

WATERS CORP /DE/  
Form 10-Q  
November 06, 2015  
Table of Contents

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

**Form 10-Q**

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

**For the quarterly period ended October 3, 2015**

**or**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission File Number: 01-14010**

**Waters Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**13-3668640**  
**(I.R.S. Employer**  
**Identification No.)**

**34 Maple Street**  
**Milford, Massachusetts 01757**  
**(Address, including zip code, of principal executive offices)**

**(508) 478-2000**  
**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate the number of shares outstanding of the registrant's common stock as of October 30, 2015: 81,663,790

**Table of Contents****WATERS CORPORATION AND SUBSIDIARIES****QUARTERLY REPORT ON FORM 10-Q****INDEX**

|   | <b>Page</b> |
|---|-------------|
| <b>PART I</b>   |             |
| <b>FINANCIAL INFORMATION</b>  |             |
| Item 1.   |             |
| Financial Statements  |             |
| <u>Consolidated Balance Sheets (unaudited) as of October 3, 2015 and December 31, 2014</u>  | 1           |
| <u>Consolidated Statements of Operations (unaudited) for the three months ended October 3, 2015 and September 27, 2014</u>                    | 2           |
| <u>Consolidated Statements of Operations (unaudited) for the nine months ended October 3, 2015 and September 27, 2014</u>                     | 3           |
| <u>Consolidated Statements of Comprehensive Income (unaudited) for the three and nine months ended October 3, 2015 and September 27, 2014</u> | 4           |
| <u>Consolidated Statements of Cash Flows (unaudited) for the nine months ended October 3, 2015 and September 27, 2014</u>                     | 5           |
| <u>Condensed Notes to Consolidated Financial Statements (unaudited)</u>   | 6           |
| Item 2.   |             |
| <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>  | 20          |
| Item 3.   |             |
| <u>Quantitative and Qualitative Disclosures About Market Risk</u>   | 28          |
| Item 4.   |             |
| <u>Controls and Procedures</u>  | 28          |
| <b>PART II</b>  |             |
| <b>OTHER INFORMATION</b>  |             |
| Item 1.   |             |
| <u>Legal Proceedings</u>  | 29          |
| Item 1A.  |             |
| <u>Risk Factors</u>   | 29          |
| Item 2.   |             |
| <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>  | 29          |
| Item 6.   |             |
| <u>Exhibits</u>   | 30          |
| <u>Signature</u>  | 31          |

**Table of Contents****WATERS CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(IN THOUSANDS, EXCEPT PER SHARE DATA)****(unaudited)**

|  | <b>October 3, 2015</b> | <b>December 31, 2014</b> |
|--|------------------------|--------------------------|
| <b>ASSETS</b>  |                        |                          |
| Current assets:  |                        |                          |
| Cash and cash equivalents  | \$ 459,518             | \$ 422,177               |
| Investments  | 1,851,216              | 1,633,211                |
| Accounts receivable, less allowances for doubtful accounts and sales returns of \$6,651 and \$7,179 at October 3, 2015 and December 31, 2014, respectively | 416,311                | 433,616                  |
| Inventories  | 281,786                | 246,430                  |
| Other current assets   | 85,016                 | 118,302                  |
| Total current assets   | 3,093,847              | 2,853,736                |
| Property, plant and equipment, net   | 325,554                | 321,583                  |
| Intangible assets, net   | 222,806                | 232,371                  |
| Goodwill   | 352,151                | 354,838                  |
| Other assets   | 126,886                | 115,406                  |
| Total assets   | \$ 4,121,244           | \$ 3,877,934             |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                        |                          |
| Current liabilities:   |                        |                          |
| Notes payable and debt   | \$ 175,176             | \$ 225,243               |
| Accounts payable   | 61,710                 | 65,704                   |
| Accrued employee compensation  | 39,809                 | 47,198                   |
| Deferred revenue and customer advances   | 157,992                | 129,706                  |
| Accrued income taxes   | 5,388                  | 15,143                   |
| Accrued warranty   | 13,107                 | 13,266                   |
| Other current liabilities  | 82,772                 | 85,335                   |
| Total current liabilities  | 535,954                | 581,595                  |
| Long-term liabilities:   |                        |                          |
| Long-term debt   | 1,455,000              | 1,240,000                |
| Long-term portion of retirement benefits   | 77,353                 | 85,230                   |
| Long-term income tax liabilities   | 19,482                 | 20,397                   |
| Other long-term liabilities  | 64,899                 | 56,046                   |
| Total long-term liabilities  | 1,616,734              | 1,401,673                |

Edgar Filing: WATERS CORP /DE/ - Form 10-Q

|   |              |              |
|---|--------------|--------------|
| Total liabilities   | 2,152,688    | 1,983,268    |
| Commitments and contingencies (Notes 6, 7 and 10)   |              |              |
| Stockholders' equity:   |              |              |
| Preferred stock, par value \$0.01 per share, 5,000 shares authorized, none issued at October 3, 2015 and December 31, 2014  |              |              |
| Common stock, par value \$0.01 per share, 400,000 shares authorized, 157,252 and 156,716 shares issued, 81,654 and 83,147 shares outstanding at October 3, 2015 and December 31, 2014, respectively |              |              |
|   | 1,573        | 1,567        |
| Additional paid-in capital  | 1,451,601    | 1,392,494    |
| Retained earnings   | 4,712,512    | 4,394,513    |
| Treasury stock, at cost, 75,598 and 73,569 shares at October 3, 2015 and December 31, 2014, respectively  |              |              |
|   | (4,070,314)  | (3,815,203)  |
| Accumulated other comprehensive loss  |              |              |
|   | (126,816)    | (78,705)     |
| Total stockholders' equity  | 1,968,556    | 1,894,666    |
| Total liabilities and stockholders' equity  | \$ 4,121,244 | \$ 3,877,934 |

