single digit range for the full year, with lower growth in the second half of fiscal 2018 due to more difficult comparables. Our Energy segment is expected to see continuing tough economic conditions in oil & gas markets. As a result, we anticipate a single digit core sales decline in fiscal 2018. The Energy segment remains focused on redirecting sales, marketing and engineering resources to non-oil & gas vertical markets and providing new and existing customers with critical products, services and solutions in a dynamic energy environment. Further, the Energy segment is executing a multi-phase restructuring initiative to manage structural costs to balance with current sales volumes. As part of our Energy segment portfolio management, during the fourth quarter of fiscal 2017, we reached an agreement to sell our Viking business. The divestiture will allow the Company to exit the offshore mooring business and significantly limit our exposure to the upstream, offshore oil & gas market. Additional portfolio management activities within the Energy segment are possible. The Engineered Solutions segment remains focused on executing lean manufacturing initiatives and realizing the benefits of cost reduction actions while improving sales (expansion of served markets and additional content with existing OEMs). We experienced improving customer production rates in our Engineered Solutions segment in fiscal 2017 across the majority of served markets including commercial and off-highway vehicles, agriculture and industrial. We are expecting flat to 3% core sales growth in fiscal 2018 on stronger end user demand in the first half of the fiscal 2018, moderating in the second half of the year due primarily to anticipated reductions in on-road truck builds.

Across the Company, we are continuing the cost reduction programs initiated at the beginning of fiscal 2016. During fiscal 2016 and 2017, we incurred \$15 and \$7 million of restructuring costs, respectively. These restructuring costs related to facility consolidation, headcount reductions and operational improvement. Due to continuing challenging market conditions and operating results within our Energy segment, we are examining our cost structure, restructuring initiatives and service strategy to align our business with current market expectations and maximize available opportunities in the interim, including our segment consolidation and alignment. As such, the Company anticipates restructuring initiatives and related pre-tax charges continuing into fiscal 2018, including approximately \$10 million to \$14 million of additional restructuring charges during that time.

Pre-tax cost savings realized from executing these restructuring initiatives totaled approximately \$16 million in fiscal 2016 and fiscal 2017 combined. Realized cost savings were comprised of \$4 million within the Industrial segment, \$6 million within the Energy segment, \$5 million within the Engineered Solutions segment and \$1 million within Corporate. The Company anticipates realizing an incremental \$8 million to \$11 million in pre-tax cost savings in fiscal 2018 for all restructuring initiatives implemented in fiscals 2016 and 2017 and anticipated fiscal 2018 restructuring initiatives. Twenty percent of the anticipated future cost savings are expected to benefit the Industrial segment, another 50% are expected to benefit the Energy segment, another 20% are expected to benefit the Engineered Solutions segment and the remaining 10% are expected to benefit Corporate expenses. These gross cost savings are routinely offset by variations between years including

sales and production volume variances, annual incentive compensation expense differential and corresponding re-investment of savings into other initiatives.

We remain focused on improving our financial position and flexibility by adjusting our cost structure to reflect changes in demand levels and by proactively managing working capital and cash flow generation. At the same time, we remain laser-focused on developing and advancing our commercial effectiveness strategies, offering mission critical products and services and deepening relationships with loyal customers.

Historical Financial Data (in millions)

	Year Ended August 31,					
	2017		2016		2015	
Statements of Earnings Data:						
Net sales	\$ 1,096	100 %	\$ 1,149	100 %	\$ 1,249	100%
Cost of products sold	716	65 %	746	65 %	787	63%
Gross profit	380	35 %	403	35 %	462	37%
Selling, administrative and engineering expenses	278	25 %	274	24 %	300	24%
Director & officer transition charges	8	1 %	—	0 %	—	0%
Restructuring charges	7	1 %	15	1 %	—	0%
Loss on product line divestiture	—	0 %	5	0 %	—	0%
Amortization of intangible assets	20	2 %	23	2 %	24	2%
Impairment & other divestiture charges	117	11 %	187	16 %	84	7%
Operating (loss) profit	(50)	(5)%	(100)	(9)%	54	4%
Financing costs, net	30	3 %	29	3 %	28	2%
Other expense, net	3	0 %	1	0 %	—	0%
(Loss) earnings before income tax (benefit) expense	(83)	(8)%	(130)	(11)%	26	2%
Income tax (benefit) expense	(17)	(1)%	(25)	(2)%	6	0%
Net (loss) earnings	<u>\$ (66)</u>	<u>(6)%</u>	<u>\$ (105)</u>	<u>(9)%</u>	<u>\$ 20</u>	<u>2%</u>
Other Financial Data:						
Depreciation	\$ 23		\$ 25		\$ 29	
Capital expenditures	28		20		23	

Fiscal 2017 compared to Fiscal 2016

Consolidated sales in fiscal 2017 were \$1.10 billion, 5% lower than the prior year sales of \$1.15 billion. Core sales were down 4%, with solid core sales growth in both the Industrial and Engineered Solutions segments, offset by difficult market conditions in the Energy segment. Changes in foreign currency exchange rates unfavorably impacted sales comparisons by \$10 million, while fiscal 2016 net acquisitions and divestitures added sales of \$3 million. In addition to the impact of changes in foreign currency exchange rates, acquisitions, divestitures and end market conditions, the comparability of results between periods is impacted by sales levels, product mix and the timing and amount of restructuring costs and related benefits. Gross profit margins remained consistent year-over-year as a result of a balanced sales mix and realization of benefits from restructuring activities which were offset by difficult market conditions in the Energy segment. Additionally, fiscal 2017 results included \$8 million of director and officer transition charges as well as impairment and other divestiture charges related to the pending sale of the Viking business, while fiscal 2016 results included impairment charges related to the write-down of acquired goodwill, intangible assets and long-lived assets, which reduced operating profits.

Fiscal 2016 compared to Fiscal 2015

Consolidated sales in fiscal 2016 were \$1.15 billion, 8% lower than the prior year sales of \$1.25 billion. Core sales were down 6%, as a result of challenging end market conditions. Changes in foreign currency exchange rates also unfavorably impacted sales comparisons by \$45 million, while fiscal 2016 acquisitions added \$19 million of sales. Lower production levels and absorption of manufacturing costs, as well as unfavorable sales mix and restructuring charges (as we adjust our cost structure by consolidating facilities and reducing headcount) resulted in reduced operating profit margins in fiscal

2016. Additionally, fiscal 2016 and 2015 results both include impairment charges related to the write-down of acquired goodwill, intangible assets and long-lived assets, which reduced operating profit margins.

Segment Results

Industrial Segment

The Industrial segment is a global supplier of branded hydraulic and mechanical tools to a broad array of end markets, including general maintenance and repair, industrial, oil & gas, mining, infrastructure and production automation. Its primary products include high-force hydraulic tools, production automation solutions and concrete stressing components and systems (collectively "Industrial Tools") and highly engineered heavy lifting solutions ("Heavy Lifting Technology"). The following table sets forth the results of operations for the Industrial segment (in millions):

	Year Ended August 31,		
	2017	2016	2015
Net Sales	\$ 380	\$ 360	\$ 402
Operating Profit	85	80	106
Operating Profit %	22.4%	22.2%	26.3%

Fiscal 2017 compared to Fiscal 2016

Fiscal 2017 Industrial segment net sales increased by \$20 million (6%) from fiscal 2016 to \$380 million. Excluding \$3 million of additional sales from the fiscal 2016 Larzep acquisition and a \$1 million unfavorable impact of changes in foreign currency exchange rates, fiscal 2017 core sales increased 5% on a year-over-year basis. The sales increase reflected broad based industrial tool demand growth (accelerating through the fiscal year) across all major geographies and end markets. Concrete tensioning products experienced modest core sales growth and heavy lifting technology sales were significantly lower year-over-year due to the lumpy nature of its project work. Operating profit margins improved 20 basis points from 22.2% in fiscal 2016 to 22.4% in fiscal 2017, as the margin expansion impact of incremental volume was offset by inefficient duplicate costs and delayed savings associated with facility consolidation efforts and ongoing investments in commercial and engineering activities. Restructuring charges were \$2 million and \$3 million in fiscal 2017 and 2016, respectively.

Fiscal 2016 compared to Fiscal 2015

Fiscal 2016 Industrial segment net sales decreased by \$42 million (12)% from fiscal 2015 to \$360 million. Excluding \$4 million of additional sales from the fiscal 2016 Larzep acquisition and an \$8 million unfavorable impact of changes in foreign currency exchange rates, fiscal 2016 core sales declined 10% on a year-over-year basis. Sales declined due to reduced global industrial activity (especially in energy related markets), challenging end market conditions and cautious spending patterns by customers for heavy lifting and large infrastructure projects. Operating profit margins were 22.2% in fiscal 2016 compared to 26.3% in fiscal 2015. Lower production levels (absorption of fixed costs), unfavorable sales mix (which reduced margins by 125 basis points), as well as \$3 million of restructuring charges resulted in lower operating profit margins in fiscal 2016.

Energy Segment

The Energy segment provides products and maintenance services to the global energy markets, where safety, reliability, up-time and productivity are key value drivers. Products include joint integrity tools and connectors for oil & gas and power generation installations and high performance ropes, cables and umbilicals. In addition to these products, the Energy segment also provides mooring systems and joint integrity tools under rental arrangements, as well as technical manpower solutions. The following table sets forth comparative results of operations for the Energy segment (in millions):

	Year Ended August 31,		
	2017	2016	2015
Net Sales	\$ 310	\$ 393	\$ 412
Operating Loss ⁽¹⁾	(119)	(108)	(41)
Operating Loss %	(38.4)%	(27.4)%	(10.0)%

⁽¹⁾ Operating loss includes impairment and other divestiture charges of \$117 million for fiscal 2017, \$141 million for fiscal 2016, and \$84 million for fiscal 2015.

Fiscal 2017 compared to Fiscal 2016

Fiscal 2017 Energy segment net sales decreased by \$83 million (21%) from fiscal 2016 to \$310 million, representing a core sales decline of 23% (excluding \$11 million of incremental sales from the fiscal 2016 Pipeline and Process Services acquisition and the \$7 million unfavorable impact of changes in foreign currency exchange rates). Core sales from our Energy Maintenance & Integrity product line decreased \$60 million (23%) in fiscal 2017, the result of the worsening impact of maintenance cancellations, deferrals and scope reductions. In addition, core sales in the Other Energy Solutions product line, consisting of rope and cable solutions and offshore marine mooring declined \$28 million (25%) in fiscal 2017 due to the continued impact of reduced customer spending on upstream offshore oil & gas related demand (exploration, drilling and commissioning activities) and competitive pricing pressures. Energy segment operating losses in fiscal 2017 included impairment and other divestiture charges of \$117 million related to the pending sale of the Viking business, while fiscal 2016 results included impairment charges of \$141 million related to the write-down of acquired goodwill, intangible assets and long-lived assets for our Cortland and Viking businesses, which reduced operating profits. Excluding the impairment and other divestiture charges, Energy segment operating profit margin was 0.0% and 8.4% for fiscal 2017 and 2016, respectively. Lower operating profit margin was the result of operating losses (excluding impairments) from our Other Energy Solutions product line (including significant losses from the Viking business) as well as low labor and tool utilization rates associated with the lower sales volumes of our Energy Maintenance & Integrity product line. In addition, the operating loss in fiscal 2017 included \$3 million in provision for uncollectible receivables. Restructuring charges were \$2 million and \$6 million in fiscal 2017 and 2016, respectively.

Fiscal 2016 compared to Fiscal 2015

Fiscal 2016 Energy segment net sales decreased by \$19 million from fiscal 2015 to \$393 million, a 2% core sales decline (excluding \$15 million of sales from the fiscal 2016 Pipeline and Process Services acquisition and the \$25 million unfavorable impact of changes in foreign currency exchange rates). Core sales from our Energy Maintenance & Integrity product line increased \$30 million (12%) in fiscal 2016, the result of strong global demand for technical manpower services on maintenance projects and a large subsea connector order. However, core sales in the Other Energy Solutions product line, consisting of rope and cable solutions and offshore marine mooring declined \$39 million (26%) in fiscal 2016 due to reduced industry capital spending, lower oil & gas prices and increased price pressure. Energy segment operating losses are the result of impairment charges of \$141 million and \$84 million in fiscal 2016 and 2015, respectively. Excluding the impairment charges, Energy segment operating profit margin was 8.4% and 10.4% for fiscal 2016 and 2015, respectively. Unfavorable sales mix, which reduced margins by 375 basis points due to sharply higher service revenue and reduced mooring rental activity as well as \$6 million of restructuring charges in fiscal 2016 were partially offset by restructuring savings.

Engineered Solutions Segment

The Engineered Solutions segment is a global designer and assembler of customized motion activation and control systems and other industrial products to various vehicle and other niche markets. The segment focuses on providing technical and highly engineered products, including actuation systems, mechanical power transmission products, engine air flow management systems, HMI interface solutions and other rugged electronic instrumentation. The following table sets forth comparative results of operations for the Engineered Solutions segment (in millions):

	Year Ended August 31,		
	2017	2016	2015
Net Sales	\$ 406	\$ 397	\$ 435
Operating Profit (Loss) ⁽¹⁾	17	(43)	20
Operating Profit (Loss) %	4.2%	(10.8)%	4.6%

⁽¹⁾ Operating profit (loss) includes an impairment charge of \$46 million and loss on product line divestiture of \$5 million for fiscal 2016.

Fiscal 2017 compared to Fiscal 2016

Fiscal 2017 Engineered Solutions net sales increased \$9 million (2%) to \$406 million versus the prior year. Excluding the \$2 million unfavorable impact of foreign currency rate changes and \$11 million of prior year sales from the Sanlo product line we divested in fiscal 2016, core sales increased 6% in fiscal 2017. Core sales reflect continued sequential improvement in customer production rates across nearly all served off-highway markets including agriculture and construction, as well as robust sales to China's heavy-duty truck OEMs. Fiscal 2016 operating loss included a \$46 million impairment charge related to our maximatecc business and a \$5 million loss on the Sanlo divestiture. Excluding the prior year impairment charge and loss on product line divestiture, Engineered Solutions segment operating profit margin was 4.2% and 2.0% for fiscal 2017 and 2016, respectively, which is the result of higher volumes and benefit of prior restructuring activities. Restructuring charges were \$3 million and \$5 million in fiscal 2017 and 2016, respectively.

Fiscal 2016 compared to Fiscal 2015

Fiscal 2016 Engineered Solutions net sales decreased \$38 million (10%) to \$397 million versus the prior year. Excluding the \$12 million unfavorable impact of foreign currency rate changes and sales from the Sanlo product line that we divested in fiscal 2016, core sales declined 6% in fiscal 2016 due to lower sales to OEMs that were reducing excess inventory levels, coupled with unfavorable market conditions in off-highway vehicles and agriculture markets. The operating loss in fiscal 2016 resulted from a \$46 million impairment charge related to our maximatecc business and a \$5 million loss on the Sanlo divestiture. Operating profit margins were also adversely impacted by unfavorable product mix and reduced absorption on lower production volumes and inventory reduction efforts. In addition, restructuring costs to consolidate facilities and reduce headcount totaled \$5 million in fiscal 2016, which further reduced operating profit.

Corporate

Since corporate expenses are considered to be for general corporate purposes, we do not allocate these expenses to our segments. Corporate expenses increased \$4 million in fiscal 2017 to \$33 million compared to \$29 million in fiscal 2016 and \$31 million in fiscal 2015. The increase in fiscal 2017 expenses was due to director and officer transition charges of \$8 million (comprised of compensation expense, accelerated equity vesting, severance, outplacement, legal signing bonus and relocation costs), partially offset by lower year-over-year professional fees tied to acquisition related costs incurred in the prior year and reductions in outside service and consulting expenses.

Financing Costs, Net

Net financing costs stayed relatively consistent at \$30 million in fiscal 2017, \$29 million in fiscal 2016 and \$28 million in fiscal 2015.

Income Tax Expense

The Company's income tax expense or benefit is impacted by a number of factors, including the amount of taxable earnings generated in foreign jurisdictions with tax rates that are lower than the U.S. federal statutory rate, permanent items, state tax rates in the jurisdictions where we do business, and our ability to utilize various tax credits and loss carryforwards to reduce income tax expense. The Company's global operations, acquisition activity and specific tax attributes provide opportunities for continuous global tax planning initiatives to maximize tax credits and deductions. Income tax expense also includes the impact of provision to tax return adjustments, changes in valuation allowances and reserve requirements for unrecognized tax benefits. Pre-tax (loss) earnings, income tax (benefit) expense and effective income tax rate for the past three years were as follows:

	Year Ended August 31,		
	2017	2016	2015
(Loss) earnings before income tax (benefit) expense	\$ (82,691)	\$ (130,344)	\$ 25,391
Income tax (benefit) expense	(16,478)	(25,170)	5,519
Effective income tax rate	19.9%	19.3%	21.7%

The comparability of pre-tax (loss) earnings, income tax (benefit) expense and the related effective income tax rates are impacted by impairment and other divestiture charges. Fiscal 2017 results included \$117 million (\$109 million after tax) of impairment and other divestiture charges, while 2016 and 2015 results included \$187 million (\$169 million after tax) and \$84 million (\$83 million after tax) in impairment charges, respectively. Excluding the impairment and other divestiture charges, the fiscal 2017 effective tax rate was (24.4)%, which improved from the fiscal 2016 effective tax rate, excluding the impairment charge, of (13.7)% due to a favorable mix of taxable earnings, the benefits of tax planning initiatives and discrete tax

adjustments. The fiscal 2017 impairment and other divestiture charges generated an income tax benefit of \$8 million as deferred tax benefits were booked as part of the impairment and other divestiture charges; but will substantially reverse in the first half of fiscal 2018 when the sale transaction of the Viking business is expected to close (pending regulatory and governmental approvals) and those same deferred tax benefits are divested.

Both the current and prior year income tax provisions were impacted by the mix of earnings in foreign jurisdictions with income tax rates lower than the U.S. federal income tax rate and the amount of income tax benefits from global tax planning initiatives. The Company's (loss) earnings before income taxes, excluding impairment and other divestiture charges, included approximately 63% of earnings from foreign jurisdictions for fiscal 2017 compared to 53% in fiscal 2016. In addition, global tax planning initiatives resulting from certain business losses recognized for tax purposes from prior years for which no benefits were previously recognized resulted in a \$15 million benefit for fiscal 2017, while prior year tax planning related to certain currency gains and losses recognized for tax purposes resulted in a \$6 million benefit for fiscal 2016. The tax benefits related to tax planning initiatives in the current year are not expected to repeat in future periods due to certain tax attributes that are no longer available and subsequent changes in relevant tax law.