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

**Table of Contents**

**WATERS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(IN THOUSANDS, EXCEPT PER SHARE DATA)**  
**(unaudited)**

|  | <b>Three Months Ended</b> |                           |
|--|---------------------------|---------------------------|
|  | <b>October 3, 2015</b>    | <b>September 27, 2014</b> |
| Product sales  | \$ 336,933                | \$ 331,165                |
| Service sales  | 163,645                   | 162,000                   |
| <b>Total net sales</b>   | <b>500,578</b>            | <b>493,165</b>            |
| Cost of product sales  | 138,014                   | 133,868                   |
| Cost of service sales  | 68,790                    | 68,354                    |
| <b>Total cost of sales</b>                                       | <b>206,804</b>            | <b>202,222</b>            |
| <b>Gross profit</b>  | <b>293,774</b>            | <b>290,943</b>            |
| Selling and administrative expenses                              | 124,655                   | 122,226                   |
| Research and development expenses                                | 30,703                    | 27,279                    |
| Purchased intangibles amortization                               | 2,573                     | 2,725                     |
| <b>Operating income</b>  | <b>135,843</b>            | <b>138,713</b>            |
| Interest expense   | (9,017)                   | (9,062)                   |
| Interest income  | 2,736                     | 1,762                     |
| <b>Income from operations before income taxes</b>                | <b>129,562</b>            | <b>131,413</b>            |
| <b>Provision for income taxes</b>                                | <b>13,281</b>             | <b>17,916</b>             |
| <b>Net income</b>  | <b>\$ 116,281</b>         | <b>\$ 113,497</b>         |
| <b>Net income per basic common share</b>                         | <b>\$ 1.42</b>            | <b>\$ 1.36</b>            |
| Weighted-average number of basic common shares                   | 82,036                    | 83,663                    |
| <b>Net income per diluted common share</b>                       | <b>\$ 1.40</b>            | <b>\$ 1.34</b>            |
| Weighted-average number of diluted common shares and equivalents | 82,784                    | 84,401                    |

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



**Table of Contents**

**WATERS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(IN THOUSANDS, EXCEPT PER SHARE DATA)**  
**(unaudited)**

|  | <b>Nine Months Ended</b> |                           |
|--|--------------------------|---------------------------|
|  | <b>October 3, 2015</b>   | <b>September 27, 2014</b> |
| Product sales  | \$ 971,842               | \$ 937,225                |
| Service sales  | 483,880                  | 468,249                   |
| <b>Total net sales</b>   | <b>1,455,722</b>         | <b>1,405,474</b>          |
| Cost of product sales  | 398,168                  | 387,646                   |
| Cost of service sales  | 206,589                  | 204,148                   |
| <b>Total cost of sales</b>                                       | <b>604,757</b>           | <b>591,794</b>            |
| <b>Gross profit</b>  | <b>850,965</b>           | <b>813,680</b>            |
| Selling and administrative expenses                              | 367,066                  | 380,791                   |
| Research and development expenses                                | 90,209                   | 79,002                    |
| Purchased intangibles amortization                               | 7,547                    | 8,018                     |
| <b>Operating income</b>  | <b>386,143</b>           | <b>345,869</b>            |
| Interest expense   | (27,038)                 | (24,522)                  |
| Interest income  | 7,576                    | 4,920                     |
| <b>Income from operations before income taxes</b>                | <b>366,681</b>           | <b>326,267</b>            |
| Provision for income taxes                                       | 48,682                   | 45,939                    |
| <b>Net income</b>  | <b>\$ 317,999</b>        | <b>\$ 280,328</b>         |
| <b>Net income per basic common share</b>                         | <b>\$ 3.85</b>           | <b>\$ 3.32</b>            |
| Weighted-average number of basic common shares                   | 82,552                   | 84,375                    |
| <b>Net income per diluted common share</b>                       | <b>\$ 3.82</b>           | <b>\$ 3.29</b>            |
| Weighted-average number of diluted common shares and equivalents | 83,305                   | 85,162                    |

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





Table of Contents

**WATERS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(IN THOUSANDS)

(unaudited)

|  | Three Months Ended |                       | Nine Months Ended  |                       |
|--|--------------------|-----------------------|--------------------|-----------------------|
|  | October 3,<br>2015 | September 27,<br>2014 | October 3,<br>2015 | September 27,<br>2014 |
| Net income   | \$ 116,281         | \$ 113,497            | \$ 317,999         | \$ 280,328            |
| Other comprehensive loss:                                    |                    |                       |                    |                       |
| Foreign currency translation                                 | (10,931)           | (48,671)              | (53,322)           | (16,071)              |
| Unrealized gains (losses) on investments before income taxes | 1,814              | (645)                 | 2,397              | 91                    |
| Income tax (expense) benefit                                 | (68)               | 42                    | (97)               | 11                    |
| Unrealized gains (losses) on investments, net of tax         | 1,746              | (603)                 | 2,300              | 102                   |
| Retirement liability adjustment before reclassifications     | (511)              |                       | 1,070              | (931)                 |
| Amounts reclassified to selling and administrative expenses  | 1,478              | 516                   | 3,320              | 1,548                 |
| Retirement liability adjustment before income taxes          | 967                | 516                   | 4,390              | 617                   |
| Income tax expense   | (325)              | (400)                 | (1,479)            | (603)                 |
| Retirement liability adjustment, net of tax                  | 642                | 116                   | 2,911              | 14                    |
| Other comprehensive loss                                     | (8,543)            | (49,158)              | (48,111)           | (15,955)              |
| Comprehensive income   | \$ 107,738         | \$ 64,339             | \$ 269,888         | \$ 264,373            |