Divestiture Activities

During the fourth quarter of fiscal 2017, the Company signed a definitive agreement to sell the Viking business (Energy segment) for \$12 million, net of estimated transaction costs and working capital adjustment. The divestiture results in the Company's exit from the offshore mooring market and significantly limits our exposure to the upstream, offshore oil & gas market. As a result, the Company recognized impairment and other divestiture charges in fiscal 2017 of \$117 million, comprised of: (i) \$29 million cash charge related to the operating lease buyout of certain rental assets; (ii) non-cash impairment charge of \$85 million representing the excess of the net book value of assets held for sale to the anticipated proceeds which includes \$69 million related to the recognition in earnings of the cumulative effect of foreign currency rate changes since acquisition and (iii) \$3 million of other divestiture charges. The write down of net assets generated an income tax benefit of \$8 million in fiscal 2017; see Note 12, "Income Taxes" for further discussion. Refer to Note 5, "Divestiture Activities" in the notes to the consolidated financial statements for information regarding the carrying value of assets and liabilities held for sale as of August 31, 2017.

The results of the Viking business (which had net sales of \$19 million and operating loss of \$12 million in fiscal 2017) are not material to the consolidated financial results and are included in continuing operations. The sale transaction is expected to close in the first half of fiscal 2018 (pending regulatory and governmental approvals) and we anticipate recognizing an additional \$15 million to \$20 million in after tax charges upon closing.

Liquidity and Capital Resources

At August 31, 2017, cash and cash equivalents was comprised of \$195 million of cash held by foreign subsidiaries and \$35 million held domestically. We periodically utilize income tax safe harbor provisions to make temporary short-term intercompany advances from our foreign subsidiaries to our U.S. parent. We had \$5 million, \$54 million and \$160 million in temporary intercompany advances outstanding at August 31, 2017, 2016 and 2015, respectively. The following table summarizes the cash flow attributable to operating, investing and financing activities (in millions):

	Year Ended August 31,		
	2017	2016	2015
Net cash provided by operating activities	\$ 88	\$ 118	\$ 131
Net cash used in investing activities	(28)	(83)	(21)
Net cash used in financing activities	(14)	(18)	(15)
Effect of exchange rate changes on cash	4	(5)	(35)
Net increase in cash and cash equivalents	<u>\$ 50</u>	<u>\$ 11</u>	<u>\$ 60</u>

Cash flow from operations was \$88 million in fiscal 2017, a decrease of \$30 million from the prior year due primarily to lower cash earnings. These cash flows from operations and existing cash balances were utilized to fund \$28 million of capital expenditures and \$19 million of principal repayments on our term loan.

Cash flow from operating activities in fiscal 2016 were \$118 million, a \$13 million reduction from fiscal 2015 due to lower cash earnings, somewhat offset by improved working capital management, reduced cash tax payments and lower annual incentive compensation payments. Operating cash flows, \$7 million of proceeds from the sale leaseback of several facilities and existing cash balances were utilized to repurchase 712,955 shares of common stock (\$17 million) and fund \$82 million of acquisitions and \$20 million of capital expenditures.

Cash flow from operating activities in fiscal 2015 was \$131 million, while cash used in investing activities for net capital expenditures was \$21 million. Operating cash flows and borrowings under the Senior Credit Facility funded the \$212 million repurchase of approximately 8 million shares of the Company's common stock. The translational impact of the significant strengthening of the U.S. dollar in fiscal 2015 reduced our cash balances by \$35 million.

Primary Working Capital Management

We use primary working capital as a percentage of sales as a key metric for working capital efficiency. We define this metric as the sum of net accounts receivable and net inventory less accounts payable, divided by the past three month's sales annualized. The following table shows the components of our primary working capital (amounts in millions):

	August 31, 2017		August 31, 2016	
	\$	PWC %	\$	PWC %
Accounts receivable, net	\$ 190	17 %	\$ 187	17 %
Inventory, net	144	13 %	131	12 %
Accounts payable	(133)	(12)%	(115)	(10)%
Net primary working capital	\$ 201	18 %	\$ 203	18 %

Total primary working capital was \$201 million at August 31, 2017 which decreased modestly compared to \$203 million at the August 31, 2016. The net impact of foreign currency exchange rates and acquisitions/divestiture activity were minimal during the year.

Liquidity

Our Senior Credit Facility matures on May 8, 2020, which includes a \$600 million revolving credit facility, a \$300 million term loan and a \$450 million expansion option. Quarterly principal payments of \$4 million on the term loan commenced on June 30, 2016, increased to \$8 million per quarter on June 30, 2017 and extend through March 31, 2020, with the remaining principal due at maturity. At August 31, 2017, we had \$230 million of cash and cash equivalents. Unused revolver capacity was \$597 million at August 31, 2017, of which \$101 million was available for borrowing. We believe that the revolver, combined with our existing cash on hand and anticipated operating cash flows will be adequate to meet operating, debt service, stock buyback, acquisition and capital expenditure funding requirements for the foreseeable future.

Seasonality and Working Capital

Although there are modest seasonal factors within certain of our businesses, on a consolidated basis, we do not experience material changes in seasonal working capital or capital resource requirements. We meet working capital and capital expenditure requirements through a combination of cash on hand, operating cash flow and revolver availability under our Senior Credit Facility.

Our receivables are derived from a diverse customer base spread across a number of industries, with our largest single customer generating approximately 3% of fiscal 2017 net sales.

Capital Expenditures

The majority of our manufacturing activities consist of assembly operations. We believe that our capital expenditure requirements are not as extensive as other industrial companies given the nature of our operations. Capital expenditures were \$28 million, \$20 million and \$23 million in fiscal 2017, 2016 and 2015, respectively. Capital expenditures for fiscal 2018 are expected to be \$25 - \$30 million, but could vary from that depending on business performance, growth opportunities and the amount of assets leased instead of purchased.

Commitments and Contingencies

Given our desire to allocate cash flow and revolver availability to fund growth initiatives, we have historically leased most of our operating equipment and facilities. We lease certain facilities, computers, equipment and vehicles under various operating lease agreements, generally over periods ranging from one to twenty years. Under most arrangements, we pay the property taxes, insurance, maintenance and expenses related to the leased property. Many of the leases include provisions that enable us to renew the lease based upon fair value rental rates on the date of expiration of the initial lease.

We are contingently liable for certain lease payments under leases of businesses that we previously divested or spun-off. Some of these businesses were subsequently sold to third parties. If any of these businesses do not fulfill their future lease payment obligations under the leases, we could be liable for such leases. The present value of future minimum lease payments

for these leases was \$13 million using a weighted average discount rate of 2.29% at August 31, 2017 (including \$11 million related to the former Electrical segment). As of August 31, 2017, the present value of future minimum lease payments on previously divested or spun-off businesses were as follows: \$3 million in fiscal 2018; \$2 million in each fiscal 2019, 2020 and 2021; \$1 million in fiscal 2022 and \$3 million in aggregate thereafter.

We had outstanding letters of credit totaling \$14 million and \$18 million at August 31, 2017 and 2016, respectively, the majority of which relate to commercial contracts and self-insured workers compensation programs.

Contractual Obligations

The timing of payments due under our contractual commitments is as follows (in millions):

	Payments Due						
	2018	2019	2020	2021	2022	Thereafter	Total
Debt (short- and long-term)	\$ 30	\$ 30	\$ 218	\$ —	\$ 288	\$ —	\$ 566
Interest on long-term debt	25	24	23	16	14	—	102
Operating leases	28	23	19	13	11	13	107
Rental asset lease buyout liability	29	—	—	—	—	—	29
Deferred acquisition purchase price	—	2	—	—	—	—	2
	<u>\$ 112</u>	<u>\$ 79</u>	<u>\$ 260</u>	<u>\$ 29</u>	<u>\$ 313</u>	<u>\$ 13</u>	<u>\$ 806</u>

Interest on long-term debt assumes the current interest rate environment and revolver borrowings consistent with August 31, 2017 debt levels. The rental asset lease buyout liability relates to the operating lease buyout of certain rental assets related to the pending sale of our Viking business. See Note 5, "Divestiture Activities" in the notes to the consolidated financial statements.

Our contractual obligations generally relate to amounts due under contracts with third party service providers. These contracts are primarily for real estate leases, information technology services and telecommunications services. Only those obligations that are not cancelable are included in the table.

We routinely issue purchase orders to numerous vendors for inventory and other supplies. These purchase orders are generally cancelable with reasonable notice to the vendor, and are therefore excluded from this table.

We have long-term obligations related to our deferred compensation, pension and postretirement plans that are excluded from this table, summarized in Note 11, "Employee Benefit Plans" in the notes to consolidated financial statements.

Our liability for unrecognized tax benefits was \$31 million at August 31, 2017, but is not included in the table of contractual obligations because the timing of the potential settlements of these uncertain tax positions cannot be reasonably estimated.

Critical Accounting Policies

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP"). This requires management to make estimates and assumptions that affect reported amounts and related disclosures. Actual results could differ from those estimates. The following policies are considered by management to be the most critical in understanding the judgments that are involved in the preparation of our consolidated financial statements and the uncertainties that could impact our results of operations, financial position and cash flows.

Revenue recognition: We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability of the sales price is reasonably assured. For product sales, delivery does not occur until the passage of title and risk of loss have transferred to the customer (generally when products are shipped). Revenue from service and rental contracts are recognized when the services are provided or ratably over the contract term. Revenue for highly custom product sales with a project duration greater than three months and exceeding a value of approximately \$0.5 million is generally recognized under the percentage-of-completion method utilizing efforts expended or cost-to-cost input measures. Revenues for long-term contracts that do not meet these criteria are recognized under the completed contract method once delivery has occurred and passage of title and risk of loss have transferred to the customer. We record allowances for discounts, product returns and customer incentives at the time of sale as a reduction of revenue as such allowances can be reliably estimated based on historical experience and known trends. We also offer warranty on our products and accrue for warranty claims at the time of sale based upon the length of the warranty period, historical warranty cost trends and any other related information.

Inventories: Inventories are stated at the lower of cost or market. Inventory cost is determined using the last-in, first-out ("LIFO") method for a portion of U.S. owned inventory (approximately 18% and 21% of total inventories at August 31, 2017

and 2016, respectively). The first-in, first-out or average cost method is used for all other inventories. If the LIFO method were not used, the inventory balance would be higher than the amount in the consolidated balance sheet by \$4 million at both August 31, 2017 and 2016, respectively. We perform an analysis of the historical sales usage of the individual inventory items on hand and a reserve is recorded to adjust inventory cost to market value. The inventory valuation assumptions used are based on historical experience. We believe that such estimates are made based on consistent and appropriate methods; however, actual results may differ from these estimates under different assumptions or conditions.

Goodwill and Long-Lived Assets:

Goodwill Impairment Review, Estimates and Sensitivity: The purchase price allocation for acquired businesses typically results in recording goodwill and other intangible assets, which are a significant portion of our total assets. On an annual basis, or more frequently if triggering events occur, we compare the estimated fair value of our reporting units to their carrying value to determine if impairment exists. If the fair value of a reporting unit is less than its carrying value, an impairment loss is recorded. The estimated fair value represents the amount we believe a reporting unit could be bought or sold for in a current transaction between willing parties on an arms-length basis.

In estimating the fair value of a reporting unit, we generally use a discounted cash flow model, which is dependent on a number of assumptions including estimated future revenues and expenses, weighted average cost of capital, capital expenditures and other variables. The expected future revenue growth rates and operating profit margins are determined after taking into consideration our historical revenue growth rates and earnings levels, our assessment of future market potential and our expectations of future business performance. Under the discounted cash flow approach, the fair value is calculated as the sum of the projected discounted cash flows over a discrete seven year period plus an estimated terminal value. In certain circumstances, we also review a market approach in which a trading multiple is applied to a forecasted EBITDA (earnings before interest, income taxes, depreciation and amortization) of the reporting unit to arrive at the estimated fair value.

Fiscal 2017 Year-End Impairment Test: Our annual fiscal 2017 impairment review resulted in one reporting unit (Cortland) having an estimated fair value that exceeded the carrying value (expressed as a percentage of the carrying value) by less than 30%. While we believe that the Cortland business will generate positive cash flow and earnings in the long-term, the financial projections utilized in the impairment review considered both historical results, current challenging conditions in the global oil & gas markets and the strategic sales initiatives of the reporting unit. The future financial results of this reporting unit are dependent on the realization of savings from restructuring actions and material cost reductions, the timing and level of recovery in the global oil & gas markets and our ability to retain and win new business in the medical and other non-oil & gas markets. The assumptions that have the most significant impact on determination of the fair value of the Cortland reporting unit are the discount rate (10.4% at August 31, 2017) and sales growth rate, including 3.0% in the terminal year. A 100 basis point increase in the discount rate results in a reduction to the estimated fair value of the reporting unit by 14%, while a reduction in the terminal year sales growth rate assumption by 100 basis points would decrease the estimated fair value by 9%. The carrying value of the Cortland reporting unit was \$90 million (including \$36 million in goodwill) at August 31, 2017.

Fiscal 2016 Impairment Charge: During the second quarter of fiscal 2016, we determined that there were interim “triggering events” that required a review of the recoverability of the goodwill and long-lived assets of three reporting units (Cortland, Viking and maximatecc).

Cortland and Viking Reporting Units: Continued unfavorable market conditions, including continued cuts in oil & gas capital spending, reduced exploration, drilling and commissioning activities and excess capacity for mooring rental assets, resulted in a 33% core sales decline in the second quarter of fiscal 2016 at Viking and Cortland, which comprise our Other Energy Services product line. As a result of lower projected sales and profits, we recognized a goodwill impairment charge of \$74 million.

Maximatecc Reporting Unit: The maximatecc reporting unit, including the legacy North American business and acquisitions of CrossControl (Europe) and Turotest (South America), manufactures severe-duty electronic instrumentation including displays and clusters, machine controls and sensors. These products are primarily marketed to industrial vehicle original equipment manufacturers (“OEMs”) and system suppliers in a number of industries, including industrial, material hauling, construction, agriculture, forestry, mining, utility, cargo, marine and rail. Weakness in off-highway vehicle and agricultural markets, coupled with challenging overall industrial fundamentals, recent reductions in OEM customer build rates and production schedules (in order to reduce inventory levels) and delays in the start of production by certain European OEMs for new or updated design models resulted in reduced sales and profitability of the maximatecc business. As a result of lower projected sales and profits, we recognized a \$46 million impairment charge related to the goodwill of the maximatecc business.

Fiscal 2015 Impairment Charge: The dramatic decline in oil prices, reduced capital spending by asset owners and suspended drilling and exploration activities caused us to review the recoverability of goodwill, intangible assets and fixed assets of our Energy segment businesses during the second quarter of fiscal 2015. Similar to other energy industry suppliers, we revised our financial projections to reflect market conditions, including lower sales and profit levels. The uncertainty and volatility in the global oil & gas markets resulted in a second quarter fiscal 2015 goodwill impairment charge of \$40 million in our Cortland reporting unit and \$38 million in our Viking reporting unit.

Indefinite-lived intangibles (tradenames): Indefinite lived intangible assets are also subject to annual impairment testing. On an annual basis or more frequently if a triggering event occurs, the fair value of indefinite lived assets, based on a relief of royalty valuation approach, are evaluated to determine if an impairment charge is required. We recognized interim impairment charges to write-down the value of tradenames by \$17 million and \$6 million in fiscal 2016 and 2015, respectively, as the result of reduced sales projections and royalty rates, which reflected current and future profitability estimates.

Long-lived assets (fixed assets and amortizable intangible assets): We also review long-lived assets for impairment when events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. If such indicators are present, we prepare an undiscounted operating cash flow analyses to determine if an impairment exists. If an impairment is determined to exist, any related impairment loss is calculated based on fair value.

In the fourth quarter of fiscal 2017, related to the pending sale of our Viking business, we recognized an \$85 million long-lived asset impairment, representing the excess of the net book value of assets held for sale over the anticipated proceeds which includes \$69 million related to the recognition in earnings of the cumulative effect of foreign currency rate changes since acquisition. See Note 5, "Divestiture Activities" in the notes to the consolidated financial statements for further discussion.

In the second quarter of fiscal 2016, the undiscounted operating cash flows of our Viking business did not exceed their carrying value and therefore a \$52 million long-lived asset impairment was recognized, including \$28 million of amortizable intangible assets and \$24 million of fixed assets (primarily mooring rental assets).

A considerable amount of management judgment and assumptions are required in performing impairment tests, principally in determining the fair value of each reporting unit and the indefinite lived intangible assets. While we believe our judgments and assumptions are reasonable, different assumptions could change the estimated fair values and, therefore, future additional impairment charges could be required. Weakening industry or economic trends, disruptions to our business, loss of significant customers, inability to effectively integrate acquired businesses, unexpected significant changes or planned changes in the use of the assets or in entity structure and divestitures may adversely impact the assumptions used in the valuations and ultimately result in future impairment charges.

Business Combinations and Purchase Accounting: We account for business combinations using the acquisition method of accounting, and accordingly, the assets and liabilities of the acquired business are recorded at their respective fair values. The excess of the purchase price over the estimated fair value is recorded as goodwill. Assigning fair market values to the assets acquired and liabilities assumed at the date of an acquisition requires knowledge of current market values, and the values of assets in use, and often requires the application of judgment regarding estimates and assumptions. While the ultimate responsibility resides with management, for certain acquisitions we retain the services of certified valuation specialists to assist with assigning estimated values to certain acquired assets and assumed liabilities, including intangible assets and tangible long-lived assets. Acquired intangible assets, excluding goodwill, are valued using a discounted cash flow methodology based on future cash flows specific to the type of intangible asset purchased. This methodology incorporates various estimates and assumptions, the most significant being projected revenue growth rates, profit margins and forecasted cash flows based on the discount rate and terminal growth rate.

Employee Benefit Plans: We provide a variety of benefits to employees and former employees, including in some cases, pensions and postretirement health care. Plan assets and obligations are recorded based on an August 31 measurement date utilizing various actuarial assumptions such as discount rates, assumed rates of return on plan assets and health care cost trend rates. We determine the discount rate assumptions by referencing high-quality, long-term bond rates that are matched to the duration of our benefit obligations, with appropriate consideration of local market factors, participant demographics and benefit payment forecasts. At August 31, 2017 and 2016, the discount rate on domestic benefit plans was 3.60% and 3.45%, respectively. In estimating the expected return on plan assets, we consider historical returns, forward-looking considerations, inflation assumptions and the asset allocation strategy in investing such assets. Domestic benefit plan assets consist primarily of participating units in mutual funds, index funds and bond funds. The expected return on domestic benefit plan assets was 7.00% and 7.15% at August 31, 2017 and 2016, respectively. A 25 basis point change in the assumptions for the discount rate or expected return on plan assets would not materially change fiscal 2018 domestic benefit plan expense.