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

**Table of Contents**

**WATERS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(IN THOUSANDS)**  
**(unaudited)**

|  | <b>Nine Months Ended</b> |                           |
|--|--------------------------|---------------------------|
|  | <b>October 3, 2015</b>   | <b>September 27, 2014</b> |
| <b>Cash flows from operating activities:</b>   |                          |                           |
| Net income   | \$ 317,999               | \$ 280,328                |
| <b>Adjustments to reconcile net income to net cash provided by operating activities:</b> |                          |                           |
| Provisions for doubtful accounts on accounts receivable                                  | 766                      | 2,051                     |
| Provisions on inventory  | 3,683                    | 3,603                     |
| Stock-based compensation   | 24,957                   | 24,460                    |
| Deferred income taxes  | 1,821                    | (9,151)                   |
| Depreciation   | 33,202                   | 34,661                    |
| Amortization of intangibles  | 33,693                   | 35,889                    |
| Building impairment  |                          | 4,093                     |
| Gain on sale of building   | (1,377)                  |                           |
| <b>Change in operating assets and liabilities, net of acquisitions:</b>                  |                          |                           |
| Decrease in accounts receivable  | 6,121                    | 23,588                    |
| Increase in inventories  | (39,171)                 | (36,812)                  |
| Decrease (increase) in other current assets  | 2,183                    | (9,348)                   |
| Increase in other assets   | (11,614)                 | (10,949)                  |
| Increase in accounts payable and other current liabilities                               | 4,234                    | 3,887                     |
| Increase in deferred revenue and customer advances                                       | 31,099                   | 23,737                    |
| Decrease in other liabilities  | (954)                    | (20,111)                  |
| <b>Net cash provided by operating activities</b>   | <b>406,642</b>           | <b>349,926</b>            |
| <b>Cash flows from investing activities:</b>   |                          |                           |
| Additions to property, plant, equipment and software capitalization                      | (72,250)                 | (70,437)                  |
| Business acquisitions, net of cash acquired  | (9,408)                  | (23,672)                  |
| Payments for intellectual property licenses  |                          | (1,800)                   |
| Purchases of investments   | (1,467,078)              | (1,731,043)               |
| Maturities and sales of investments  | 1,249,073                | 1,504,528                 |
| Proceeds from sale of building   | 5,154                    |                           |
| <b>Net cash used in investing activities</b>   | <b>(294,509)</b>         | <b>(322,424)</b>          |
| <b>Cash flows from financing activities:</b>   |                          |                           |
| Proceeds from debt issuances   | 285,073                  | 336,430                   |
| Payments on debt   | (120,140)                | (229,770)                 |
| Payments of debt issuance costs  | (2,382)                  | (1,400)                   |
| Proceeds from stock plans  | 28,948                   | 43,287                    |

Edgar Filing: WATERS CORP /DE/ - Form 10-Q

|  |            |            |
|--|------------|------------|
| Purchases of treasury shares   | (255,111)  | (261,570)  |
| Excess tax benefit related to stock option plans                       | 5,689      | 8,605      |
| Proceeds from (payments for) debt swaps and other derivative contracts | 5          | (366)      |
| Net cash used in financing activities                                  | (57,918)   | (104,784)  |
| Effect of exchange rate changes on cash and cash equivalents           | (16,874)   | (6,546)    |
| Increase (decrease) in cash and cash equivalents                       | 37,341     | (83,828)   |
| Cash and cash equivalents at beginning of period                       | 422,177    | 440,796    |
| Cash and cash equivalents at end of period                             | \$ 459,518 | \$ 356,968 |

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

**Table of Contents**

**WATERS CORPORATION AND SUBSIDIARIES**

**CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(unaudited)**

**1 Basis of Presentation and Summary of Significant Accounting Policies**

Waters Corporation ( Waters® or the Company ) is an analytical instrument manufacturer that primarily designs, manufactures, sells and services, through its Waters Division, high performance liquid chromatography ( HPLC ), ultra performance liquid chromatography ( UPLC® and together with HPLC, referred to as LC ) and mass spectrometry ( MS ) technology systems and support products, including chromatography columns, other consumable products and comprehensive post-warranty service plans. These systems are complementary products that are frequently employed together ( LC-MS ) and sold as integrated instrument systems using a common software platform. LC is a standard technique and is utilized in a broad range of industries to detect, identify, monitor and measure the chemical, physical and biological composition of materials, and to purify a full range of compounds. MS instruments are used in drug discovery and development, including clinical trial testing, the analysis of proteins in disease processes (known as proteomics ), nutritional safety analysis and environmental testing. LC-MS instruments combine a liquid phase sample introduction and separation system with mass spectrometric compound identification and quantification. Through its TA Division ( TÁ ), the Company primarily designs, manufactures, sells and services thermal analysis, rheometry and calorimetry instruments, which are used in predicting the suitability and stability of fine chemicals, pharmaceuticals, water, polymers, metals and viscous liquids for various industrial, consumer goods and healthcare products, as well as for life science research. The Company is also a developer and supplier of software-based products that interface with the Company s instruments, as well as other suppliers instruments, and are typically purchased by customers as part of the instrument system.

The Company s interim fiscal quarter typically ends on the thirteenth Saturday of each quarter. Since the Company s fiscal year end is December 31, the first and fourth fiscal quarters may have more or less than thirteen complete weeks. The Company s third fiscal quarters for 2015 and 2014 ended on October 3, 2015 and September 27, 2014, respectively.

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the instructions to the Quarterly Report on Form 10-Q and do not include all of the information and note disclosures required by generally accepted accounting principles ( GAAP ) in the United States of America. The consolidated financial statements include the accounts of the Company and its subsidiaries, most of which are wholly owned. All material inter-company balances and transactions have been eliminated.

The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities at the dates of the financial statements. Actual amounts may differ from these estimates under different assumptions or conditions.

It is management s opinion that the accompanying interim consolidated financial statements reflect all adjustments (which are normal and recurring) that are necessary for a fair statement of the results for the interim periods. The interim consolidated financial statements should be read in conjunction with the consolidated financial statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the U.S. Securities and Exchange Commission on February 27, 2015.

*Cash, Cash Equivalents and Investments*

Cash equivalents represent highly liquid investments, with original maturities of 90 days or less, while investments with longer maturities are classified as investments. The Company maintains cash balances in various operating accounts in excess of federally insured limits, and in foreign subsidiary accounts in currencies other than U.S. dollars. As of October 3, 2015 and December 31, 2014, \$2,275 million out of \$2,311 million and \$1,971 million out of \$2,055 million, respectively, of the Company's total cash, cash equivalents and investments were held by foreign subsidiaries and may be subject to material tax effects on distribution to U.S. legal entities.

*Property, Plant and Equipment*

During the three and nine months ended September 27, 2014, the Company recorded a \$4 million impairment charge related to a write-down in the fair value of a building in the U.K., which was designated as held for sale. The carrying value of the building was \$4 million and was included in other current assets in the consolidated balance sheet at December 31, 2014. During the three months ended October 3, 2015, the Company sold the building for \$5 million in cash, which resulted in a gain on the sale of \$1 million.

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)***Fair Value Measurements*

In accordance with the accounting standards for fair value measurements and disclosures, certain of the Company's assets and liabilities are measured at fair value on a recurring basis as of October 3, 2015 and December 31, 2014. Fair values determined by Level 1 inputs utilize observable data, such as quoted prices in active markets. Fair values determined by Level 2 inputs utilize data points other than quoted prices in active markets that are observable either directly or indirectly. Fair values determined by Level 3 inputs utilize unobservable data points for which there is little or no market data, which require the reporting entity to develop its own assumptions.

The following table represents the Company's assets and liabilities measured at fair value on a recurring basis at October 3, 2015 (in thousands):

|                                       | <b>Total at<br/>October 3, 2015</b> | <b>Quoted Prices<br/>in Active<br/>Markets<br/>for<br/>Identical<br/>Assets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|---------------------------------------|-------------------------------------|---|--|--|
| <b>Assets:</b>                        |                                     |   |  |  |
| U.S. Treasury securities              | \$ 629,048                          | \$  | \$ 629,048   | \$   |
| Corporate debt securities             | 1,233,772                           |   | 1,233,772  |  |
| Time deposits                         | 80,931                              |   | 80,931   |  |
| Equity securities                     | 147                                 |   | 147  |  |
| Other cash equivalents                | 29,000                              |   | 29,000   |  |
| Waters 401(k) Restoration Plan assets | 33,842                              |   | 33,842   |  |
| Foreign currency exchange contracts   | 38                                  |   | 38   |  |
| <b>Total</b>                          | <b>\$ 2,006,778</b>                 | <b>\$</b>   | <b>\$ 2,006,778</b>  | <b>\$</b>  |
| <b>Liabilities:</b>                   |                                     |   |  |  |
| Contingent consideration              | \$ 4,116                            | \$  | \$   | \$ 4,116   |
| Foreign currency exchange contracts   | 575                                 |   | 575  |  |
| <b>Total</b>                          | <b>\$ 4,691</b>                     | <b>\$</b>   | <b>\$ 575</b>  | <b>\$ 4,116</b>  |

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

The following table represents the Company's assets and liabilities measured at fair value on a recurring basis at December 31, 2014 (in thousands):

|                                       | <b>Total at<br/>December 31,<br/>2014</b> | <b>Quoted Prices<br/>in Active<br/>Markets<br/>for<br/>Identical<br/>Assets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|---------------------------------------|---|---|--|--|
| <b>Assets:</b>                        |   |   |  |  |
| U.S. Treasury securities              | \$ 626,772                                | \$  | \$ 626,772   | \$   |
| Foreign government securities         | 24,998                                    |   | 24,998   |  |
| Corporate debt securities             | 984,105                                   |   | 984,105  |  |
| Time deposits                         | 64,240                                    |   | 64,240   |  |
| Equity securities                     | 147                                       |   | 147  |  |
| Other cash equivalents                | 29,000                                    |   | 29,000   |  |
| Waters 401(k) Restoration Plan assets | 33,935                                    |   | 33,935   |  |
| Foreign currency exchange contracts   | 123                                       |   | 123  |  |
| <b>Total</b>                          | <b>\$ 1,763,320</b>                       | <b>\$</b>   | <b>\$ 1,763,320</b>  | <b>\$</b>  |
| <b>Liabilities:</b>                   |   |   |  |  |
| Contingent consideration              | \$ 3,612                                  | \$  | \$   | \$ 3,612   |
| Foreign currency exchange contracts   | 651                                       |   | 651  |  |
| <b>Total</b>                          | <b>\$ 4,263</b>                           | <b>\$</b>   | <b>\$ 651</b>  | <b>\$ 3,612</b>  |

The fair values of the Company's cash equivalents, investments, 401(k) restoration plan assets and foreign currency exchange contracts are determined through market and observable sources and have been classified as Level 2. These assets and liabilities have been initially valued at the transaction price and subsequently valued, typically utilizing third-party pricing services. The pricing services use many inputs to determine value, including reportable trades, benchmark yields, credit spreads, broker/dealer quotes, current spot rates and other industry and economic events. The Company validates the prices provided by third-party pricing services by reviewing their pricing methods and obtaining market values from other pricing sources. After completing these validation procedures, the Company did not adjust or override any fair value measurements provided by third-party pricing services as of October 3, 2015 and December 31, 2014.

*Fair Value of Contingent Consideration*

The fair value of the Company's liability for contingent consideration related to the July 2014 acquisition of Medimass Research, Development and Service Kft. is determined using a probability-weighted discounted cash flow model,



which uses significant unobservable inputs, and has been classified as Level 3. Subsequent changes in the fair value of the contingent consideration liability are recorded in the results of operations. The fair value of the contingent consideration liability associated with future earnout payments is based on several factors, including the development of future products, estimated sales of those products and a discount rate reflective of the Company's creditworthiness. A change in any of these unobservable inputs can significantly change the fair value of the contingent consideration. Although there is no contractual limit, the fair value of future contingent consideration payments was estimated to be approximately \$4 million at both October 3, 2015 and December 31, 2014, based on the Company's best estimate, as the earnout is based on future sales of certain products through 2034. There have been no changes in significant assumptions since December 31, 2014 and the change in fair value since then is primarily due to change in time value of money.

*Fair Value of Other Financial Instruments*

The Company's cash, accounts receivable, accounts payable and variable interest rate debt are recorded at cost, which approximates fair value. The carrying value of the Company's fixed interest rate debt was \$450 million and \$550 million at October 3, 2015 and December 31, 2014, respectively. The fair value of the Company's fixed interest rate debt was estimated using discounted cash flow models, based on estimated current rates offered for similar debt under current market conditions for the Company. The fair value of the Company's fixed interest rate debt was estimated to be \$456 million and \$558 million at October 3, 2015 and December 31, 2014, respectively, using Level 2 inputs.