We review actuarial assumptions on an annual basis and make modifications based on current rates and trends when appropriate. As required by U.S. GAAP, the effects of any modifications are recorded currently or amortized over future periods. Based on information provided by independent actuaries and other relevant sources, we believe that the assumptions used are reasonable; however, changes in these assumptions could impact our financial position, results of operations or cash flows. See Note 11, “Employee Benefit Plans” in the notes to the consolidated financial statements for further discussion.

Income Taxes: Judgment is required to determine the annual effective income tax rate, deferred tax assets and liabilities, reserves for unrecognized tax benefits and any valuation allowances recorded against net deferred tax assets. Our effective income tax rate is based on annual income, statutory tax rates, tax planning opportunities available in the various jurisdictions in which we operate and other adjustments. Our annual effective income tax rate includes the impact of discrete income tax matters including adjustments to reserves for uncertain tax positions and the benefits of various income tax planning activities. Tax regulations require items to be included in our tax returns at different times than these same items are reflected in our financial statements. As a result, the effective income tax rate in our financial statements differs from that reported in our tax returns. Some of these differences are permanent, such as expenses that are not deductible on our tax return, while others are temporary differences, such as amortization and depreciation expense.

Temporary differences create deferred tax assets and liabilities, which are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We establish valuation allowances for our deferred tax assets when the amount of expected future taxable income is not large enough to utilize the entire deduction or credit. Relevant factors in determining the realizability of deferred tax assets include future taxable income, the expected timing of the reversal of temporary differences, tax planning strategies and the expiration dates of the various tax attributes.

Use of Estimates: We record reserves, asset write-downs or allowances for customer rebates, returns and discounts, doubtful accounts, inventory, incurred but not reported medical claims, environmental matters, warranty claims, workers compensation claims, product and non-product litigation, acquisition earn out obligations and incentive compensation. These reserves require the use of estimates and judgment. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. We believe that such estimates are made on a consistent basis and with appropriate assumptions and methods. However, actual results may differ from these estimates.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in foreign currency exchange rates and interest rates and, to a lesser extent, commodities. To reduce such risks, we selectively use financial instruments and other proactive management techniques. All hedging transactions are authorized and executed pursuant to clearly defined policies and procedures, which strictly prohibit the use of financial instruments for trading or speculative purposes. A discussion of our accounting policies for derivative financial instruments is included within Note 9, “Derivatives” in the notes to the consolidated financial statements.

Foreign Currency Risk—We maintain operations in the U.S. and various foreign countries. Our non-U.S. operations, the largest of which are located in Australia, the Netherlands, the United Kingdom, Mexico, United Arab Emirates and China, have foreign currency risk relating to receipts from customers, payments to suppliers and intercompany transactions denominated in foreign currencies. Under certain conditions, we enter into hedging transactions, primarily forward foreign currency swaps, that enable us to mitigate the potential adverse impact of foreign currency exchange rate risk (see Note 9, “Derivatives” in the notes to the consolidated financial statements for further information). We do not engage in trading or other speculative activities with these transactions, as established policies require that these hedging transactions relate to specific currency exposures.

The strengthening of the U.S. dollar can have an unfavorable impact on our results of operations and financial position as foreign denominated operating results are translated into U.S. dollars. To illustrate the potential impact of changes in foreign currency exchange rates on the translation of our results of operations, annual sales and operating profit were remeasured assuming a ten percent reduction in foreign exchange rates compared with the U.S. dollar. Under this assumption, annual sales and operating profit would have been \$53 million and \$3 million lower, respectively, for the twelve months ended August 31, 2017. This sensitivity analysis assumes that each exchange rate would change in the same direction relative to the U.S. dollar and excludes the potential effects that changes in foreign currency exchange rates may have on actual sales or price levels. Similarly, a ten percent decline in foreign currency exchange rates relative to the U.S. dollar on our August 31, 2017 financial position would result in a \$58 million reduction to equity (accumulated other comprehensive loss), as a result of non U.S. dollar denominated assets and liabilities being translated into U.S. dollars, our reporting currency.

Interest Rate Risk—We manage interest expense using a mixture of fixed-rate and variable-rate debt. A change in interest rates impacts the fair value of our 5.625% Senior Notes, but not our earnings or cash flow because the interest rate on such debt is fixed. Our variable-rate debt obligations consist primarily of revolver and term loan borrowings under our Senior Credit Facility. A ten percent increase in the average cost of our variable rate debt would have resulted in an approximate \$1 million increase in financing costs for the year ended August 31, 2017.

Commodity Risk—We source a wide variety of materials and components from a network of global suppliers. While such materials are typically available from numerous suppliers, commodity raw materials, such as steel and plastic resin are subject to price fluctuations, which could have a negative impact on our results. We strive to timely pass along such commodity price increases to customers to avoid profit margin erosion.

Item 8. Financial Statements and Supplementary Data

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

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Actuant Corporation:

In our opinion, the consolidated balance sheets and the related statements of operations, comprehensive loss, cash flows, and of shareholders' equity present fairly, in all material respects, the financial position of Actuant Corporation and its subsidiaries at August 31, 2017 and August 31, 2016, and the results of their operations and their cash flows for each of the three years in the period ended August 31, 2017 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2), presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of August 31, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

/s/ PricewaterhouseCoopers LLP

Milwaukee, Wisconsin
October 26, 2017

ACTUANT CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended August 31,		
	2017	2016	2015
Net sales	\$ 1,095,784	\$ 1,149,410	\$ 1,249,254
Cost of products sold	716,067	746,013	787,413
Gross profit	379,717	403,397	461,841
Selling, administrative and engineering expenses	277,488	274,497	299,601
Amortization of intangible assets	20,474	22,943	24,333
Loss on product line divestiture	—	5,092	—
Director & officer transition charges	7,784	—	—
Restructuring charges	7,228	14,571	—
Impairment & other divestiture charges	116,979	186,511	84,353
Operating (loss) profit	(50,236)	(100,217)	53,554
Financing costs, net	29,703	28,768	28,057
Other expense, net	2,752	1,359	106
(Loss) earnings before income tax (benefit) expense	(82,691)	(130,344)	25,391
Income tax (benefit) expense	(16,478)	(25,170)	5,519
Net (loss) earnings	(66,213)	(105,174)	19,872
 (Loss) earnings per share			
Basic	\$ (1.11)	\$ (1.78)	\$ 0.32
Diluted	\$ (1.11)	\$ (1.78)	\$ 0.32
 Weighted average common shares outstanding			
Basic	59,436	59,010	61,262
Diluted	59,436	59,010	62,055

The accompanying notes are an integral part of these consolidated financial statements.

ACTUANT CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)

	Year Ended August 31,		
	2017	2016	2015
Net (loss) earnings	\$ (66,213)	\$ (105,174)	\$ 19,872
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments	20,470	(32,203)	(143,703)
Pension and other postretirement benefit plans	4,092	(6,003)	(1,506)
Cash flow hedges	—	23	(23)
Total other comprehensive income (loss), net of tax	<u>24,562</u>	<u>(38,183)</u>	<u>(145,232)</u>
Comprehensive loss	<u>\$ (41,651)</u>	<u>\$ (143,357)</u>	<u>\$ (125,360)</u>

The accompanying notes are an integral part of these consolidated financial statements.

ACTUANT CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

	August 31,	
	2017	2016
<u>ASSETS</u>		
Current assets		
Cash and cash equivalents	\$ 229,571	\$ 179,604
Accounts receivable, net	190,206	186,829
Inventories, net	143,651	130,756
Assets held for sale	21,835	—
Other current assets	61,663	45,463
Total current assets	646,926	542,652
Property, plant and equipment		
Land, buildings and improvements	43,737	41,504
Machinery and equipment	227,535	268,362
Gross property, plant and equipment	271,272	309,866
Less: Accumulated depreciation	(176,751)	(195,851)
Property, plant and equipment, net	94,521	114,015
Goodwill	530,081	519,276
Other intangible assets, net	220,489	239,475
Other long-term assets	24,938	23,242
Total assets	\$ 1,516,955	\$ 1,438,660
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
Current liabilities		
Trade accounts payable	\$ 133,387	\$ 115,051
Accrued compensation and benefits	50,939	46,901
Current maturities of debt and short-term borrowings	30,000	18,750
Income taxes payable	6,080	9,254
Liabilities held for sale	101,083	—
Other current liabilities	57,445	51,956
Total current liabilities	378,934	241,912
Long-term debt, net	531,940	561,681
Deferred income taxes	29,859	31,356
Pension and postretirement benefit liabilities	19,862	25,667
Other long-term liabilities	55,821	57,094
Total liabilities	1,016,416	917,710
Commitments and contingencies (Note 16)		
Shareholders' equity		
Class A common stock, \$0.20 par value per share, authorized 168,000,000 shares, issued 80,200,110 and 79,393,393 shares, respectively	16,040	15,879
Additional paid-in capital	138,449	114,980
Treasury stock, at cost, 20,439,434 shares	(617,731)	(617,731)
Retained earnings	1,191,042	1,259,645
Accumulated other comprehensive loss	(227,261)	(251,823)
Stock held in trust	(2,696)	(2,646)
Deferred compensation liability	2,696	2,646
Total shareholders' equity	500,539	520,950
Total liabilities and shareholders' equity	\$ 1,516,955	\$ 1,438,660

The accompanying notes are an integral part of these consolidated financial statements.

ACTUANT CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended August 31,		
	2017	2016	2015
Operating Activities			
Net (loss) earnings	\$ (66,213)	\$ (105,174)	\$ 19,872
Adjustments to reconcile net (loss) earnings to net cash provided by operating activities:			
Non-cash items:			
Impairment & other divestiture charges, net of tax benefit	108,860	169,056	82,635
Depreciation and amortization	43,110	47,777	53,239
Stock-based compensation expense	16,733	10,442	12,046
Benefit for deferred income taxes	(8,956)	(17,403)	(12,221)
Amortization of debt issuance costs	1,657	1,652	1,897
Other non-cash adjustments	1,202	(517)	805
Gain on disposal of business, net of tax benefit	—	(1,557)	—
Changes in components of working capital and other:			
Accounts receivable	(3,475)	20,261	12,827
Inventories	(11,277)	10,202	6,608
Trade accounts payable	18,117	(7,727)	(19,801)
Prepaid expenses and other assets	(5,367)	(3,291)	(8,761)
Income taxes payable/receivable	(11,298)	(7,916)	(11,629)
Accrued compensation and benefits	3,752	3,912	(6,478)
Other accrued liabilities	1,002	(2,020)	395
Cash provided by operating activities	<u>87,847</u>	<u>117,697</u>	<u>131,434</u>
Investing Activities			
Capital expenditures	(28,195)	(20,209)	(22,516)
Proceeds from sale of property, plant and equipment	570	9,296	1,244
Business acquisitions, net of cash acquired	—	(81,916)	—
Proceeds from sale of product line, net of transaction costs	—	9,695	—
Cash used in investing activities	<u>(27,625)</u>	<u>(83,134)</u>	<u>(21,272)</u>
Financing Activities			
Net borrowings (repayments) on revolving credit facility	—	(210)	220
Principal repayments on term loan	(18,750)	(3,750)	(3,375)
Proceeds from term loan	—	—	213,375
Redemption of 5.625% Senior Notes	(500)	—	(11,941)
Purchase of treasury shares	—	(17,101)	(212,003)
Debt issuance costs	—	—	(2,025)
Taxes paid related to the net share settlement of equity awards	(1,065)	(1,409)	(2,466)
Stock option exercises, related tax benefits and other	8,917	6,416	5,396
Payment of contingent acquisition consideration	(742)	—	—
Cash dividend	(2,358)	(2,376)	(2,598)
Cash used in financing activities	<u>(14,498)</u>	<u>(18,430)</u>	<u>(15,417)</u>
Effect of exchange rate changes on cash	<u>4,243</u>	<u>(5,375)</u>	<u>(34,911)</u>
Net increase in cash and cash equivalents	<u>49,967</u>	<u>10,758</u>	<u>59,834</u>
Cash and cash equivalents - beginning of period	<u>179,604</u>	<u>168,846</u>	<u>109,012</u>
Cash and cash equivalents - end of period	<u>\$ 229,571</u>	<u>\$ 179,604</u>	<u>\$ 168,846</u>

The accompanying notes are an integral part of these consolidated financial statements.

ACTUANT CORPORATION

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands)

	Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Stock Held in Trust	Deferred Compensation Liability	Total Shareholders' Equity
	Issued Shares	Amount							
Balance at August 31, 2014	78,481	\$ 15,695	\$ 93,449	\$ (388,627)	\$ 1,349,602	\$ (68,408)	\$ (4,083)	\$ 4,083	\$ 1,001,711
Net earnings	—	—	—	—	19,872	—	—	—	19,872
Other comprehensive loss, net of tax	—	—	—	—	—	(145,232)	—	—	(145,232)
Stock contribution to employee benefit plans and other	12	4	459	—	—	—	—	—	463
Restricted stock awards	365	73	(73)	—	—	—	—	—	—
Cash dividend (\$0.04 per share)	—	—	—	—	(2,298)	—	—	—	(2,298)
Treasury stock repurchases	—	—	—	(212,003)	—	—	—	—	(212,003)
Stock based compensation expense	—	—	12,046	—	—	—	—	—	12,046
Stock option exercises	65	13	1,134	—	—	—	—	—	1,147
Tax effect of stock option exercises and restricted stock vesting	—	—	(2,955)	—	—	—	—	—	(2,955)
Stock issued to, acquired for and distributed from rabbi trust	10	2	248	—	—	—	(209)	209	250
Balance at August 31, 2015	78,933	15,787	104,308	(600,630)	1,367,176	(213,640)	(4,292)	4,292	673,001
Net loss	—	—	—	—	(105,174)	—	—	—	(105,174)
Other comprehensive loss, net of tax	—	—	—	—	—	(38,183)	—	—	(38,183)
Stock contribution to employee benefit plans and other	20	4	449	—	—	—	—	—	453
Restricted stock awards	235	47	(47)	—	—	—	—	—	—
Cash dividend (\$0.04 per share)	—	—	—	—	(2,357)	—	—	—	(2,357)
Treasury stock repurchases	—	—	—	(17,101)	—	—	—	—	(17,101)
Stock based compensation expense	—	—	10,442	—	—	—	—	—	10,442
Stock option exercises	175	35	3,529	—	—	—	—	—	3,564
Tax effect of stock option exercises and restricted stock vesting	—	—	(3,943)	—	—	—	—	—	(3,943)
Stock issued to, acquired for and distributed from rabbi trust	30	6	242	—	—	—	1,646	(1,646)	248
Balance at August 31, 2016	79,393	15,879	114,980	(617,731)	1,259,645	(251,823)	(2,646)	2,646	520,950
Net loss	—	—	—	—	(66,213)	—	—	—	(66,213)
Other comprehensive income, net of tax	—	—	—	—	—	24,562	—	—	24,562
Stock contribution to employee benefit plans and other	17	3	890	—	—	—	—	—	893
Restricted stock awards	397	79	(79)	—	—	—	—	—	—
Cash dividend (\$0.04 per share)	—	—	—	—	(2,390)	—	—	—	(2,390)
Stock based compensation expense	—	—	16,733	—	—	—	—	—	16,733
Stock option exercises	374	75	7,687	—	—	—	—	—	7,762
Tax effect of stock option exercises and restricted stock vesting	—	—	(2,042)	—	—	—	—	—	(2,042)
Stock issued to, acquired for and distributed from rabbi trust	19	4	280	—	—	—	(50)	50	284
Balance at August 31, 2017	80,200	\$ 16,040	\$ 138,449	\$ (617,731)	\$ 1,191,042	\$ (227,261)	\$ (2,696)	\$ 2,696	\$ 500,539

The accompanying notes are an integral part of these consolidated financial statements.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Nature of Operations: Actuant Corporation (“Actuant” or the “Company”) is a global manufacturer of a broad range of industrial products and systems, organized into three reportable segments. The Industrial segment is primarily engaged in the design, manufacture and distribution of branded hydraulic and mechanical tools to the maintenance, industrial, infrastructure and production automation markets. The Energy segment provides joint integrity products and services, customized offshore mooring solutions, as well as rope and cable solutions to the global oil & gas, energy and other markets. The Engineered Solutions segment provides highly engineered position and motion control systems to OEMs in various vehicle markets, as well as a variety of other products to the industrial and agriculture markets.

Consolidation and Presentation: The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. The results of companies acquired or disposed of during the year are included in the consolidated financial statements from the effective date of acquisition or until the date of divestiture. All intercompany balances, transactions and profits have been eliminated in consolidation. Certain prior year amounts have been reclassified to conform to current year presentation.

Cash Equivalents: The Company considers all highly liquid investments with original maturities of 90 days or less to be cash equivalents.

Inventories: Inventories are comprised of material, direct labor and manufacturing overhead, and are stated at the lower of cost or market. Inventory cost is determined using the last-in, first-out (“LIFO”) method for a portion of the U.S. owned inventory (18.0% and 21.0% of total inventories in 2017 and 2016, respectively). The first-in, first-out or average cost methods are used for all other inventories. If the LIFO method were not used, inventory balances would be higher than reported amounts in the consolidated balance sheets by \$3.9 million and \$3.7 million at August 31, 2017 and 2016, respectively.

The nature of the Company’s products is such that they generally have a very short production cycle. Consequently, the amount of work-in-process at any point in time is minimal. In addition, many parts or components are ultimately either sold individually or assembled with other parts making a distinction between raw materials and finished goods impractical to determine. Other locations maintain and manage their inventories using a job cost system where the distinction of categories of inventory by state of completion is also not available. As a result of these factors, it is neither practical nor cost effective to segregate the amounts of raw materials, work-in-process or finished goods inventories at the respective balance sheet dates, as segregation would only be possible as the result of physical inventories which are taken at dates different from the balance sheet dates.

Property, Plant and Equipment: Property, plant and equipment are stated at cost. Plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, ranging from ten to forty years for buildings and improvements and two to fifteen years for machinery and equipment. Equipment includes assets (joint integrity tools) which are rented to customers of our Energy segment businesses. Leasehold improvements are amortized over the life of the related asset or the term of the lease, whichever is shorter.

Goodwill and Other Intangible Assets: Other intangible assets with definite lives, consisting primarily of purchased customer relationships, patents, trademarks and non-compete agreements, are amortized over periods from one to twenty-five years. Goodwill and other intangible assets with indefinite lives are not subject to amortization, but are subject to annual impairment testing.