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)***Derivative Transactions*

The Company enters into foreign currency exchange contracts to manage exposures to changes in foreign currency exchange rates on certain inter-company balances and short-term assets and liabilities. Principal hedged currencies include the Euro, Japanese yen, British pound and Brazilian real. At October 3, 2015 and December 31, 2014, the Company held forward foreign exchange contracts with notional amounts totaling \$107 million and \$110 million, respectively.

The Company's foreign currency exchange contracts included in the consolidated balance sheets are classified as follows (in thousands):

|                           | <b>October 3, 2015</b> | <b>December 31, 2014</b> |
|---------------------------|------------------------|--------------------------|
| Other current assets      | \$ 38                  | \$ 123                   |
| Other current liabilities | \$ 575                 | \$ 651                   |

The following is a summary of the activity in cost of sales in the statements of operations related to the forward foreign exchange contracts (in thousands):

|   | <b>Three Months Ended</b>  |                               | <b>Nine Months Ended</b>   |                               |
|---|----------------------------|-------------------------------|----------------------------|-------------------------------|
|   | <b>October 3,<br/>2015</b> | <b>September 27,<br/>2014</b> | <b>October 3,<br/>2015</b> | <b>September 27,<br/>2014</b> |
| Realized gains (losses) on closed contracts | \$ 810                     | \$ (266)                      | \$ 5                       | \$ (366)                      |
| Unrealized losses on open contracts         | (71)                       | (43)                          | (9)                        | (1,000)                       |
| Cumulative net pre-tax gains (losses)       | \$ 739                     | \$ (309)                      | \$ (4)                     | \$ (1,366)                    |

*Stockholders' Equity*

In May 2014, the Company's Board of Directors authorized the Company to repurchase up to \$750 million of its outstanding common stock over a three-year period and authorized the extension of the May 2012 program until May 2015. During the nine months ended October 3, 2015 and September 27, 2014, the Company repurchased 2.0 million and 2.4 million shares of the Company's outstanding common stock at a cost of \$249 million and \$255 million, respectively, under the May 2012 and May 2014 authorizations. As of October 3, 2015, the Company repurchased an aggregate of 7.6 million shares at a cost of \$750 million under the May 2012 repurchase program, which is now completed. The Company has a total of \$520 million authorized for future repurchases under the May 2014 plan. In addition, the Company repurchased \$6 million and \$7 million of common stock related to the vesting of restricted stock units during the nine months ended October 3, 2015 and September 27, 2014, respectively. The Company believes that it has the financial flexibility to fund these share repurchases given current cash levels and debt borrowing capacity, as well as to invest in research, technology and business acquisitions to further grow the Company's sales and profits.

*Product Warranty Costs*

The Company accrues estimated product warranty costs at the time of sale, which are included in cost of sales in the consolidated statements of operations. While the Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its component suppliers, the Company's warranty obligation is affected by product failure rates, material usage and service delivery costs incurred in correcting a product failure. The amount of the accrued warranty liability is based on historical information, such as past experience, product failure rates, number of units repaired and estimated costs of material and labor. The liability is reviewed for reasonableness at least quarterly.

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

The following is a summary of the activity of the Company's accrued warranty liability for the nine months ended October 3, 2015 and September 27, 2014 (in thousands):

|                             | <b>Balance at<br/>Beginning<br/>of Period</b> | <b>Accruals for<br/>Warranties</b> | <b>Settlements<br/>Made</b> | <b>Balance at<br/>End of<br/>Period</b> |
|-----------------------------|---|------------------------------------|-----------------------------|---|
| Accrued warranty liability: |   |                                    |                             |   |
| October 3, 2015             | \$ 13,266                                     | \$ 5,834                           | \$ (5,993)                  | \$ 13,107                               |
| September 27, 2014          | \$ 12,962                                     | \$ 5,292                           | \$ (5,773)                  | \$ 12,481                               |

*Subsequent Events*

The Company did not have any material subsequent events.

**2 Marketable Securities**

The Company's marketable securities within cash equivalents and investments included in the consolidated balance sheets are detailed as follows (in thousands):

|                           | <b>October 3, 2015</b>    |                            |                            | <b>Fair<br/>Value</b> |
|---------------------------|---------------------------|----------------------------|----------------------------|-----------------------|
|                           | <b>Amortized<br/>Cost</b> | <b>Unrealized<br/>Gain</b> | <b>Unrealized<br/>Loss</b> |                       |
| U.S. Treasury securities  | \$ 627,630                | \$ 1,465                   | \$ (47)                    | \$ 629,048            |
| Corporate debt securities | 1,233,267                 | 895                        | (390)                      | 1,233,772             |
| Time deposits             | 80,931                    |                            |                            | 80,931                |
| Equity securities         | 77                        | 70                         |                            | 147                   |
| <b>Total</b>              | <b>\$ 1,941,905</b>       | <b>\$ 2,430</b>            | <b>\$ (437)</b>            | <b>\$ 1,943,898</b>   |
| Amounts included in:      |                           |                            |                            |                       |
| Cash equivalents          | \$ 92,682                 | \$                         | \$                         | \$ 92,682             |
| Investments               | 1,849,223                 | 2,430                      | (437)                      | 1,851,216             |
| <b>Total</b>              | <b>\$ 1,941,905</b>       | <b>\$ 2,430</b>            | <b>\$ (437)</b>            | <b>\$ 1,943,898</b>   |

|                               | <b>December 31, 2014</b>  |                            |                            | <b>Fair<br/>Value</b> |
|-------------------------------|---------------------------|----------------------------|----------------------------|-----------------------|
|                               | <b>Amortized<br/>Cost</b> | <b>Unrealized<br/>Gain</b> | <b>Unrealized<br/>Loss</b> |                       |
| U.S. Treasury securities      | \$ 626,683                | \$ 246                     | \$ (157)                   | \$ 626,772            |
| Foreign government securities | 24,998                    |                            |                            | 24,998                |