The Company’s goodwill is tested for impairment annually, during the fourth quarter, or more frequently if events or changes in circumstances indicate that goodwill might be impaired. The Company performs impairment reviews for its reporting units using a fair value method based on management’s judgments and assumptions. In estimating the fair value, the Company utilizes a discounted cash flow model, which is dependent on a number of assumptions including estimated future revenues and expenses, weighted average cost of capital, capital expenditures and other variables. The estimated fair value of the reporting unit is compared to the carrying amount of the reporting unit, including goodwill. If the carrying value of the reporting unit exceeds its fair value, an impairment loss is recorded. Indefinite lived intangible assets are also subject to an annual impairment test. On an annual basis, or more frequently if events or changes in circumstances indicate that the asset might be impaired, the fair value of the indefinite lived intangible assets are evaluated by the Company to determine if an impairment charge is required. A considerable amount of management judgment is required in performing impairment tests, principally in determining the fair value of each reporting unit and the indefinite lived intangible assets.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

Product Warranty Costs: The Company generally offers its customers a warranty on products sold, although warranty periods may vary by product type and application. The reserve for future warranty claims is based on historical claim rates and current warranty cost experience. The following is a rollforward of the changes in product warranty reserves for fiscal years 2017 and 2016 (in thousands):

	<u>2017</u>	<u>2016</u>
Beginning balance	\$ 5,592	\$ 3,719
Provision for warranties	5,608	5,985
Warranty payments and costs incurred	(4,714)	(4,058)
Impact of changes in foreign currency rates	130	(57)
Warranty reserve of acquired business	—	3
Ending balance	<u>\$ 6,616</u>	<u>\$ 5,592</u>

Revenue Recognition: The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability of the sales price is reasonably assured. For product sales, delivery does not occur until the passage of title and risk of loss have transferred to the customer (generally when products are shipped). Revenue from services and rental contracts are recognized when the services are provided or ratably over the contract term. Revenue for highly custom product sales with a project duration greater than three months and exceeding a value of approximately \$0.5 million is generally recognized under the percentage-of-completion method utilizing efforts expended or cost-to-cost input measures. Revenues for long-term contracts that do not meet these criteria are recognized under the completed contract method once delivery has occurred and passage of title and risk of loss have transferred to the customer. Unearned revenue related to long-term customer contracts was \$10.1 million and \$7.7 million at August 31, 2017 and 2016, respectively. Customer sales are recorded net of allowances for returns and discounts, which are recognized as a deduction from sales at the time of sale. The Company commits to one-time or on-going trade discounts and promotions with customers that require the Company to estimate and accrue the ultimate costs of such programs. The Company generally does not require collateral or other security for receivables and provides for an allowance for doubtful accounts based on historical experience and a review of its existing receivables. Accounts receivable are stated net of an allowance for doubtful accounts of \$11.2 million and \$7.8 million at August 31, 2017 and 2016, respectively.

Shipping and Handling Costs: The Company records costs associated with shipping its products in cost of products sold.

Research and Development Costs: Research and development costs consist primarily of an allocation of overall engineering and development resources and are expensed as incurred. Such costs incurred in the development of new products or significant improvements to existing products were \$21.9 million, \$18.3 million and \$17.7 million in fiscal 2017, 2016 and 2015, respectively. The Company also incurs significant costs in connection with fulfilling custom orders and developing solutions for unique customer needs which are not included in these research and development expense totals.

Other Income/Expense: Other income and expense primarily consists of net foreign currency exchange transaction losses of \$3.1 million, \$1.3 million and \$0.1 million in fiscal 2017, 2016 and 2015, respectively.

Financing Costs: Financing costs represent interest expense, financing fees and amortization of debt issuance costs, net of interest income. Interest income was \$1.2 million, \$1.7 million and \$1.9 million for fiscal 2017, 2016 and 2015, respectively.

Income Taxes: The provision for income taxes includes federal, state, local and non-U.S. taxes on income. Tax credits, primarily for non-U.S. earnings, are recognized as a reduction of the provision for income taxes in the year in which they are available for U.S. tax purposes. Deferred taxes are provided on temporary differences between assets and liabilities for financial and tax reporting purposes as measured by enacted tax rates expected to apply when temporary differences are settled or realized. Future tax benefits are recognized to the extent that realization of those benefits is considered to be more likely than not. A valuation allowance is established for deferred tax assets for which realization is not more likely than not of being realized. The Company has not provided for any residual U.S. income taxes on unremitted earnings of non-U.S. subsidiaries as such earnings are intended to be indefinitely reinvested. The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense.

Foreign Currency Translation: The financial statements of the Company's foreign operations are translated into U.S. dollars using the exchange rate at each balance sheet date for assets and liabilities and an appropriate weighted average exchange rate for each applicable period for revenues and expenses. Translation adjustments are reflected in the consolidated balance sheets and consolidated statements of shareholders' equity caption "Accumulated Other Comprehensive Loss."

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

Accumulated Other Comprehensive Loss: The following is a summary of the Company's accumulated other comprehensive loss (in thousands):

	August 31,	
	2017	2016
Foreign currency translation adjustments	\$ 207,804	\$ 228,274
Pension and other postretirement benefit plans, net of tax	19,457	23,549
Accumulated other comprehensive loss	\$ 227,261	\$ 251,823

Use of Estimates: The Company has recorded reserves for customer rebates, returns and discounts, doubtful accounts, inventory, incurred but not reported medical claims, environmental matters, warranty claims, workers compensation claims, product and non-product litigation and incentive compensation. These reserves require the use of estimates and judgment. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The Company believes that such estimates are made with consistent and appropriate assumptions. Actual results may differ from these estimates.

New Accounting Pronouncements

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which includes amendments that require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Under the new guidance, the recognition and measurement of debt issuance costs is not affected. This guidance was adopted on September 1, 2016. As a result of adoption, debt issuance costs of \$3.9 million were reclassified from other long-term assets to long-term debt, net (contra liability) on the balance sheet as of August 31, 2016. In August 2015, the FASB issued ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*, further clarifying that ASU 2015-03 relates only to the presentation of debt issuance costs related to term loans and does not relate to lines-of-credit or revolving. As such, the debt issuance costs related to the Company's revolver remain classified in other long-term assets.

In September 2015, the FASB issued ASU 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments*, which eliminates the requirement to retrospectively account for changes to provisional amounts initially recorded in a business acquisition opening balance sheet. This guidance was adopted on September 1, 2016. The adoption did not have a material impact on the financial statements of the Company.

In October 2016, the FASB issued ASU 2016-16, *Intra-Entity Transfers of Assets Other Than Inventory*, which amends the existing guidance to prohibit immediate recognition of the current and deferred income tax impacts of intra-entity asset transfers. The ASU eliminates this prohibition for all intra-entity asset transfers, except inventory. This guidance was adopted, on a modified retrospective basis, at September 1, 2016. The adoption did not have a material impact on the cumulative retained earnings or on the condensed consolidated financial statements of the Company.

In January 2017, the FASB issued ASU 2017-04, *Simplifying the Test for Goodwill Impairment*, which removes the requirement to compare the implied fair value of goodwill with its carrying amount as part of step 2 of the goodwill impairment test. As a result, under the ASU, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the impairment loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. This guidance was adopted in the fourth quarter of fiscal 2017 in connection with our annual impairment testing, though no impairment charges resulted from our 2017 impairment testing.

In March 2017, the FASB issued ASU 2017-07, *Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, which changes how employers that sponsor defined benefit pension or other postretirement benefit plans present the net periodic benefit cost in the income statement. The new guidance requires the service cost component of net periodic benefit cost to be presented in the same income statement line items as other employee compensation costs arising from services rendered during the period. Other components of the net periodic benefit cost are to be stated separately from service cost and outside of operating income. This guidance is effective for fiscal years beginning after December 15, 2017 (fiscal 2019 for the Company) and interim periods within those annual periods. The amendment is to be applied retrospectively. Due to a majority of the Company's retirement benefit plans being frozen and the net periodic pension cost not being significant, the Company does not believe that adoption of this guidance will have a significant impact on the financial statements of the Company.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

In March 2016, the FASB issued ASU 2016-09, *Stock Compensation: Improvements to Employee Share-Based Payment Accounting*, which will simplify several aspects of accounting for share-based payment transactions. The guidance will require, among other items, that all excess tax deficiencies or benefits be recorded as income tax expense or benefit in the statement of earnings and not in additional paid-in capital (shareholder's equity). This guidance is effective for fiscal years beginning after December 15, 2016 (fiscal 2018 for the Company) and interim periods within those annual periods. The impact of the adoption of this guidance will have the following effects:

- add additional income tax expense (benefit) in the statement of operations which will create volatility in the Company's effective tax rate;
- the Company will no longer reclassify the excess tax benefit from operating activities to financing activities in the consolidated statement of cash flows;
- impact our computation of diluted earnings per share as the Company will exclude the excess tax benefit from the assumed proceeds available to repurchase shares.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*. Under ASU 2014-09 and subsequent updates included in ASU 2016-10, ASU 2016-12 and ASU 2017-13, an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects what it expects to receive in exchange for the goods or services. It also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. This guidance is effective for fiscal years beginning on or after December 15, 2017 (fiscal 2019 for the Company). The Company has begun assessing its various revenue streams to identify performance obligations under these ASUs and the key aspects of the standard that will impact the Company's revenue recognition process. Based upon our preliminary assessments, these standards may impact our allocation of contract revenue between various products and services and the timing of when those revenues are recognized, but do not expect a material or significant impact to amounts recognized. Given the diversity of its commercial arrangements, the Company is continuing to assess the impact these standards may have on its consolidated results of operation, financial position, cash flows and financial statement disclosures.

In February 2016, the FASB issued ASU 2016-02, *Leases*, to increase transparency and comparability among organizations by recognizing all lease transactions (with terms in excess of 12 months) on the balance sheet as a lease liability and a right-of-use asset. This guidance is effective for fiscal years beginning after December 15, 2018 (fiscal 2020 for the Company), including interim periods within those fiscal years. Upon adoption, the lessee will apply the new standard retrospectively to all periods presented or retrospectively using a cumulative effect adjustment in the year of adoption. The Company is currently gathering, documenting and analyzing lease agreements related this ASU and anticipates material additions to the balance sheet upon adoption of right-of-use assets, offset by the associated liabilities, due to our routine use of operating leases over time.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments*, to address how certain cash receipts and cash payments are presented and classified in the statement of cash flows. This update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. This guidance is effective for fiscal years beginning after December 15, 2017 (fiscal 2019 for the Company), including interim periods within those fiscal years. This update will require adoption on a retrospective basis unless it is impracticable to apply. The Company does not believe that this guidance will have a significant impact on its presentation of the statement of cash flows.

Note 2. Director & Officer Transition Charges

During the year-ended August 31, 2017, the Company recorded separation and transition charges of \$7.8 million in connection with the retirement of one director of the Company's Board of Directors and the transition of the Executive Vice President/Chief Financial Officer. The charges were mainly comprised of compensation expense for accelerated equity vesting, severance, outplacement, legal, signing bonus and relocation costs.

Note 3. Restructuring Charges

The Company has committed to various restructuring initiatives including workforce reductions, plant consolidations to reduce manufacturing overhead, satellite office closures, the continued movement of production and product sourcing to low cost alternatives and the centralization and standardization of certain administrative functions. Total restructuring charges for these activities were \$7.2 million and \$14.6 million for the year-ended August 31, 2017 and 2016, respectively and impacted all segments. Liabilities for severance will generally be paid during the next twelve months, while future lease payments related to facilities vacated as a result of restructuring will be paid over the underlying remaining lease terms.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

The following rollforwards summarize restructuring reserve activity by segment (in thousands):

	Year Ended August 31, 2017				
	Industrial	Energy	Engineered Solutions	Corporate	Total
Balance as of August 31, 2016	\$ 1,343	\$ 3,021	\$ 1,863	\$ 46	\$ 6,273
Restructuring charges	1,687	1,942	3,488	111	7,228
Cash payments	(2,384)	(1,460)	(3,582)	(83)	(7,509)
Other non-cash uses of reserve	(436)	(41)	(6)	(44)	(527)
Impact of changes in foreign currency rates	(8)	151	29	—	172
Balance as of August 31, 2017	<u>\$ 202</u>	<u>\$ 3,613</u>	<u>\$ 1,792</u>	<u>\$ 30</u>	<u>\$ 5,637</u>

	Year Ended August 31, 2016				
	Industrial	Energy	Engineered Solutions	Corporate	Total
Balance as of August 31, 2015	\$ —	\$ —	\$ —	\$ —	\$ —
Restructuring charges	3,158	5,544	5,411	458	14,571
Cash payments	(1,772)	(2,345)	(3,199)	(203)	(7,519)
Other non-cash uses of reserve	(54)	(166)	(364)	(209)	(793)
Impact of changes in foreign currency rates	11	(12)	15	—	14
Balance as of August 31, 2016	<u>\$ 1,343</u>	<u>\$ 3,021</u>	<u>\$ 1,863</u>	<u>\$ 46</u>	<u>\$ 6,273</u>

Note 4. Acquisitions

During the fourth quarter of fiscal 2017, the Company signed a definitive agreement to purchase Mirage, a manufacturer of industrial and energy maintenance tools, for approximately \$16 million, plus potential future performance-based consideration. The acquisition is expected to close in the first half of fiscal 2018, pending pre-close conditions.

The Company completed two business acquisitions during the last three years. These acquisitions resulted in the recognition of goodwill in the Company's consolidated financial statements because the purchase prices reflected the future earnings and cash flow potential of these companies, as well as the complementary strategic fit and resulting synergies these businesses bring to existing operations.

The Company makes an initial allocation of the purchase price, at the date of acquisition, based upon the fair value of the acquired assets and assumed liabilities. The Company obtains this information during due diligence and through other sources. If additional information is obtained about these assets and liabilities within the measurement period (not to exceed one year from the date of acquisition), the Company will refine its estimates of fair value and adjust the purchase price allocation accordingly.

Fiscal 2016 Acquisitions:

The Company acquired the stock of Larzep, S.A. ("Larzep") on February 17, 2016 for a purchase price of \$15.9 million, net of cash acquired. This Industrial segment tuck-in acquisition is headquartered in Mallabia, Spain and is a supplier of hydraulic tools and solutions. The purchase price allocation resulted in \$9.7 million of goodwill (which is not deductible for tax purposes) and \$4.8 million of intangible assets, including \$3.6 million of customer relationships and \$1.2 million of tradenames.

The Company also acquired the assets of the Middle East, Caspian and the North African business of FourQuest Energy Inc. ("Pipeline and Process Services") for \$65.5 million on March 30, 2016. This Hydratight tuck-in acquisition was funded with existing cash and expands the geographic presence and service offerings of the Energy segment, including pipeline pre-commissioning, engineering, chemical cleaning and leak testing. The purchase price resulted in \$37.4 million of goodwill (which is not deductible for tax purposes) and \$8.7 million of intangible assets, including \$8.0 million of customer relationships and \$0.7 million of non-compete agreements. During fiscal 2017, goodwill related to this acquisition increased by \$1.1 million as a result of adjustments to reflect the fair value of acquired accounts receivable and accounts payable.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

Total sales in fiscal 2017 and 2016 for these two acquired business were \$32.8 million and \$19.1 million, respectively. The Company incurred acquisition transaction costs of \$2.1 million in fiscal 2016 (included in selling, administrative and engineering expenses in the consolidated statement of operations), related to these two acquisitions.

The following unaudited pro forma operating results give effect to these two acquisitions as though the transactions and related financing activities had occurred on September 1, 2014 (in thousands, except per share amounts).

	2016	2015
Net Sales		
As reported	\$ 1,149,410	\$ 1,249,254
Pro Forma	1,175,304	1,275,965
Net (loss) earnings		
As reported	\$ (105,174)	\$ 19,872
Pro Forma	(100,927)	20,361
Basic (loss) earnings per share		
As reported	\$ (1.78)	\$ 0.32
Pro Forma	(1.71)	0.33
Diluted (loss) earnings per share		
As reported	\$ (1.78)	\$ 0.32
Pro Forma	(1.71)	0.33

Note 5. Divestiture Activities

During the fourth quarter of fiscal 2017, the Company signed a definitive agreement to sell the Viking business (Energy segment) for \$12 million, net of estimated transaction costs and working capital adjustment. The divestiture results in the Company's exit from the offshore mooring market and significantly limits our exposure to upstream, offshore oil & gas. As a result, the Company recognized impairment and other divestiture charges in fiscal 2017 of \$117.0 million, comprised of: (i) \$28.6 million cash charge related to the operating lease buyout of certain rental assets; (ii) non-cash impairment charge of \$85.1 million representing the excess of the net book value of assets held for sale to the anticipated proceeds which includes \$69.0 million related to the recognition in earnings of the cumulative effect of foreign currency rate changes since acquisition and (iii) \$3.3 million of other divestiture charges. The write down of net assets generated an income tax benefit of \$8.1 million in fiscal 2017; see Note 12, "Income Taxes" for further discussion.

The following is a summary of the assets and liabilities held for sale of the Viking business (in thousands):

	August 31, 2017
Accounts receivable, net	\$ 2,426
Inventories, net	190
Property, plant & equipment, net	7,534
Prepaid expenses and other current assets	1,927
Other long-term assets	9,758
Assets held for sale	\$ 21,835
Trade accounts payable	\$ 1,883
Other current liabilities (including divestiture accruals)	1,637
Rental asset lease buyout liability	28,644
Reserve for cumulative translation adjustment	68,919
Liabilities held for sale	\$ 101,083

The results of the Viking business (which had net sales of \$18.7 million and operating loss of \$11.7 million in fiscal 2017) are not material to the consolidated financial results and are included in continuing operations. The sale transaction is expected

to close in the first half of fiscal 2018 (pending regulatory and governmental approvals) and we anticipate recognizing an additional \$15.0 million to \$20.0 million in after tax product line disposal charges upon closing.

On August 25, 2016, the Company completed the divestiture of its Sanlo business (Engineered Solutions segment) for \$9.7 million in cash, net of transaction costs. This divestiture resulted in a \$5.1 million pre-tax loss, but a \$1.6 million gain net of tax. The results of the Sanlo business (which had net sales of \$10.8 million and \$12.4 million in fiscal 2016 and 2015, respectively) are not material to the consolidated financial results and are included in continuing operations.

Note 6. Goodwill, Intangible Assets and Long-Lived Assets

Changes in the gross carrying value of intangible assets and goodwill result from changes in foreign currency exchange rates, business acquisitions, divestitures and impairment charges. The changes in the carrying amount of goodwill for the years ended August 31, 2017 and 2016 are as follows (in thousands):

	Industrial	Energy	Engineered Solutions	Total
Balance as of August 31, 2015	\$ 92,107	\$ 236,450	\$ 279,699	\$ 608,256
Business acquisitions	9,726	36,241	—	45,967
Impairment charge	—	(73,919)	(44,543)	(118,462)
Business divestiture (Sanlo)	—	—	(3,778)	(3,778)
Impact of changes in foreign currency rates	(94)	(11,451)	(1,162)	(12,707)
Balance as of August 31, 2016	101,739	187,321	230,216	519,276
Purchase accounting adjustments	(59)	1,144	—	1,085
Impact of changes in foreign currency rates	\$ 2,195	\$ 365	\$ 7,160	\$ 9,720
Balance as of August 31, 2017	\$ 103,875	\$ 188,830	\$ 237,376	\$ 530,081

The gross carrying amount and accumulated amortization of the Company's intangible assets are as follows (in thousands):

	Weighted Average Amortization Period (Year)	August 31, 2017			August 31, 2016		
		Gross	Accumulated Amortization	Net Book Value	Gross	Accumulated Amortization	Net Book Value
Amortizable intangible assets:							
Customer relationships	15	\$ 263,498	\$ 153,003	\$ 110,495	\$ 292,671	\$ 166,252	\$ 126,419
Patents	10	30,401	24,027	6,374	30,296	22,233	8,063
Trademarks and tradenames	18	21,498	9,396	12,102	21,283	7,936	13,347
Non-compete agreements & other	3	6,672	6,234	438	6,627	5,890	737
Indefinite lived intangible assets:							
Tradenames	N/A	91,080	—	91,080	90,909	—	90,909
		<u>\$ 413,149</u>	<u>\$ 192,660</u>	<u>\$ 220,489</u>	<u>\$ 441,786</u>	<u>\$ 202,311</u>	<u>\$ 239,475</u>

Amortization expense for future years is estimated to be: \$20.4 million in fiscal year 2018, \$19.8 million in fiscal 2019, \$19.2 million in fiscal 2020, \$18.3 million in fiscal 2021, \$16.3 million in fiscal 2022 and \$35.4 million in aggregate thereafter. The future amortization expense amounts represent estimates and may be impacted by future acquisitions, divestitures or changes in foreign currency exchange rates.

Fiscal 2016 Impairment Charge

The prolonged unfavorable conditions in the global oil & gas markets, including additional cuts in projected capital spending by energy customers, reduced exploration, drilling and commissioning activities and excess capacity in the industry (given continued low oil & gas prices) were expected to have an adverse impact on the future financial results of the Cortland and Viking businesses. Accordingly, during the second quarter of fiscal 2016, the Company recognized a \$140.9 million impairment charge (as a result of lower projected future sales and profits) related to the Cortland and Viking businesses.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

The maximatecc business (Engineered Solutions segment), manufactures severe-duty electronic instrumentation including displays and clusters, machine controls and sensors. Weakness in off-highway vehicle and agricultural markets, coupled with challenging overall industrial fundamentals, recent reductions in OEM customer build rates and production schedules (in order to reduce inventory levels) and delays in the start of production by certain European OEMs for new or updated design models resulted in reduced sales and profitability of the maximatecc business. As a result of lower projected sales and profits, during the second quarter of fiscal 2016, the Company recognized a \$45.7 million impairment charge related to the goodwill and intangible assets of the maximatecc business.

A summary of the fiscal 2016 impairment charge by reporting unit is as follows (in thousands):

	<u>Cortland</u>	<u>Viking</u>	<u>maximatecc</u>	<u>Total</u>
Goodwill	\$ 34,502	\$ 39,099	\$ 44,521	\$ 118,122
Indefinite lived intangible assets	2,211	13,289	1,153	16,653
Amortizable intangible assets	—	27,952	—	27,952
Fixed assets	—	23,784	—	23,784
	<u>\$ 36,713</u>	<u>\$ 104,124</u>	<u>\$ 45,674</u>	<u>\$ 186,511</u>

Fiscal 2015 Impairment Charge

The dramatic decline in oil prices in 2015 caused a slowdown in upstream oil & gas activity as asset owners hesitated on starting new oil & gas exploration drilling and development projects, while certain existing projects were deferred or canceled and capital spending was reduced. As a result of these unfavorable market conditions, in fiscal 2015 the Company recognized an \$84.4 million impairment charge related to the write-down of goodwill and indefinite lived intangible assets of the Cortland and Viking businesses. The impairment charge consisted of a \$78.5 million impairment of goodwill and a \$6.4 million impairment of indefinite lived intangible assets (tradenames).

Note 7. Debt

The following is a summary of the Company's long-term indebtedness (in thousands):

	<u>August 31,</u>	
	<u>2017</u>	<u>2016</u>
Senior Credit Facility		
Revolver	\$ —	\$ —
Term Loan	277,500	296,250
	<u>277,500</u>	<u>296,250</u>
5.625% Senior Notes	287,559	288,059
Total Senior Indebtedness	<u>565,059</u>	<u>584,309</u>
Less: current maturities of long-term debt	(30,000)	(18,750)
Debt issuance costs	(3,119)	(3,878)
Total long-term debt, less current maturities	<u>\$ 531,940</u>	<u>\$ 561,681</u>

The Company's Senior Credit Facility matures on May 8, 2020, provides a \$600 million revolver, a \$300 million term loan and a \$450 million expansion option, subject to certain conditions. Borrowings are subject to a pricing grid, which can result in increases or decreases to the borrowing spread, depending on the Company's leverage ratio, ranging from a spread of 1.00% to 2.25% in the case of loans bearing interest at LIBOR and from 0.00% to 1.25% in the case of loans bearing interest at the base rate. As of August 31, 2017, the borrowing spread on LIBOR based borrowings was 2.00% (aggregating to a 3.25% variable rate borrowing cost on the outstanding term loan balance). In addition, a non-use fee is payable quarterly on the average unused credit line under the revolver ranging from 0.15% to 0.35% per annum. As of August 31, 2017, the unused credit line under the revolver was \$597.0 million, of which \$101.5 million was available for borrowings. Quarterly term loan principal payments of \$3.8 million began on June 30, 2016, increased to \$7.5 million per quarter on June 30, 2017 and extend through March 31, 2020, with the remaining principal due at maturity. The Senior Credit Facility, which is secured by substantially all of the Company's domestic personal property assets, also contains customary limits and restrictions concerning investments, sales of assets, liens on assets, dividends and other payments. The two financial covenants included in the Senior Credit Facility agreement are a maximum leverage ratio of 3.75:1 and a minimum interest coverage ratio of 3.50:1. The Company was in compliance with all financial covenants at August 31, 2017.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

On April 16, 2012, the Company issued \$300 million of 5.625% Senior Notes due 2022 (the “Senior Notes”). The Senior Notes require no principal installments prior to their June 15, 2022 maturity, require semiannual interest payments in December and June of each year and contain certain financial and non-financial covenants. The Senior Notes include a call feature that allows the Company to repurchase them anytime on or after June 15, 2017 at stated redemption prices (ranging from 100.0% to 102.8%), plus accrued and unpaid interest. The Company repurchased \$0.5 million and \$12 million of the Senior Notes during fiscal 2017 and 2015, respectively.

The Company made cash interest payments of \$27.1 million, \$27.2 million and \$24.8 million in fiscal 2017, 2016 and 2015, respectively.

Note 8. Fair Value Measurements

The Company assesses the inputs used to measure the fair value of financial assets and liabilities using a three-tier hierarchy. Level 1 inputs include quoted prices for identical instruments and are the most observable. Level 2 inputs include quoted prices for similar assets and observable inputs such as interest rates, foreign currency exchange rates, commodity rates and yield curves. Level 3 inputs are not observable in the market and include management’s own judgments about the assumptions market participants would use in pricing the asset or liability.

The fair value of the Company’s cash and cash equivalents, accounts receivable, accounts payable and its variable rate long-term debt approximated book value at August 31, 2017 and 2016 due to their short-term nature and the fact that the interest rates approximated year-end market rates. Foreign currency exchange contracts are recorded at fair value. The fair value of the Company’s foreign currency exchange contracts was a net liability of \$0.2 million and \$0.7 million at August 31, 2017 and 2016, respectively. The fair value of the foreign currency exchange contracts was based on quoted inactive market prices and is therefore classified as Level 2 within the valuation hierarchy. The fair value of the Company’s outstanding 5.625% Senior Notes was \$295.8 million and \$299.6 million at August 31, 2017 and 2016, respectively. The fair value of the Senior Notes was based on quoted inactive market prices and are therefore classified as Level 2 within the valuation hierarchy.

Note 9. Derivatives

All derivatives are recognized in the balance sheet at their estimated fair value. On the date the Company enters into a derivative contract, it designates the derivative as a hedge of a recognized asset or liability (fair value hedge) or a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge). The Company does not enter into derivatives for speculative purposes. Changes in the value of fair value hedges and non-designated hedges are recorded in earnings along with the gain or loss on the hedged asset or liability, while changes in the value of cash flow hedges are recorded in accumulated other comprehensive loss, until earnings are affected by the variability of cash flows.

The Company is exposed to market risk for changes in foreign currency exchange rates due to the global nature of its operations. In order to manage this risk the Company has historically hedged portions of its forecasted inventory purchases and other cash flows that are denominated in non-functional currencies (cash flow hedges). However, there were no cash flow hedges outstanding at August 31, 2017 and 2016.

The Company also utilizes forward foreign currency exchange contracts to reduce the exchange rate risk associated with recognized non-functional currency balances. The effects of changes in exchange rates are reflected concurrently in earnings for both the fair value of the foreign currency exchange contracts and the related non-functional currency asset or liability. The U.S. dollar equivalent notional value of these short duration foreign currency forward contracts (fair value hedges or non-designated hedges) was \$22.0 million and \$143.4 million, at August 31, 2017 and 2016, respectively. The fair value of outstanding foreign currency exchange contracts was a liability of \$0.2 million and \$0.7 million at August 31, 2017 and 2016, respectively. Net foreign currency losses related to these derivative instruments are as follows (in thousands):

	Year Ended August 31,		
	2017	2016	2015
Foreign currency losses, net	\$ (2,962)	\$ (1,520)	\$ (95)

Note 10. Leases

The Company leases certain facilities, computers, equipment and vehicles under various lease agreements generally over periods of one to twenty years. Under most arrangements, the Company pays the property taxes, insurance, maintenance and

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

expenses related to the leased property. Many of the leases include provisions that enable the Company to renew the lease based upon fair value rental rates on the date of expiration of the initial lease.

As of August 31, 2017, future obligations under non-cancelable operating leases were as follows: \$28.0 million in fiscal 2018; \$22.9 million in fiscal 2019; \$18.6 million in fiscal 2020; \$13.3 million in fiscal 2021; \$10.7 million in fiscal 2022; and \$12.7 million in aggregate thereafter. Total rental expense under operating leases was \$37.4 million, \$37.6 million and \$35.7 million in fiscal 2017, 2016 and 2015, respectively.

As discussed in Note 16, "Commitments and Contingencies" the Company remains contingently liable for lease payments under leases of businesses that it previously divested or spun off.

Note 11. Employee Benefit Plans

U.S. Defined Benefit Pension Plans

All of the U.S. defined benefit pension plans are frozen, and as a result, plan participants no longer earn additional benefits. The following table provides detail of changes in the projected benefit obligations, the fair value of plan assets and the funded status of the Company's U.S. defined benefit pension plans as of the respective August 31 measurement date (in thousands):

	<u>2017</u>	<u>2016</u>
Reconciliation of benefit obligations:		
Benefit obligation at beginning of year	\$ 50,409	\$ 45,612
Interest cost	1,690	1,970
Actuarial (gain) loss	(1,997)	5,604
Benefits paid	(3,296)	(2,777)
Benefit obligation at end of year	<u>\$ 46,806</u>	<u>\$ 50,409</u>
Reconciliation of plan assets:		
Fair value of plan assets at beginning of year	\$ 39,489	\$ 39,181
Actual return on plan assets	3,599	2,687
Company contributions	235	398
Benefits paid from plan assets	(3,296)	(2,777)
Fair value of plan assets at end of year	<u>40,027</u>	<u>39,489</u>
Funded status of the plans (underfunded)	<u>\$ (6,779)</u>	<u>\$ (10,920)</u>

The following table provides detail on the Company's domestic net periodic benefit income (in thousands):

	Year ended August 31,		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Interest cost	\$ 1,690	\$ 1,970	\$ 1,920
Expected return on assets	(2,867)	(2,997)	(3,143)
Amortization of actuarial loss	1,141	837	828
Net periodic benefit income	<u>\$ (36)</u>	<u>\$ (190)</u>	<u>\$ (395)</u>

At August 31, 2017 and 2016, \$16.0 million and \$18.4 million, respectively, of pension plan actuarial losses, which have not yet been recognized in net periodic benefit cost, were included in accumulated other comprehensive loss, net of income taxes. During fiscal 2018, \$0.7 million of these net of tax actuarial losses are expected to be recognized in net periodic benefit cost.

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Weighted-average assumptions used to determine U.S. pension plan obligations as of August 31 and weighted-average assumptions used to determine net periodic benefit cost for the years ended August 31 are as follows:

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Assumptions for benefit obligations:			
Discount rate	3.60%	3.45%	4.45%
Assumptions for net periodic benefit cost:			
Discount rate	3.45%	4.45%	4.15%
Expected return on plan assets	7.15%	7.40%	7.50%

The Company employs a total return on investment approach for its pension plan assets whereby a mix of equity and fixed income investments are used to maximize the long-term return for plan assets, at a prudent level of risk. The investment portfolio contains a blend of equity and fixed income investments. Within the equity allocation, a blend of growth and value investments is maintained in a variety of market capitalizations and diversified between U.S. and non-U.S. stocks. The Company's targeted asset allocation as a percentage of total plan assets is 60% - 80% in equity securities, with the remainder invested in fixed income securities and cash. Cash balances are maintained at levels adequate to meet near-term plan expenses and benefit payments. Investment risk is measured and monitored on an ongoing basis. At August 31, 2017, the Company's overall expected long-term rate of return for assets in U.S. pension plans was 7.00%. The expected long-term rate of return is based on the portfolio as a whole and not on the sum of the returns on individual asset categories. The target return is based on historical returns adjusted to reflect the current view of the long-term investment market.

The fair value of all U.S. pension plan assets is determined based on quoted market prices and therefore all plan assets are determined based on Level 1 inputs, except for fixed income securities which are valued based on Level 2 inputs, as defined in Note 8, "Fair Value Measurements." The U.S. pension plan investment allocations by asset category were as follows (in thousands):

	<u>Year Ended August 31,</u>			
	<u>2017</u>	<u>%</u>	<u>2016</u>	<u>%</u>
Cash and cash equivalents	\$ 395	1.0%	\$ 347	0.9%
Fixed income securities:				
Corporate bonds	8,475	21.2	8,372	21.2
Mutual funds	3,139	7.8	3,351	8.5
	<u>11,614</u>	<u>29.0</u>	<u>11,723</u>	<u>29.7</u>
Equity securities:				
Mutual funds	28,018	70.0	27,419	69.4
Total plan assets	<u>\$ 40,027</u>	<u>100.0%</u>	<u>\$ 39,489</u>	<u>100.0%</u>

Projected benefit payments from plan assets to participants in the Company's U.S. pension plans are \$2.9 million per year for each of the next five years and \$14.6 million in aggregate for the following five years.

Foreign Defined Benefit Pension Plans

The Company has ten foreign defined benefit pension plans which cover certain existing and former employees of businesses outside the U.S. Most of the participants in the foreign defined benefit pension plans are current employees and are earning additional benefits. The funded status of these plans is summarized as follows (in thousands):

	<u>August 31,</u>	
	<u>2017</u>	<u>2016</u>
Benefit obligation	\$ 14,645	\$ 16,808
Fair value of plan assets	7,950	8,502
Funded status of plans (underfunded)	<u>\$ (6,695)</u>	<u>\$ (8,306)</u>

Net periodic benefit cost for these foreign plans was \$1.0 million, \$0.7 million and \$1.0 million in fiscal 2017, 2016 and 2015, respectively. The weighted average discount rate utilized for determining the benefit obligation at August 31, 2017 and 2016 was 2.3% and 1.9%, respectively. The plan assets of these foreign pension plans consist primarily of participating units in

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

fixed income and equity securities and insurance contracts. The Company's overall expected long-term rate of return on these investments is 4.6%. During fiscal 2018, the Company anticipates contributing \$0.4 million to these pension plans.

Projected benefit payments from plan assets to participants in the these foreign plans are \$0.3 million for fiscal 2018, \$0.3 million for fiscal 2019, \$0.4 million for fiscal 2020, \$0.5 million for fiscal 2021, \$0.6 million for fiscal 2022 and \$2.6 million in aggregate for the following five years.

Other Postretirement Health Benefit Plans

The Company provides other postretirement health benefits ("OPEB") to certain existing and former employees of domestic businesses it acquired, who were entitled to such benefits prior to acquisition. These unfunded plans had a benefit obligation of \$3.8 million and \$4.0 million at August 31, 2017 and 2016, respectively. These obligations are determined utilizing assumptions consistent with those used for our U.S. pension plans and a health care cost trend rate of 7.3%, trending downward to 5.0% by the year 2026, and remaining level thereafter. Net periodic benefit (income) costs for other postretirement benefits was less than \$0.2 million for each of the fiscal years ended August 31, 2017, 2016 and 2015. Benefit payments from the plan are funded through participant contributions and Company contributions and are projected to be \$0.3 million in fiscal 2018.

Defined Contribution Benefit Plans

The Company maintains a 401(k) plan for substantially all full time U.S. employees (the "401(k) Plan"). Under plan provisions, the Company can fund either cash or issue new shares of Class A common stock for its contributions. Amounts are allocated to accounts set aside for each employee's retirement. Employees generally may contribute up to 50% of their compensation to individual accounts within the 401(k) Plan. While contributions vary, the Company generally makes core contributions to employee accounts equal to 3% of each employee's eligible annual cash compensation, subject to IRS limitations. In addition, the Company matches approximately 25% of each employee's contribution up to 6% of the employee's eligible compensation. The Company also maintains a Restoration Plan that allows eligible highly compensated employees (as defined by the Internal Revenue Code) to receive a core contribution as if no IRS limits were in place. Company contributions to the Restoration Plan are made in the form of Actuant common stock and are contributed into each eligible participant's deferred compensation plan account. Expense recognized related to the 401(k) plan totaled \$4.7 million, \$4.4 million and \$4.3 million for the years ended August 31, 2017, 2016 and 2015, respectively.

In addition to the 401(k) plan, the Company sponsors a non-qualified supplemental executive retirement plan ("the SERP Plan"). The SERP Plan is an unfunded defined contribution plan that covers certain executive employees and has an annual contribution formula based on age and years of service (with Company contributions ranging from 3% to 6% of eligible wages). This unfunded plan had a \$1.6 million obligation at both August 31, 2017 and 2016, respectively. Expense recognized for the SERP Plan was \$0.3 million per year for fiscal 2017, 2016 and 2015.