Edgar Filing: WATERS CORP /DE/ - Form 10-Q

|                           |              |        |          |              |
|---------------------------|--------------|--------|----------|--------------|
| Corporate debt securities | 984,668      | 125    | (688)    | 984,105      |
| Time deposits             | 64,240       |        |          | 64,240       |
| Equity securities         | 77           | 70     |          | 147          |
| Total                     | \$ 1,700,666 | \$ 441 | \$ (845) | \$ 1,700,262 |
| Amounts included in:      |              |        |          |              |
| Cash equivalents          | \$ 67,051    | \$     | \$       | \$ 67,051    |
| Investments               | 1,633,615    | 441    | (845)    | 1,633,211    |
| Total                     | \$ 1,700,666 | \$ 441 | \$ (845) | \$ 1,700,262 |

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

The estimated fair value of marketable debt securities by maturity date is as follows (in thousands):

|  | <b>October 3, 2015</b> | <b>December 31, 2014</b> |
|--|------------------------|--------------------------|
| Due in one year or less                | \$ 1,063,640           | \$ 872,872               |
| Due after one year through three years | 799,180                | 763,003                  |
| <b>Total</b>                           | <b>\$ 1,862,820</b>    | <b>\$ 1,635,875</b>      |

**3 Inventories**

Inventories are classified as follows (in thousands):

|                          | <b>October 3, 2015</b> | <b>December 31, 2014</b> |
|--------------------------|------------------------|--------------------------|
| Raw materials            | \$ 94,226              | \$ 84,952                |
| Work in progress         | 21,814                 | 16,749                   |
| Finished goods           | 165,746                | 144,729                  |
| <b>Total inventories</b> | <b>\$ 281,786</b>      | <b>\$ 246,430</b>        |

**4 Acquisitions**

The Company accounts for business acquisitions under the accounting standards for business combinations. The results of each acquisition have been included in the Company's consolidated results as of the acquisition date and the purchase price of an acquisition is allocated to tangible and intangible assets and assumed liabilities based on their estimated fair values. Any excess of the fair value consideration transferred over the estimated fair values of the net assets acquired is recognized as goodwill.

On May 22, 2015, the Company acquired the net assets of the ElectroForce® business of the Bose Corporation ( ElectroForce ), a manufacturer of testing systems, for approximately \$9 million in cash. ElectroForce's core business is the manufacturing of dynamic mechanical testing systems used to characterize medical devices, biologic and engineered materials. The ElectroForce test instruments are based on unique motor designs that are quiet, energy-efficient, scalable and deliver high performance over a wide range of force and frequency. ElectroForce was acquired to expand the TA Division's product offering into new markets, while leveraging the technology, infrastructure and customer bases of the combined organizations. The Company has allocated \$4 million of the purchase price to intangible assets comprised of technology, customer relationships and trade name. The Company is amortizing the technology and customer relationships over ten years and five years, respectively. The remaining purchase price of \$1 million was accounted for as goodwill, which is deductible for tax purposes.

The principal factor that resulted in recognition of goodwill in the acquisition of ElectroForce is that the purchase price was based, in part, on cash flow projections assuming the integration of any acquired technology, distribution

channels and products with the Company's products, which is of considerably greater value than utilizing the acquired company's technology, customer access or products on a stand-alone basis. The goodwill also includes value assigned to assembled workforce, which cannot be recognized as an intangible asset.

In this acquisition, the sellers provided the Company with customary representations, warranties and indemnification, which would be settled in the future if and when a breach of the contractual representation or warranty condition occurs. The impact of the acquisition of ElectroForce on the Company's revenues and net income since the acquisition date for the nine months ended October 3, 2015 was immaterial.

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

The fair values of the assets and liabilities acquired were determined using various income-approach valuation techniques, which use Level 3 inputs. The following table presents the fair values as of the acquisition date, as determined by the Company, of 100% of the assets and liabilities owned and recorded in connection with the acquisition of ElectroForce (in thousands):

|  |          |
|--|----------|
| Accounts receivable and other current assets   | \$ 1,520 |
| Inventory                                      | 4,489    |
| Property, plant and equipment                  | 699      |
| Intangible assets                              | 3,700    |
| Goodwill                                       | 1,118    |
| <br>   |          |
| Total assets acquired                          | 11,526   |
| Accrued expenses and other current liabilities | 2,118    |
| <br>   |          |
| Cash consideration paid                        | \$ 9,408 |

**5 Goodwill and Other Intangibles**

The carrying amount of goodwill was \$352 million and \$355 million at October 3, 2015 and December 31, 2014, respectively. During the nine months ended October 3, 2015, the Company's acquisition increased goodwill by \$1 million (see Note 4) and the effect of foreign currency translation decreased goodwill by \$4 million.

The Company's intangible assets included in the consolidated balance sheets are detailed as follows (in thousands):

|                               | October 3, 2015       |                          |                                      | December 31, 2014     |                          |                                      |
|-------------------------------|-----------------------|--------------------------|--------------------------------------|-----------------------|--------------------------|--------------------------------------|
|                               | Gross Carrying Amount | Accumulated Amortization | Weighted-Average Amortization Period | Gross Carrying Amount | Accumulated Amortization | Weighted-Average Amortization Period |
| Capitalized software          | \$ 335,517            | \$ 202,468               | 7 years                              | \$ 334,280            | \$ 196,477               | 7 years                              |
| Purchased intangibles         | 163,144               | 117,632                  | 11 years                             | 163,855               | 112,279                  | 11 years                             |
| Trademarks and IPR&D          | 13,967                |                          |                                      | 14,095                |                          |                                      |
| Licenses                      | 5,499                 | 3,995                    | 6 years                              | 5,371                 | 3,634                    | 6 years                              |
| Patents and other intangibles | 61,773                | 32,999                   | 8 years                              | 56,513                | 29,353                   | 8 years                              |
| <br>                          |                       |                          |                                      |                       |                          |                                      |
| Total                         | \$ 579,900            | \$ 357,094               | 8 years                              | \$ 574,114            | \$ 341,743               | 8 years                              |

During the nine months ended October 3, 2015, the Company acquired \$4 million of purchased intangibles as a result of the acquisition of ElectroForce (see Note 4). During the nine months ended October 3, 2015, the effect of foreign currency translation decreased the gross carrying value of intangible assets and accumulated amortization for



intangible assets by \$31 million and \$18 million, respectively. Amortization expense for intangible assets was \$12 million for both the three months ended October 3, 2015 and September 27, 2014. Amortization expense for intangible assets was \$34 million and \$36 million for the nine months ended October 3, 2015 and September 27, 2014, respectively. Amortization expense for intangible assets is estimated to be approximately \$44 million per year for each of the next five years.