Deferred Compensation Plan

The Company maintains a deferred compensation plan to allow eligible U.S. employees to defer receipt of current cash compensation in order to provide future savings benefits. Eligibility is limited to employees that earn compensation that exceeds certain pre-defined levels. Participants have the option to invest their deferrals in a fixed income investment, in Company common stock, or a combination of the two. The fixed income portion of the plan is unfunded, and therefore all compensation deferred under the plan is held by the Company and commingled with its general assets. Liabilities of \$20.9 million and \$22.2 million are included in the consolidated balance sheets at August 31, 2017 and 2016, respectively, to reflect the unfunded portion of the deferred compensation liability. The Company recorded expense in "Financing costs, net" of \$1.6 million, \$1.6 million and \$1.8 million for the years ended August 31, 2017, 2016 and 2015, respectively, for non-funded interest on participant deferrals in the fixed income investment option. Company common stock contributions to fund the plan are held in a rabbi trust, accounted for in a manner similar to treasury stock and are recorded at cost in "Stock held in trust" within shareholders' equity with the corresponding deferred compensation liability also recorded within shareholders' equity. Since no investment diversification is permitted within the trust, changes in fair value of Actuant common stock are not recognized.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

Note 12. Income Taxes

Income tax (benefit) expense is summarized as follows (in thousands):

	Year ended August 31,		
	2017	2016	2015
Currently payable:			
Federal	\$ (14,769)	\$ 2,205	\$ (126)
Foreign	15,665	11,838	21,200
State	(850)	912	(1,616)
	<u>46</u>	<u>14,955</u>	<u>19,458</u>
Deferred:			
Federal	603	(12,470)	(4,416)
Foreign	(16,837)	(23,797)	(9,199)
State	(290)	(3,858)	(324)
	<u>(16,524)</u>	<u>(40,125)</u>	<u>(13,939)</u>
Income tax (benefit) expense	<u>\$ (16,478)</u>	<u>\$ (25,170)</u>	<u>\$ 5,519</u>

Income tax (benefit) expense recognized in the accompanying consolidated statements of operations differs from the amounts computed by applying the federal income tax rate to (loss) earnings before income tax (benefit) expense. A reconciliation of income taxes at the federal statutory rate to the effective tax rate is summarized in the following table:

	Year ended August 31,		
	2017	2016	2015
Federal statutory rate	35.0%	35.0%	35.0%
State income taxes, net of Federal effect	1.1	1.2	(0.2)
Net effects of foreign tax rate differential and credits ⁽¹⁾	(2.7)	1.6	(58.4)
Domestic manufacturing deduction	0.6	0.3	(5.1)
Foreign branch currency (gains) losses	(0.3)	4.9	—
Impairment and other divestiture charges ⁽²⁾	(11.2)	(27.0)	78.6
Valuation allowance additions and releases ⁽³⁾	(16.2)	(0.7)	15.5
Changes in liability for unrecognized tax benefits ⁽⁴⁾	(3.7)	(0.9)	(42.1)
Taxable liquidation of foreign subsidiaries ⁽⁵⁾	22.1	—	—
Foreign non-deductible expenses	(4.6)	—	—
Changes in tax rates	(2.1)	—	—
Business divestitures	—	3.9	—
Other items	1.9	1.0	(1.6)
Effective income tax rate	<u>19.9%</u>	<u>19.3%</u>	<u>21.7%</u>

⁽¹⁾ During fiscal 2015, the Company generated \$10.0 million of foreign tax credits, the result of a non-recurring non-permanent loan from a foreign subsidiary (which were utilized to reduce fiscal 2015 tax obligations) and had a higher proportion of non-U.S. earnings.

⁽²⁾ Fiscal 2017, 2016 and fiscal 2015 net (loss) earnings include \$117.0 million, \$186.5 million and \$84.4 million, respectively, in impairment and other divestiture charges related to goodwill, intangible assets, tangible assets and the cumulative effect of foreign currency rate changes of which \$47.9 million, \$68.0 million and \$6.3 million, respectively, are deductible for income tax purposes.

⁽³⁾ Incremental valuation allowances of \$15.1 million and \$5.7 million were recorded in fiscal 2017 and 2015, respectively, due to uncertainty regarding utilization of foreign operating loss carryforwards, which were partially offset by a reduction of \$0.6 million and \$2.3 million of reserves for fiscal 2017 and 2015, respectively.

⁽⁴⁾ The liability for unrecognized tax benefits decreased \$9.5 million in fiscal 2015 primarily due to settlements and lapsing of tax audit statutes.

⁽⁵⁾ During fiscal 2017, the Company generated a net benefit of \$14.9 million, the result of taxable liquidations of foreign subsidiaries.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

Temporary differences and carryforwards that gave rise to deferred tax assets and liabilities include the following items (in thousands):

	August 31,	
	2017	2016
Deferred income tax assets:		
Operating loss and tax credit carryforwards	\$ 41,985	\$ 36,761
Compensation related liabilities	17,319	25,086
Postretirement benefits	14,359	8,727
Inventory	2,958	3,044
Book reserves and other items	14,224	8,317
Total deferred income tax assets	<u>90,845</u>	<u>81,935</u>
Valuation allowance	(22,671)	(8,147)
Net deferred income tax assets	<u>68,174</u>	<u>73,788</u>
Deferred income tax liabilities:		
Depreciation and amortization	(77,548)	(83,020)
Other items	(1,910)	(5,493)
Deferred income tax liabilities	<u>(79,458)</u>	<u>(88,513)</u>
Net deferred income tax liability	<u>\$ (11,284)</u>	<u>\$ (14,725)</u>

The Company has \$62.7 million of state loss carryforwards, which are available to reduce future state tax liabilities. These state net operating loss carryforwards expire at various times through 2037. The Company also has \$112.0 million of foreign loss carryforwards which are available to reduce certain future foreign tax liabilities. Approximately one-half of the foreign loss carryforwards are not subject to any expiration dates, while the other balances expire at various times through 2027. The valuation allowance represents a reserve for deferred tax assets, including loss carryforwards, for which utilization is uncertain.

Changes in the Company's gross liability for unrecognized tax benefits, excluding interest and penalties, are as follows (in thousands):

	2017	2016	2015
Beginning balance	\$ 29,174	\$ 29,924	\$ 39,509
Increases based on tax positions related to the current year	6,057	1,050	2,183
Increase for tax positions taken in a prior period	297	475	8,935
Decrease for tax positions taken in a prior period	(627)	—	(633)
Decrease due to lapse of statute of limitations	(4,008)	(1,027)	(4,464)
Decrease due to settlements	—	—	(14,180)
Changes in foreign currency exchange rates	553	(1,248)	(1,426)
Ending balance	<u>\$ 31,446</u>	<u>\$ 29,174</u>	<u>\$ 29,924</u>

Substantially all of these unrecognized tax benefits, if recognized, would impact the effective income tax rate. As of August 31, 2017, 2016 and 2015, the Company recognized \$2.9 million, \$2.3 million and \$1.8 million, respectively for interest and penalties related to unrecognized tax benefits. The Company recognizes interest and penalties related to underpayment of income taxes as a component of income tax expense. With few exceptions, the Company is no longer subject to U.S. federal, state and foreign income tax examinations by tax authorities in major tax jurisdictions for years prior to fiscal 2007. The Company believes it is reasonably possible that the total amount of unrecognized tax benefits could decrease by up to \$4.6 million throughout fiscal 2018.

The Company's policy is to remit earnings from foreign subsidiaries only to the extent the remittance does not result in an incremental U.S. tax liability. Accordingly, the Company does not currently provide for the additional U.S. and foreign income taxes which would become payable upon remission of undistributed earnings of foreign subsidiaries. Undistributed earnings on which additional income taxes have not been provided amounted to \$213.7 million at August 31, 2017. If all such undistributed earnings were no longer permanently reinvested, the Company would incur additional tax expense of \$21.7 million to record the related deferred tax liability.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Loss) earnings before income taxes, are summarized as follows (in thousands):

	Year Ended August 31,		
	2017	2016	2015
Domestic	\$ 12,635	\$ (19,182)	\$ 14,593
Foreign	(95,326)	(111,162)	10,798
	\$ (82,691)	\$ (130,344)	\$ 25,391

Both domestic and foreign pre-tax earnings are impacted by changes in operating earnings, acquisition and divestiture activities, restructuring charges and the related benefits, growth investments, debt levels and the impact of changes in foreign currency exchange rates. In fiscal 2017, domestic earnings included \$7.8 million of transition costs while foreign earnings included \$117.0 million of impairment and other divestiture charges. In fiscal 2016, domestic earnings included a non-cash impairment charge of \$49.0 million and a \$5.1 million loss on the Sanlo divestiture while foreign earnings included a \$137.5 million non-cash impairment charge. Fiscal 2015 domestic and foreign earnings included a non-cash impairment charge of \$20.3 million and \$64.1 million, respectively. Approximately 63%, 53% and 68% of pre-tax earnings (excluding impairment and other divestiture charges) were generated in foreign jurisdictions with tax rates lower than the U.S. federal income tax rate during fiscal 2017, 2016 and 2015, respectively.

Cash paid for income taxes, net of refunds totaled \$11.8 million, \$21.4 million, and \$26.4 million (including tax due on divestitures) during the years ended August 31, 2017, 2016 and 2015, respectively.

Note 13. Capital Stock and Share Repurchases

The authorized common stock of the Company as of August 31, 2017 consisted of 168,000,000 shares of Class A common stock, 0.20 par value, of which 80,200,110 shares were issued and 59,760,676 outstanding; 1,500,000 shares of Class B common stock, 0.20 par value, none of which were issued and outstanding; and 160,000 shares of cumulative preferred stock, 1.00 par value ("preferred stock"), none of which have been issued. Holders of both classes of the Company's common stock are entitled to dividends, as the Company's Board of Directors may declare out of funds legally available, subject to any contractual restrictions on the payment of dividends or other distributions on the common stock. If the Company were to issue any of its preferred stock, no dividends could be paid or set apart on shares of common stock, unless paid in common stock, until dividends on all of the issued and outstanding shares of preferred stock had been paid or set apart for payment and provision had been made for any mandatory sinking fund payments.

The Company's Board of Directors approved four separate authorizations (September 2011, March 2014, October 2014 and March 2015) to repurchase up to 7,000,000 shares each of the Company's outstanding common stock. At August 31, 2017, cumulative shares repurchased under these authorizations totaled 20,439,434, leaving 7,560,566 shares authorized for future buy backs.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

Earnings Per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share (in thousands, except per share amounts):

	Year Ended August 31,		
	2017	2016	2015
Numerator:			
Net (loss) earnings	\$ (66,213)	\$ (105,174)	\$ 19,872
Denominator:			
Weighted average common shares outstanding - basic	59,436	59,010	61,262
Net effect of dilutive securities - stock based compensation plans	—	—	793
Weighted average common shares outstanding - diluted	59,436	59,010	62,055
Basic (Loss) Earnings Per Share:	\$ (1.11)	\$ (1.78)	\$ 0.32
Diluted (Loss) Earnings Per Share:	\$ (1.11)	\$ (1.78)	\$ 0.32

Anti-dilutive securities- stock based compensation plans (excluding from earnings per share calculation) (1)	4,482	4,832	2,056
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⁽¹⁾ As a result of the impairment and other divestiture charges which caused a net loss in fiscal 2017 and 2016, shares from stock based compensation plans are excluded from the calculation of diluted earnings (loss) per share, as the result would be anti-dilutive.

Note 14. Stock Plans

Stock options may be granted to key employees and directors under the Actuant Corporation 2017 Omnibus Incentive Plan (the "Plan"). At August 31, 2017, 4,325,000 shares of Class A common stock were authorized for issuance under the plan plus an additional 1,800,000 shares being registered to cover shares, if any, that become issuable, pursuant to the terms of the Plan, upon the expiration, cancellation or forfeiture of existing awards under our previously registered stock plans, of which 4,524,027 shares were available for future award grants. The Plan permits the Company to grant share-based awards, including stock options, restricted stock, restricted stock units and performance shares (the "Performance Shares") to employees and directors. Options generally have a maximum term of ten years, an exercise price equal to 100% of the fair market value of the Company's common stock at the date of grant and generally vest 50% after three years and 100% after five years. The Company's restricted stock grants prior to 2017 generally have similar vesting provisions as options while grants thereafter generally vest 33% after one year, 66% after two years and 100% after three years. The Performance Shares include a three-year performance period, with vesting based 50% on achievement of an absolute free cash flow conversion target and 50% on the Company's total shareholder return ("TSR") relative to the S&P 600 SmallCap Industrial index. The provisions of share-based awards may vary by individual grant with respect to vesting period, dividend and voting rights, performance conditions and forfeitures.

A summary of stock option activity during fiscal 2017 is as follows:

	Shares	Weighted-Average Exercise Price (Per Share)	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding on September 1, 2016	3,478,062	\$ 23.96		
Granted	307,390	26.95		
Exercised	(461,355)	21.65		
Forfeited	(132,467)	28.34		
Outstanding on August 31, 2017	3,191,630	\$ 24.40	4.8	\$ 5.6 million
Exercisable on August 31, 2017	2,340,204	\$ 24.22	3.6	\$ 5.0 million

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

Intrinsic value is the difference between the market value of the stock at August 31, 2017 and the exercise price which is aggregated for all options outstanding and exercisable. A summary of the weighted-average grant-date fair value of options, total intrinsic value of options exercised, and cash receipts from options exercised is summarized below (in thousands, except per share amounts):

	Year Ended August 31,		
	2017	2016	2015
Weighted-average fair value of options granted (per share) \$	11.88	\$ 8.63	\$ 8.35
Intrinsic value of options exercised	2,208	989	366
Cash receipts from exercise of options	7,762	3,564	1,147

A summary of restricted stock activity (including Performance Shares) during fiscal 2017 is as follows:

	Number of Shares	Weighted-Average Fair Value at Grant Date (Per Share)
Outstanding on August 31, 2016	1,353,505	\$25.21
Granted	474,071	26.13
Forfeited	(76,338)	27.01
Vested	(460,790)	26.65
Outstanding on August 31, 2017	<u>1,290,448</u>	24.95

As of August 31, 2017, there was \$23.3 million of total unrecognized compensation cost related to share-based awards, including stock options and restricted stock awards/units, which will be recognized over a weighted average period of 2.7 years. The total fair value of share-based awards that vested during the fiscal years ended August 31, 2017 and 2016 was \$16.1 million and \$12.4 million, respectively.

The Company generally records compensation expense over the vesting period for restricted stock awards based on the market value of Actuant common stock on the grant date. Stock based compensation expense is determined using a binomial pricing model for options. The fair value of Performance Shares with market vesting conditions is determined utilizing a Monte Carlo simulation model. Assumptions used to determine the fair value of each option were based upon historical data and standard industry valuation practices and methodology. The following weighted-average assumptions were used in each fiscal year:

	Fiscal Year Ended August 31,		
	2017	2016	2015
Dividend yield	0.15%	0.19%	0.15%
Expected volatility	38.12%	38.06%	37.80%
Risk-free rate of return	2.42%	2.06%	1.19%
Expected forfeiture rate	11%	13%	14%
Expected life	7.6 years	6.1 years	6.1 years

Note 15. Business Segment, Geographic and Customer Information

The Company is a global manufacturer of a broad range of industrial products and systems and is organized into three reportable segments: Industrial, Energy and Engineered Solutions. The Industrial segment is primarily involved in the design, manufacture and distribution of branded hydraulic and mechanical tools to the maintenance, industrial, infrastructure and production automation markets. The Energy segment provides joint integrity products and services, customized offshore vessel mooring solutions, as well as rope and cable solutions to the global oil & gas, power generation and other markets. The Engineered Solutions segment provides highly engineered position and motion control systems to original equipment manufacturers (“OEM”) in various on and off-highway vehicle markets, as well as a variety of other products to the industrial and agricultural markets.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

The following tables summarize financial information by reportable segment and product line (in thousands):

	Year Ended August 31,		
	2017	2016	2015
Net Sales by Reportable Product Line & Segment:			
Industrial Segment:			
Industrial Tools	\$ 335,569	\$ 314,832	\$ 355,170
Heavy Lifting Technology	44,186	44,985	47,294
	<u>379,755</u>	<u>359,817</u>	<u>402,464</u>
Energy Segment:			
Energy Maintenance & Integrity	225,716	278,881	246,357
Other Energy Services	83,878	113,849	165,518
	<u>309,594</u>	<u>392,731</u>	<u>411,875</u>
Engineered Solutions Segment:			
On-Highway	215,831	209,575	220,889
Agriculture, Off-Highway and Other	190,604	187,287	214,026
	<u>406,435</u>	<u>396,862</u>	<u>434,915</u>
	<u>\$ 1,095,784</u>	<u>\$ 1,149,410</u>	<u>\$ 1,249,254</u>
Operating (Loss) Profit:			
Industrial	\$ 84,936	\$ 79,773	\$ 105,652
Energy ⁽¹⁾	(119,020)	(107,528)	(41,351)
Engineered Solutions ⁽²⁾	16,883	(42,991)	19,789
General Corporate	(33,035)	(29,471)	(30,536)
	<u>\$ (50,236)</u>	<u>\$ (100,217)</u>	<u>\$ 53,554</u>
Depreciation and Amortization:			
Industrial	\$ 7,583	\$ 8,175	\$ 8,257
Energy	18,943	21,944	26,532
Engineered Solutions	14,572	15,910	16,652
General Corporate	2,012	1,749	1,798
	<u>\$ 43,110</u>	<u>\$ 47,777</u>	<u>\$ 53,239</u>
Capital Expenditures			
Industrial	\$ 6,566	\$ 2,570	\$ 1,249
Energy	12,076	9,355	11,864
Engineered Solutions	6,857	5,974	8,472
General Corporate	2,696	2,310	931
	<u>\$ 28,195</u>	<u>\$ 20,209</u>	<u>\$ 22,516</u>

(1) Energy segment operating (loss) profit includes impairment and other divestiture charges of \$117.0 million, \$140.9 million and \$84.4 million in fiscal 2017, 2016 and 2015, respectively.

(2) Engineered Solutions segment operating profit (loss) includes an impairment charge of \$45.7 million in fiscal 2016 and a \$5.1 million loss on the Sanlo divestiture.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

	August 31,	
	2017	2016
Assets:		
Industrial	\$ 329,134	\$ 308,222
Energy	482,963	479,169
Engineered Solutions	531,068	493,840
General Corporate	173,790	157,429
	\$ 1,516,955	\$ 1,438,660

In addition to the impact of changes in foreign currency exchange rates, the comparability of segment and product line information is impacted by acquisition/divestiture activities, impairment charges, restructuring costs and related benefits. Corporate assets, which are not allocated, principally represent cash and cash equivalents, capitalized debt issuance costs and deferred income taxes.