## **6 Debt**

In June 2013, the Company entered into a credit agreement that provides for a \$1.1 billion revolving facility and a \$300 million term loan facility. In April 2015, Waters entered into an amendment to this agreement (the Amended Credit Agreement ). The Amended Credit Agreement provides for an increase of the revolving commitments from \$1.1 billion to \$1.3 billion and extends the maturity of the original credit agreement from June 25, 2018 until April 23, 2020. The Company plans to use future proceeds from the revolving facility for general corporate purposes.

The interest rates applicable to the Amended Credit Agreement are, at the Company's option, equal to either the alternate base rate calculated daily (which is a rate per annum equal to the greatest of (a) the prime rate in effect on

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

such day, (b) the federal funds effective rate in effect on such day plus 1/2% per annum, or (c) the adjusted LIBO rate on such day (or if such day is not a business day, the immediately preceding business day) for a deposit in U.S. dollars with a maturity of one month plus 1% per annum) or the applicable 1, 2, 3 or 6 month adjusted LIBO rate, in each case, plus an interest rate margin based upon the Company's leverage ratio, which can range between 0 to 12.5 basis points for alternate base rate loans and between 80 basis points and 117.5 basis points for adjusted LIBO rate loans. The facility fee on the Amended Credit Agreement ranges between 7.5 basis points and 20 basis points. The Amended Credit Agreement requires that the Company comply with an interest coverage ratio test of not less than 3.50:1 as of the end of any fiscal quarter for any period of four consecutive fiscal quarters and a leverage ratio test of not more than 3.50:1 as of the end of any fiscal quarter. In addition, the Amended Credit Agreement includes negative covenants, affirmative covenants, representations and warranties and events of default that are customary for investment grade credit facilities.

At October 3, 2015, \$125 million of the outstanding portion of the revolving facility was classified as short-term liabilities in the consolidated balance sheet due to the fact that the Company expects to repay this portion of the borrowing under the revolving line of credit within the next twelve months. The remaining \$705 million of the outstanding portion of the revolving facility was classified as long-term liabilities in the consolidated balance sheet, as this portion is not expected to be repaid within the next twelve months.

As of October 3, 2015 and December 31, 2014, the Company had a total of \$500 million and \$600 million of outstanding senior unsecured notes, respectively. Interest on the fixed rate senior unsecured notes is payable semi-annually each year. Interest on the floating rate senior unsecured notes is payable quarterly. The Company may prepay all or some of the senior unsecured notes at any time in an amount not less than 10% of the aggregate principal amount outstanding, plus the applicable make-whole amount or prepayment premium for Series H senior unsecured notes. In the event of a change in control of the Company (as defined in the note purchase agreement), the Company may be required to prepay the senior unsecured notes at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest. These senior unsecured notes require that the Company comply with an interest coverage ratio test of not less than 3.50:1 for any period of four consecutive fiscal quarters and a leverage ratio test of not more than 3.50:1 as of the end of any fiscal quarter. In addition, these senior unsecured notes include customary negative covenants, affirmative covenants, representations and warranties and events of default.

The Company had the following outstanding debt at October 3, 2015 and December 31, 2014 (in thousands):

|   | <b>October 3, 2015</b> | <b>December 31, 2014</b> |
|---|------------------------|--------------------------|
| Foreign subsidiary lines of credit                              | \$ 176                 | \$ 243                   |
| Senior unsecured notes - Series A - 3.75%,<br>due February 2015 |                        | 100,000                  |
| Senior unsecured notes - Series C - 2.50%,<br>due March 2016    | 50,000                 |                          |
| Credit agreements   | 125,000                | 125,000                  |
| <b>Total notes payable and debt</b>                             | <b>175,176</b>         | <b>225,243</b>           |

Edgar Filing: WATERS CORP /DE/ - Form 10-Q

|  |              |              |
|--|--------------|--------------|
| Senior unsecured notes - Series B - 5.00%,<br>due February 2020      | 100,000      | 100,000      |
| Senior unsecured notes - Series C - 2.50%,<br>due March 2016         |              | 50,000       |
| Senior unsecured notes - Series D - 3.22%,<br>due March 2018         | 100,000      | 100,000      |
| Senior unsecured notes - Series E - 3.97%,<br>due March 2021         | 50,000       | 50,000       |
| Senior unsecured notes - Series F - 3.40%,<br>due June 2021          | 100,000      | 100,000      |
| Senior unsecured notes - Series G - 3.92%,<br>due June 2024          | 50,000       | 50,000       |
| Senior unsecured notes - Series H - floating<br>rate*, due June 2024 | 50,000       | 50,000       |
| Credit agreements  | 1,005,000    | 740,000      |
| Total long-term debt   | 1,455,000    | 1,240,000    |
| Total debt   | \$ 1,630,176 | \$ 1,465,243 |

\* Series H senior unsecured notes bear interest at a 3-month LIBOR for that floating rate interest period plus 1.25%. As of October 3, 2015 and December 31, 2014, the Company had a total amount available to borrow of \$468 million and \$533 million, respectively, after outstanding letters of credit, under the credit agreements. The weighted-average interest rates applicable to the senior unsecured notes and credit agreement borrowings collectively were 2.06% and 2.31% at October 3, 2015 and December 31, 2014, respectively. As of October 3, 2015, the Company was in compliance with all debt covenants.

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

The Company and its foreign subsidiaries also had available short-term lines of credit totaling \$98 million and \$88 million at October 3, 2015 and December 31, 2014, respectively, for the purpose of short-term borrowing and issuance of commercial guarantees. At October 3, 2015 and December 31, 2014, the weighted-average interest rates applicable to these short-term borrowings were 2.00% and 1.48%, respectively.