The following tables summarize net sales and long-lived assets (fixed assets and other long-term assets, excluding deferred tax assets and debt issuance costs) by geographic region (in thousands):

	Year Ended August 31,		
	2017	2016	2015
Net Sales:			
United States	\$ 480,801	\$ 477,670	\$ 526,061
Netherlands	130,724	143,517	139,432
United Kingdom	84,106	115,183	113,743
Australia	38,924	62,779	94,319
UAE	39,974	55,906	44,211
All other	321,255	294,355	331,489
	\$ 1,095,784	\$ 1,149,410	\$ 1,249,254

	August 31,	
	2017	2016
Long-lived Assets:		
United States	\$ 36,254	\$ 32,205
China	16,332	16,863
Netherlands	9,134	8,027
UAE	8,451	8,399
United Kingdom	5,467	9,914
Australia	1,286	15,399
All other	21,410	34,399
	\$ 98,334	\$ 117,179

The Company's largest customer accounted for less than 3% of sales in each of the last three fiscal years. Export sales from domestic operations were approximately 6% of total net sales in each of the periods presented. In fiscal 2017, sales of products contributed approximately 82% of consolidated net sales, with the remaining revenue generated from engineering and technical manpower services, rental contracts and other sources. We provide certain Energy segment customers bundled products, services and rental assets. Further, our systems do not allocate costs between these sales categories. As a result, it is neither practical nor cost effective to disaggregate revenue and cost of sales separately for product sales, rental income and service revenue.

Note 16. Commitments and Contingencies

The Company had outstanding letters of credit of \$14.5 million and \$17.8 million at August 31, 2017 and 2016, respectively, the majority of which relate to commercial contracts and self-insured workers compensation programs.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

The Company is a party to various legal proceedings that have arisen in the normal course of its business. These legal proceedings typically include product liability, environmental, labor, patent and other disputes. The Company has recorded reserves for loss contingencies based on the specific circumstances of each case. Such reserves are recorded when it is probable that a loss has been incurred and can be reasonably estimated. In the opinion of management, the resolution of these contingencies are not expected to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

The Company remains contingently liable for lease payments under leases of businesses that it previously divested or spun-off, in the event that such businesses are unable to fulfill their future lease payment obligations. The discounted present value of future minimum lease payments for these leases was \$13.5 million using a weighted average discount rate of 2.29% at August 31, 2017 (including \$10.7 million related to the former Electrical segment).

The Company has facilities in numerous geographic locations that are subject to a range of environmental laws and regulations. Environmental expenditures over the past three years have not been material. Management believes that such costs will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

Note 17. Guarantor Subsidiaries

On April 16, 2012, Actuant Corporation (the "Parent") issued \$300.0 million of 5.625% Senior Notes, of which \$287.6 million remains outstanding as of August 31, 2017. All of our material domestic wholly owned subsidiaries (the "Guarantors") fully and unconditionally guarantee the 5.625% Senior Notes on a joint and several basis. There are no significant restrictions on the ability of the Guarantors to make distributions to the Parent.

Certain assets, liabilities and expenses have not been allocated to the Guarantors and non-Guarantors and therefore are included in the Parent column in the accompanying consolidating financial statements. These items are of a corporate or consolidated nature and include, but are not limited to, tax provisions and related assets and liabilities, certain employee benefit obligations, prepaid and accrued insurance and corporate indebtedness. Intercompany activity in the consolidating financial statements primarily includes loan activity, purchases and sales of goods or services, investments and dividends. Intercompany balances also reflect certain non-cash transactions including transfers of assets and liabilities between the Parent, Guarantor and non-Guarantor, allocation of non-cash expenses from the Parent to the Guarantors and non-Guarantors, non-cash intercompany dividends and the impact of foreign currency rate changes.

The following tables present the results of operations, financial position and cash flows of Actuant Corporation and its subsidiaries, the Guarantor and non-Guarantor entities, and the eliminations necessary to arrive at the information for the Company on a consolidated basis.

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(in thousands)

	Year Ended August 31, 2017				
	Parent	Guarantors	Non- Guarantors	Eliminations	Consolidated
Net sales	\$ 145,223	\$ 355,989	\$ 594,572	\$ —	\$ 1,095,784
Cost of products sold	34,300	260,700	421,067	—	716,067
Gross profit	110,923	95,289	173,505	—	379,717
Selling, administrative and engineering expenses	74,996	69,826	132,666	—	277,488
Amortization of intangible assets	1,272	11,715	7,487	—	20,474
Restructuring charges	826	1,359	5,043	—	7,228
Director & officer transition charges	7,784	—	—	—	7,784
Impairment & other divestiture charges	—	—	116,979	—	116,979
Operating profit (loss)	26,045	12,389	(88,670)	—	(50,236)
Financing costs, net	30,005	35	(337)	—	29,703
Intercompany (income) expense, net	(22,941)	22,066	875	—	—
Intercompany dividends	5,353	(59,401)	(5,353)	59,401	—
Other expense (income), net	2,690	87	(25)	—	2,752
Earnings (loss) before income tax benefit	10,938	49,602	(83,830)	(59,401)	(82,691)
Income tax benefit	(782)	(14,574)	(1,122)	—	(16,478)
Net earnings (loss) before equity in (loss) earnings of subsidiaries	11,720	64,176	(82,708)	(59,401)	(66,213)
Equity in (loss) earnings of subsidiaries	(77,933)	(81,389)	3,335	155,987	—
Net loss	(66,213)	(17,213)	(79,373)	96,586	(66,213)
Comprehensive loss	\$ (41,651)	\$ (35,121)	\$ (39,942)	\$ 75,063	\$ (41,651)

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(in thousands)

	Year Ended August 31, 2016				
	Parent	Guarantors	Non- Guarantors	Eliminations	Consolidated
Net sales	\$ 135,679	\$ 361,209	\$ 652,522	\$ —	\$ 1,149,410
Cost of products sold	34,576	263,197	448,240	—	746,013
Gross profit	101,103	98,012	204,282	—	403,397
Selling, administrative and engineering expenses	69,677	69,382	135,438	—	274,497
Restructuring charges	2,426	3,455	8,690	—	14,571
Amortization of intangible assets	1,272	13,287	8,384	—	22,943
Loss on product line divestiture	—	5,092	—	—	5,092
Impairment charges	—	49,012	137,499	—	186,511
Operating profit (loss)	27,728	(42,216)	(85,729)	—	(100,217)
Financing costs, net	30,123	—	(1,355)	—	28,768
Intercompany (income) expense, net	(20,445)	(9,999)	30,444	—	—
Intercompany dividends	—	—	(5,338)	5,338	—
Other expense, net	914	54	391	—	1,359
Earnings (loss) before income taxes	17,136	(32,271)	(109,871)	(5,338)	(130,344)
Income tax (benefit) expense	(8,729)	519	(17,046)	86	(25,170)
Net earnings (loss) before equity in (loss) earnings of subsidiaries	25,865	(32,790)	(92,825)	(5,424)	(105,174)
Equity in (loss) earnings of subsidiaries	(131,037)	(83,747)	3,024	211,760	—
Net loss	(105,174)	(116,537)	(89,801)	206,336	(105,174)
Comprehensive loss	\$ (143,357)	\$ (157,344)	\$ (83,802)	\$ 241,146	\$ (143,357)

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

CONDENSED CONSOLIDATING STATEMENTS OF EARNINGS AND COMPREHENSIVE LOSS
(in thousands)

	Year Ended August 31, 2015				
	Parent	Guarantors	Non- Guarantors	Eliminations	Consolidated
Net sales	\$ 158,836	\$ 385,476	\$ 704,942	\$ —	\$ 1,249,254
Cost of products sold	40,858	280,081	466,474	—	787,413
Gross profit	117,978	105,395	238,468	—	461,841
Selling, administrative and engineering expenses	74,588	69,041	155,972	—	299,601
Impairment charges	—	20,249	64,104	—	84,353
Amortization of intangible assets	1,272	13,061	10,000	—	24,333
Operating profit	42,118	3,044	8,392	—	53,554
Financing costs, net	29,295	—	(1,238)	—	28,057
Intercompany (income) expense, net	(19,727)	(8,835)	28,562	—	—
Intercompany dividends	(212)	(243)	(10,707)	11,162	—
Other expense (income), net	160	(84)	30	—	106
Earnings (loss) before income taxes	32,602	12,206	(8,255)	(11,162)	25,391
Income tax (benefit) expense	(8,218)	4,056	10,939	(1,258)	5,519
Net earnings (loss) before equity in earnings (loss) of subsidiaries	40,820	8,150	(19,194)	(9,904)	19,872
Equity in earnings (loss) of subsidiaries	(20,948)	(1,720)	6,520	16,148	—
Net earnings (loss)	19,872	6,430	(12,674)	6,244	19,872
Comprehensive loss	\$ (125,360)	\$ (10,689)	\$ (88,431)	\$ 99,120	\$ (125,360)

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

CONDENSED CONSOLIDATING BALANCE SHEETS
(in thousands)

	August 31, 2017				
	Parent	Guarantors	Non- Guarantors	Eliminations	Consolidated
ASSETS					
Current assets					
Cash and cash equivalents	\$ 34,715	\$ —	\$ 194,856	\$ —	\$ 229,571
Accounts receivable, net	17,498	50,749	121,959	—	190,206
Inventories, net	23,308	48,492	71,851	—	143,651
Assets held for sale	—	—	21,835	—	21,835
Other current assets	23,576	3,619	34,468	—	61,663
Total current assets	99,097	102,860	444,969	—	646,926
Property, plant & equipment, net	7,049	26,130	61,342	—	94,521
Goodwill	38,847	200,499	290,735	—	530,081
Other intangible assets, net	8,156	138,042	74,291	—	220,489
Investment in subsidiaries	1,832,472	1,186,715	805,016	(3,824,203)	—
Intercompany receivable	—	589,193	205,183	(794,376)	—
Other long-term assets	8,377	812	15,749	—	24,938
Total assets	\$ 1,993,998	\$ 2,244,251	\$ 1,897,285	\$ (4,618,579)	\$ 1,516,955
LIABILITIES & SHAREHOLDERS' EQUITY					
Current liabilities					
Trade accounts payable	\$ 15,412	\$ 27,168	\$ 90,807	\$ —	\$ 133,387
Accrued compensation and benefits	19,082	7,672	24,185	—	50,939
Current maturities of debt and short-term borrowings	30,000	—	—	—	30,000
Income taxes payable	153	—	5,927	—	6,080
Liabilities held for sale	—	—	101,083	—	101,083
Other current liabilities	18,512	7,169	31,764	—	57,445
Total current liabilities	83,159	42,009	253,766	—	378,934
Long-term debt, net	531,940	—	—	—	531,940
Deferred income taxes	24,164	—	5,695	—	29,859
Pension and post-retirement benefit liabilities	12,540	—	7,322	—	19,862
Other long-term liabilities	48,692	352	6,777	—	55,821
Intercompany payable	792,964	—	1,412	(794,376)	—
Shareholders' equity	500,539	2,201,890	1,622,313	(3,824,203)	500,539
Total liabilities and shareholders' equity	\$ 1,993,998	\$ 2,244,251	\$ 1,897,285	\$ (4,618,579)	\$ 1,516,955

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

CONDENSED CONSOLIDATING BALANCE SHEETS
(in thousands)

	August 31, 2016				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
ASSETS					
Current assets					
Cash and cash equivalents	\$ 7,953	\$ 71	\$ 171,580	\$ —	\$ 179,604
Accounts receivable, net	13,692	41,715	131,422	—	186,829
Inventories, net	19,897	44,283	66,576	—	130,756
Other current assets	7,754	3,858	33,851	—	45,463
Total current assets	49,296	89,927	403,429	—	542,652
Property, plant & equipment, net	5,927	23,511	84,577	—	114,015
Goodwill	38,847	200,499	279,930	—	519,276
Other intangibles, net	9,429	149,757	80,289	—	239,475
Investment in subsidiaries	1,915,367	578,423	465,736	(2,959,526)	—
Intercompany receivable	—	1,159,672	—	(1,159,672)	—
Other long-term assets	5,702	10	17,530	—	23,242
Total assets	\$ 2,024,568	\$ 2,201,799	\$ 1,331,491	\$ (4,119,198)	\$ 1,438,660
LIABILITIES & SHAREHOLDERS' EQUITY					
Current liabilities					
Trade accounts payable	\$ 11,529	\$ 20,669	\$ 82,853	\$ —	\$ 115,051
Accrued compensation and benefits	17,506	5,754	23,641	—	46,901
Current maturities of debt and short-term borrowings	18,750	—	—	—	18,750
Income taxes payable	1,886	—	7,368	—	9,254
Other current liabilities	20,459	6,989	24,508	—	51,956
Total current liabilities	70,130	33,412	138,370	—	241,912
Long-term debt, net	561,681	—	—	—	561,681
Deferred income taxes	30,666	—	690	—	31,356
Pension and post-retirement benefit liabilities	16,803	—	8,864	—	25,667
Other long-term liabilities	47,739	588	8,767	—	57,094
Intercompany payable	776,599	—	383,073	(1,159,672)	—
Shareholders' equity	520,950	2,167,799	791,727	(2,959,526)	520,950
Total liabilities and shareholders' equity	\$ 2,024,568	\$ 2,201,799	\$ 1,331,491	\$ (4,119,198)	\$ 1,438,660

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended August 31, 2017				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Operating Activities					
Net cash provided by operating activities	\$ 98,589	\$ 14,340	\$ 39,672	\$ (64,754)	\$ 87,847
Investing Activities					
Capital expenditures	(3,391)	(9,265)	(15,539)	—	(28,195)
Proceeds from sale of property, plant and equipment	—	207	363	—	570
Intercompany investment	(6,900)	—	—	6,900	—
Cash used in investing activities	(10,291)	(9,058)	(15,176)	6,900	(27,625)
Financing Activities					
Principal repayment on term loan	(18,750)	—	—	—	(18,750)
Redemption on 5.625% Senior Notes	(500)	—	—	—	(500)
Taxes paid related to the net share settlement of equity awards	(1,065)	—	—	—	(1,065)
Stock option exercises, related tax benefits and other	8,917	—	—	—	8,917
Payment of contingent acquisition consideration	—	—	(742)	—	(742)
Cash dividend	(2,358)	(5,353)	(59,401)	64,754	(2,358)
Intercompany loan activity	(47,780)	—	47,780	—	—
Intercompany capital contributions	—	—	6,900	(6,900)	—
Cash used in financing activities	(61,536)	(5,353)	(5,463)	57,854	(14,498)
Effect of exchange rate changes on cash	—	—	4,243	—	4,243
Net increase (decrease) in cash and cash equivalents	26,762	(71)	23,276	—	49,967
Cash and cash equivalents—beginning of period	7,953	71	171,580	—	179,604
Cash and cash equivalents—end of period	<u>\$ 34,715</u>	<u>\$ —</u>	<u>\$ 194,856</u>	<u>\$ —</u>	<u>\$ 229,571</u>

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended August 31, 2016				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Operating Activities					
Net cash provided by (used in) operating activities	\$ 58,926	\$ (1,953)	\$ 66,062	\$ (5,338)	\$ 117,697
Investing Activities					
Capital expenditures	(2,135)	(6,781)	(11,293)	—	(20,209)
Proceeds from sale of property, plant and equipment	13	7,000	2,283	—	9,296
Intercompany investment	(339)	(3,458)	—	3,797	—
Business acquisitions, net of cash acquired	—	—	(81,916)	—	(81,916)
Proceeds from sale of businesses, net of transaction costs	—	9,695	—	—	9,695
Cash (used in) provided by investing activities	(2,461)	6,456	(90,926)	3,797	(83,134)
Financing Activities					
Net repayments on revolving credit facility	—	—	(210)	—	(210)
Principal repayments on term loan	(3,750)	—	—	—	(3,750)
Purchase of treasury shares	(17,101)	—	—	—	(17,101)
Taxes paid related to the net share settlement of equity awards	(1,409)	—	—	—	(1,409)
Stock option exercises, related tax benefits and other	6,416	—	—	—	6,416
Cash dividend	(2,376)	(5,338)	—	5,338	(2,376)
Intercompany loan activity	(48,980)	—	48,980	—	—
Intercompany capital contributions	—	339	3,458	(3,797)	—
Cash (used in) provided by financing activities	(67,200)	(4,999)	52,228	1,541	(18,430)
Effect of exchange rate changes on cash	—	—	(5,375)	—	(5,375)
Net (decrease) increase in cash and cash equivalents	(10,735)	(496)	21,989	—	10,758
Cash and cash equivalents—beginning of period	18,688	567	149,591	—	168,846
Cash and cash equivalents—end of period	<u>\$ 7,953</u>	<u>\$ 71</u>	<u>\$ 171,580</u>	<u>\$ —</u>	<u>\$ 179,604</u>

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended August 31, 2015				
	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Operating Activities					
Net cash provided by (used in) operating activities	\$ 90,632	\$ (20,750)	\$ 72,228	\$ (10,676)	\$ 131,434
Investing Activities					
Capital expenditures	(1,086)	(5,848)	(15,582)	—	(22,516)
Proceeds from sale of property, plant and equipment	—	273	971	—	1,244
Intercompany investment	(3,727)	—	—	3,727	—
Cash used in investing activities	(4,813)	(5,575)	(14,611)	3,727	(21,272)
Financing Activities					
Net borrowings on revolving credit facility	—	—	220	—	220
Principal repayment on term loan	(3,375)	—	—	—	(3,375)
Proceeds from term loans	213,375	—	—	—	213,375
Redemption of 5.625% Senior Notes	(11,941)	—	—	—	(11,941)
Debt issuance costs	(2,025)	—	—	—	(2,025)
Purchase of treasury shares	(212,003)	—	—	—	(212,003)
Taxes paid related to net share settlement of equity awards	(2,466)	—	—	—	(2,466)
Stock option exercises, related tax benefits and other	5,396	—	—	—	5,396
Cash dividend	(2,598)	(10,676)	—	10,676	(2,598)
Intercompany loan activity	(79,425)	34,081	45,344	—	—
Intercompany capital contribution	—	—	3,727	(3,727)	—
Cash (used in) provided by financing activities	(95,062)	23,405	49,291	6,949	(15,417)
Effect of exchange rate changes on cash	—	—	(34,911)	—	(34,911)
Net (decrease) increase in cash and cash equivalents	(9,243)	(2,920)	71,997	—	59,834
Cash and cash equivalents—beginning of period	27,931	3,487	77,594	—	109,012
Cash and cash equivalents—end of period	<u>\$ 18,688</u>	<u>\$ 567</u>	<u>\$ 149,591</u>	<u>\$ —</u>	<u>\$ 168,846</u>

ACTUANT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

Note 18. Quarterly Financial Data (Unaudited)

Quarterly financial data for fiscal 2017 and fiscal 2016 is as follows:

	Year Ended August 31, 2017				
	First	Second	Third	Fourth	Total
Net sales	\$ 265,793	\$ 258,869	\$ 295,427	\$ 275,695	\$ 1,095,784
Gross profit	93,067	87,326	102,804	96,520	379,717
Net earnings (loss)	4,965	5,074	22,511	(98,764)	(66,213)
Net earnings (loss) per share:					
Basic	\$ 0.08	\$ 0.09	\$ 0.38	\$ (1.65)	\$ (1.11)
Diluted	0.08	0.08	0.37	(1.65)	(1.11)
	Year Ended August 31, 2016				
	First	Second	Third	Fourth	Total
Net sales	\$ 305,011	\$ 263,289	\$ 305,341	\$ 275,769	\$ 1,149,410
Gross profit	108,562	91,030	107,526	96,279	403,397
Net earnings (loss)	15,448	(159,190)	21,166	17,402	(105,174)
Net earnings (loss) per share:					
Basic	\$ 0.26	\$ (2.70)	\$ 0.36	\$ 0.30	\$ (1.78)
Diluted	\$ 0.26	\$ (2.70)	\$ 0.36	\$ 0.29	\$ (1.78)

The sum of the quarters may not equal the total of the respective year's earnings (loss) per share on either a basic or diluted basis due to changes in the weighted average shares outstanding during the year.

During the fourth quarter of fiscal 2017 the Company recognized impairment and other divestiture charges of \$117.0 million (see Note 5, "Divestitures Activities").

During the second quarter of fiscal 2016 the Company recognized impairment charges of \$186.5 million (see Note 6, "Goodwill, Intangible Assets and Long-Lived Assets").

ACTUANT CORPORATION
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

	Additions			Deductions		Balance at End of Period
	Balance at Beginning of Period	Charged to Costs and Expenses	Acquisition/ (Divestiture)	Accounts Written Off Less Recoveries	Other	
Allowance for losses—Trade accounts receivable						
August 31, 2017	\$ 7,762	\$ 3,112	\$ 1,452	\$ (1,422)	\$ 325	\$ 11,229
August 31, 2016	3,970	2,274	3,090	(1,580)	8	7,762
August 31, 2015	6,034	1,633	—	(2,742)	(955)	3,970
Valuation allowance—Income taxes						
August 31, 2017	\$ 8,147	\$ 15,144	\$ —	\$ (620)	\$ —	\$ 22,671
August 31, 2016	8,053	852	—	(1,026)	268	8,147
August 31, 2015	5,608	5,694	—	(2,254)	(995)	8,053

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("the Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing, and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, and that information is accumulated and communicated to the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely discussions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's internal control over financial reporting based on the framework in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the Company's management has concluded that, as of August 31, 2017, the Company's internal control over financial reporting was effective.

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

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited the Company's effectiveness of internal controls over financial reporting as of August 31, 2017, as stated in their report which is included herein.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the fourth quarter of fiscal 2017 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors; Executive Officers and Corporate Governance

Information about the Company's directors is incorporated by reference from the "Election of Directors" section of the Company's Proxy Statement for its Annual Meeting of Shareholders to be held on January 23, 2018 (the "2018 Annual Meeting Proxy Statement"). Information about compliance with Section 16(a) of the Exchange Act is incorporated by reference from the "Other Information—Section 16(a) Beneficial Ownership Reporting Compliance" section in the Company's 2018 Annual Meeting Proxy Statement. Information about the Company's Audit Committee, including the members of the committee, and the Company's Audit Committee financial experts, is incorporated by reference from the "Election of Directors" and "Corporate Governance Matters" sections of the Company's 2018 Annual Meeting Proxy Statement. Information about the Company's executive officers required by this item is contained in the discussion entitled "Executive Officers of the Registrant" in Part I hereof.

The Company has adopted a code of ethics that applies to its senior executive team, including its chief executive officer, chief financial officer and corporate controller. The code of ethics is posted on the Company's website and is available free of charge at www.actuant.com. The Company intends to satisfy the requirements under Item 5.05 of Form 8-K regarding disclosure of amendments to, or waivers from, provisions of its code of ethics that apply to the Chief Executive Officer, Chief Financial Officer or Corporate Controller by posting such information on the Company's website.

Item 11. Executive Compensation

The information required by this item is incorporated by reference from the "Election of Directors," "Corporate Governance Matters" and the "Executive Compensation" sections (other than the subsection thereof entitled "Report of the Audit Committee") of the 2018 Annual Meeting Proxy Statement.

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

The information required by this item is incorporated by reference from the "Certain Beneficial Owners" and "Executive Compensation—Equity Compensation Plan Information" sections of the 2018 Annual Meeting Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference from the "Certain Relationships and Related Party Transactions" section of the 2018 Annual Meeting Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference from the "Other Information—Independent Public Accountants" section of the 2018 Annual Meeting Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this report:

1. *Consolidated Financial Statements*

See “Index to Consolidated Financial Statements” set forth in Item 8, “Financial Statements and Supplementary Data” for a list of financial statements filed as part of this report.

2. *Financial Statement Schedules*

See “Index to Financial Statement Schedule” set forth in Item 8, “Financial Statements and Supplementary Data.”

3. *Exhibits*

See “Index to Exhibits” beginning on page 70, which is incorporated herein by reference.

SIGNATURES

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

ACTUANT CORPORATION
(Registrant)

By: _____ /s/ RICK T. DILLON

Rick T. Dillon

*Executive Vice President and Chief Financial Officer
(Principal Financial Officer)*

Dated: October 26, 2017

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Randal W. Baker and Rick T. Dillon, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this report, and to file the same, with all and any other regulatory authority, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>
/s/ RANDAL W. BAKER Randal W. Baker	President and Chief Executive Officer
/s/ GURMINDER S. BEDI Gurminder S. Bedi	Director
/s/ DANNY L. CUNNINGHAM Danny L. Cunningham	Director
/s/ E. JAMES FERLAND E. James Ferland	Director
/s/ RICHARD D. HOLDER Richard D. Holder	Director
/s/ R. ALAN HUNTER, JR R. Alan Hunter, Jr.	Director
/s/ ROBERT A. PETERSON Robert A. Peterson	Chairman of the Board of Directors
/s/ HOLLY A. VAN DEURSEN Holly A. Van Deursen	Director
/s/ DENNIS K. WILLIAMS Dennis K. Williams	Director
/s/ RICK T. DILLON Rick T. Dillon	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ ROBERT A. WROCKLAGE Robert A. Wrocklage	Corporate Controller and Principal Accounting Officer

* Each of the above signatures is affixed as of October 26, 2017.

ACTUANT CORPORATION
(the “Registrant”)
(Commission File No. 1-11288)
ANNUAL REPORT ON FORM 10-K
FOR THE FISCAL YEAR ENDED AUGUST 31, 2017

INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>	<u>Incorporated Herein By Reference To</u>	<u>Filed Herewith</u>	<u>Furnished Herewith</u>
3.1	(a) Amended and Restated Articles of Incorporation	Exhibit 4.9 to the Registrant's Form 10-Q for the quarter ended February 28, 2001		
	(b) Amendment to Amended and Restated Articles of Incorporation	Exhibit 3.1(b) of the Registrant's Form 10-K for the fiscal year ended August 31, 2003		
	(c) Amendment to Amended and Restated Articles of Incorporation	Exhibit 3.1 to the Registrant's Form 10-K for the fiscal year ended August 31, 2004		
	(d) Amendment to Amended and Restated Articles of Incorporation	Exhibit 3.1 to the Registrant's Form 8-K filed on July 18, 2006		
	(e) Amendment of Amended and Restated Articles of Incorporation	Exhibit 3.1 to the Registrant's Form 8-K filed on January 14, 2010		
3.2	Amended and Restated Bylaws, as amended	Exhibit 3.1 of the Registrant's Form 8-K filed on July 23, 2015		
4.1	Indenture dated April 16, 2012 by and among Actuant Corporation, the subsidiary guarantors named therein and U.S. Bank National Association as trustee relating to \$300 million Actuant Corporation 5 ⁵ / ₈ % Senior Notes due 2022	Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on April 18, 2012		
4.2	Fifth Amended and Restated Credit Agreement dated May 8, 2015 among Actuant Corporation, the Lenders party thereto and JP Morgan Chase, N.A. as the agent	Exhibit 10.1 to the Registrant's Form 10-Q for the quarter ended May 31, 2015		
4.3	Amendment No. 1 to the Fifth Amended and Restated Credit Agreement dated June 20, 2017 among Actuant Corporation, the Lenders party thereto and JP Morgan Chase, N.A. as the agent	Exhibit 4.2(b) to the Registrant's Form 10-Q for the quarter ended May 31, 2017		

<u>Exhibit</u>	<u>Description</u>	<u>Incorporated Herein By Reference To</u>	<u>Filed Herewith</u>	<u>Furnished Herewith</u>
10.1	Outside Directors' Deferred Compensation Plan (conformed through the second amendment)	Exhibit 10.1 to the Registrant's Form 10-Q for the quarter ended November 30, 2014		
10.2	Actuant Corporation Deferred Compensation Plan (conformed through the fourth amendment)	Exhibit 10.2 to the Registrant's Form 10-Q for the quarter ended November 30, 2014		
10.3	Actuant Corporation 2010 Employee Stock Purchase Plan	Exhibit B to the Registrant's Definitive Proxy Statement, dated December 4, 2009		
10.4	Actuant Corporation 2017 Omnibus Incentive Plan	Exhibit A to the Registrant's Definitive Proxy Statement dated December 5, 2016		
10.5	Actuant Corporation 2009 Omnibus Incentive Plan, conformed through the Second Amendment thereto	Exhibit 99.1 to the Registrant's Form 8-K filed on January 17, 2013		
10.6	(a) Amended and Restated Actuant Corporation 2001 Outside Directors' Stock Plan	Exhibit A to the Registrant's Definitive Proxy Statement, dated December 5, 2005 for the 2006 Annual Meeting of Shareholders		
	(b) First Amendment to the Amended and Restated Actuant Corporation 2001 Outside Directors' Stock Plan dated December 25, 2008	Exhibit 10.10 to the Registrant's Form 10-Q for the quarter ended November 30, 2008		
10.7	Actuant Corporation Supplemental Executive Retirement Plan (conformed through the first amendment)	Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended November 30, 2014		
10.8	Form of Indemnification Agreement for Directors and Officers	Exhibit 10.35 to the Registrant's Form 10-K for the fiscal year ended August 31, 2002		
10.09	Form of Amended and Restated Actuant Corporation Change in Control Agreement	Exhibit 10.1 to the Registrant's Form 8-K filed on August 1, 2017		
10.10	Actuant Corporation Executive Officer Bonus Plan	Exhibit B to the Registrant's Definitive Proxy Statement dated December 3, 2012		

Exhibit	Description	Incorporated Herein By Reference To	Filed Herewith	Furnished Herewith
10.11	(a) Form of NQSO Award (Director) under Actuant Corporation 2009 Omnibus Incentive Plan	Exhibit 10.1(a) to the Registrant's Form 10-Q for the quarter ended February 28, 2014		
	(b) Form of NQSO Award (Officer) under Actuant Corporation 2009 Omnibus Incentive Plan	Exhibit 10.1(b) to the Registrant's Form 10-Q for the quarter ended February 28, 2014		
10.12	(a) Form RSA Award (Director) under Actuant Corporation 2009 Omnibus Incentive Plan	Exhibit 10.2(a) to the Registrant's Form 10-Q for the quarter ended February 28, 2014		
	(b) Form of RSA Award (Officer) under Actuant Corporation 2009 Omnibus Incentive Plan	Exhibit 10.2(b) to the Registrant's Form 10-Q for the quarter ended February 28, 2014		
10.13	(a) Form of RSU Award (Director) under Actuant Corporation 2009 Omnibus Incentive Plan	Exhibit 10.3(a) to the Registrant's Form 10-Q for the quarter ended February 28, 2014		
	(b) Form of RSU Award (Officer) under Actuant Corporation 2009 Omnibus Incentive Plan	Exhibit 10.3(b) to the Registrant's Form 10-Q for the quarter ended February 28, 2014		
10.14	Offer Letter dated August 24, 2015 by and between Actuant Corporation and Robert C. Arzbaecher	Exhibit 10.1 to the Registrant's Form 8-K filed on August 25, 2015		
10.15	Separation and Release Agreement dated August 24, 2015 by and between Actuant Corporation and Mark E. Goldstein	Exhibit 10.3 to the Registrant's Form 8-K filed on August 25, 2015		
10.16	Offer letter dated February 24, 2016 between Actuant Corporation and Randal W. Baker	Exhibit 10.1 to the Registrant's Form 8-K filed on March 1, 2016		
10.17	Separation and Release Agreement dated September 7, 2016 by and between Actuant Corporation and David (Mark) Sefcik	Exhibit 10.16 of the Registrant's Form 10-K for the fiscal year ended August 31, 2016		

Exhibit	Description	Incorporated Herein By Reference To	Filed Herewith	Furnished Herewith
10.18	Retirement Agreement by and between Actuant Corporation and Eugene E. Skogg	Exhibit 10.17 of the Registrant's Form 10-K for the fiscal year ended August 31, 2016		
10.19	Offer Letter by and between Actuant Corporation and Rick T. Dillon	Exhibit 10.1 to Registrant's Form 8-K filed on November 18, 2016		
10.20	Separation Agreement and Release by and between Actuant Corporation and Andrew G. Lampereur	Exhibit 10.4 to Registrant's Form 8-K filed on November 18, 2016		
10.21	Separation and Release Agreement dated October 9, 2017 by and between Actuant Corporation and Eugene E. Skogg		X	
10.22	Separation and Release Agreement dated October 6, 2017 by and between Actuant Corporation and Stephen J. Rennie		X	
10.23	Offer Letter by and between Actuant Corporation and Andre L. Williams		X	
10.24	Separation and Release Agreement dated October 26, 2017 by and between Actuant Corporation and Theodore C. Wozniak		X	
14	Code of Ethics Applicable to Senior Financial Executives		X	
21	Subsidiaries of the Registrant		X	
23	Consent of PricewaterhouseCoopers LLP		X	
24	Power of Attorney		See signature page of this report	

Exhibit	Description	Incorporated Herein By Reference To	Filed Herewith	Furnished Herewith
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		X	
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		X	
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			X
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			X
101	The following materials from the Actuant Corporation Form 10-K for the year ended August 31, 2017 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Operations, (ii) the Consolidated Statements of Comprehensive Income (Loss), (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements.		X	

Reconciliation of GAAP Measures to Non-GAAP Measures
(The following information is not included as part of Actuant's SEC Form 10-K)
(US\$ in millions, except per share data)

	Fiscal Year Ended August 31,				
	2013	2014	2015	2016	2017
Diluted Earnings Per Share From Continuing Operations Before Special Items:					
Diluted Earnings (Loss) per share from Continuing Operations (GAAP Measure)	\$ 1.98	\$ 1.95	\$ 0.32	\$ (1.78)	\$ (1.11)
Gain on Product Line Divestiture, net of tax	—	(0.04)	—	(0.03)	—
Impairment & Other Divestiture Charges, net of tax	—	—	1.33	2.86	1.82
Restructuring Charges, net of tax	—	—	—	0.17	0.09
Director & Officer Transition Charges, net of tax	—	—	—	—	0.08
Tax Adjustments	(0.14)	—	—	—	(0.05)
Diluted Earnings per share from Continuing Operations Before Special Items (non-GAAP Measure)	<u>\$ 1.84</u>	<u>\$ 1.91</u>	<u>\$ 1.65</u>	<u>\$ 1.22</u>	<u>\$ 0.83</u>
Earnings from Continuing Operations Before Special Items:					
Earnings (Loss) from Continuing Operations (GAAP Measure)	\$ 148	\$ 142	\$ 20	\$ (105)	\$ (66)
Gain on Product Line Divestiture, net of tax	—	(3)	—	(2)	—
Impairment & Other Divestiture Charges, net of tax	—	—	83	169	109
Restructuring Charges, net of tax	—	—	—	10	5
Director & Officer Transition Charges, net of tax	—	—	—	—	5
Tax Adjustments	(11)	—	—	—	(3)
Earnings from Continuing Operations Before Special Items (non-GAAP Measure)	<u>\$ 137</u>	<u>\$ 139</u>	<u>\$ 103</u>	<u>\$ 72</u>	<u>\$ 50</u>
(Loss) Earnings from Discontinued Operations	\$ (118)	\$ 22	\$ —	\$ —	\$ —
Impairment Charges of Discontinued Operations, net of tax	143	—	—	—	—
Gain on Disposal, net of tax	—	(26)	—	—	—
Earnings Before Special Items (non-GAAP Measure)	<u>\$ 162</u>	<u>\$ 135</u>	<u>\$ 103</u>	<u>\$ 72</u>	<u>\$ 50</u>
Free Cash Flow:					
Cash Provided by Operations (GAAP Measure)	\$ 194	\$ 125	\$ 129	\$ 118	\$ 88
Capital Expenditures	(24)	(42)	(23)	(20)	(28)
Proceeds from Sale of Property, Plant and Equipment	2	2	1	9	1
Divested Business Items	—	43	—	—	—
Other	33	36	6	5	7
Free Cash Flow (non-GAAP Measure)	<u>\$ 205</u>	<u>\$ 164</u>	<u>\$ 113</u>	<u>\$ 112</u>	<u>\$ 68</u>
Earnings Before Special Items (non-GAAP Measure) per above	<u>\$ 162</u>	<u>\$ 135</u>	<u>\$ 103</u>	<u>\$ 72</u>	<u>\$ 50</u>
Free Cash Flow Conversion (non-GAAP Measure)	<u>127%</u>	<u>122%</u>	<u>110%</u>	<u>156%</u>	<u>136%</u>
EBITDA from Continuing Operations Before Special Items:					
Earnings (Loss) from Continuing Operations (GAAP Measure)	\$ 148	\$ 142	\$ 20	\$ (105)	\$ (66)
Net Financing Costs	25	25	28	29	30
Income Tax Expense (Benefit)	15	33	6	(25)	(17)
Depreciation & Amortization	46	60	53	47	43
Impairment & Other Divestiture Charges	—	—	84	187	117
Restructuring Charges	—	—	—	14	7
Director & Officer Transition Charges	—	—	—	—	8
(Gain) Loss on Product Line Divestiture	—	(14)	—	5	—
EBITDA from Continuing Operations Before Special Items (non-GAAP Measure)	<u>\$ 234</u>	<u>\$ 246</u>	<u>\$ 191</u>	<u>\$ 152</u>	<u>\$ 122</u>



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