**7 Income Taxes**

The Company's effective tax rate was 10.3% and 13.6% for the three months ended October 3, 2015 and September 27, 2014, respectively. The Company's effective tax rate was 13.3% and 14.1% for the nine months ended October 3, 2015 and September 27, 2014, respectively. The differences between the effective tax rates for 2015 as compared to 2014 were primarily attributable to differences in the proportionate amounts of pre-tax income recognized in jurisdictions with different effective tax rates, and the recognition of a \$2 million discrete benefit for additional U.K. tax credits in the three months ended October 3, 2015. In the third quarter of 2015, the Company entered into a new agreement with Singapore tax authorities that extended a 0% contractual tax rate through March 2021. The contractual tax rate is dependent upon achievement of certain contractual milestones, which the Company expects to meet. The current statutory tax rate in Singapore is 17%.

The Company accounts for its uncertain tax return reporting positions in accordance with the accounting standards for income taxes, which require financial statement reporting of the expected future tax consequences of uncertain tax reporting positions on the presumption that all concerned tax authorities possess full knowledge of those reporting positions, as well as all of the pertinent facts and circumstances, but prohibit any discounting of unrecognized tax benefits associated with those reporting positions for the time value of money.

The following is a summary of the activity of the Company's unrecognized tax benefits for the nine months ended October 3, 2015 and September 27, 2014 (in thousands):

|  | <b>October 3, 2015</b> | <b>September 27, 2014</b> |
|--|------------------------|---------------------------|
| Balance at the beginning of the period | \$ 19,596              | \$ 24,716                 |
| Net changes in uncertain tax benefits  | (861)                  | (3,268)                   |
| Balance at the end of the period       | \$ 18,735              | \$ 21,448                 |

With limited exceptions, the Company is no longer subject to tax audit examinations in significant jurisdictions for the years ended on or before December 31, 2011. However, carryforward attributes that were generated in years beginning on or before January 1, 2012 may still be adjusted upon examination by tax authorities if the attributes are utilized. The Company continuously monitors the lapsing of statutes of limitations on potential tax assessments for related changes in the measurement of unrecognized tax benefits, related net interest and penalties, and deferred tax assets and liabilities. As of October 3, 2015, the Company expects to record additional reductions in the measurement of its unrecognized tax benefits and related net interest and penalties of approximately \$5 million within the next twelve months due to the lapsing of statutes of limitations on potential tax assessments. The Company does not expect to record any other material reductions in the measurement of its unrecognized tax benefits within the next twelve months.

## **8 Stock-Based Compensation**

The Company maintains various shareholder-approved, stock-based compensation plans which allow for the issuance of incentive or non-qualified stock options, stock appreciation rights, restricted stock or other types of awards (e.g. restricted stock units).

The Company accounts for stock-based compensation costs in accordance with the accounting standards for stock-based compensation, which require that all share-based payments to employees be recognized in the statements of operations based on their grant date fair values. The Company recognizes the expense using the straight-line attribution method. The stock-based compensation expense recognized in the consolidated statements of operations is based on awards that ultimately are expected to vest; therefore, the amount of expense has been reduced for estimated forfeitures. The stock-based compensation accounting standards require forfeitures to be estimated at the

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience. If actual results differ significantly from these estimates, stock-based compensation expense and the Company's results of operations could be materially impacted. In addition, if the Company employs different assumptions in the application of these standards, the compensation expense that the Company records in the future periods may differ significantly from what the Company has recorded in the current period.

The consolidated statements of operations for the three and nine months ended October 3, 2015 and September 27, 2014 include the following stock-based compensation expense related to stock option awards, restricted stock, restricted stock unit awards and the employee stock purchase plan (in thousands):

|                                     | Three Months Ended |                    | Nine Months Ended |                    |
|-------------------------------------|--------------------|--------------------|-------------------|--------------------|
|                                     | October 3, 2015    | September 27, 2014 | October 3, 2015   | September 27, 2014 |
| Cost of sales                       | \$ 668             | \$ 633             | \$ 1,990          | \$ 2,061           |
| Selling and administrative expenses | 6,626              | 6,355              | 19,686            | 19,345             |
| Research and development expenses   | 1,053              | 1,119              | 3,281             | 3,054              |
| Total stock-based compensation      | \$ 8,347           | \$ 8,107           | \$ 24,957         | \$ 24,460          |

*Stock Options*

In determining the fair value of the stock options, the Company makes a variety of assumptions and estimates, including volatility measures, expected yields and expected stock option lives. The fair value of each option grant was estimated on the date of grant using the Black-Scholes option pricing model. The Company uses implied volatility on its publicly-traded options as the basis for its estimate of expected volatility. The Company believes that implied volatility is the most appropriate indicator of expected volatility because it is generally reflective of historical volatility and expectations of how future volatility will differ from historical volatility. The expected life assumption for grants is based on historical experience for the population of non-qualified stock option exercises. The risk-free interest rate is the yield currently available on U.S. Treasury zero-coupon issues with a remaining term approximating the expected term used as the input to the Black-Scholes model. The relevant data used to determine the value of the stock options granted during the nine months ended October 3, 2015 and September 27, 2014 are as follows:

| Options Issued and Significant Assumptions Used to Estimate Option Fair Values | Nine Months Ended |                    |
|--|-------------------|--------------------|
|  | October 3, 2015   | September 27, 2014 |
| Options issued in thousands  | 115               | 32                 |
| Risk-free interest rate  | 1.4%              | 1.9%               |
| Expected life in years   | 4                 | 4                  |

|                     |       |       |
|---------------------|-------|-------|
| Expected volatility | 0.291 | 0.245 |
| Expected dividends  |       |       |

| <b>Weighted-Average Exercise Price and Fair Value of Options on the Date of Grant</b> | <b>Nine Months Ended</b> |                           |
|---|--------------------------|---------------------------|
|   | <b>October 3, 2015</b>   | <b>September 27, 2014</b> |
| Exercise price  | \$ 121.33                | \$ 99.22                  |
| Fair value  | \$ 30.85                 | \$ 22.38                  |

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

The following table summarizes stock option activity for the plans for the nine months ended October 3, 2015 (in thousands, except per share data):

|                                  | Number of Shares | Price per Share      | Weighted-Average<br>Exercise<br>Price |
|----------------------------------|------------------|----------------------|---------------------------------------|
| Outstanding at December 31, 2014 | 3,280            | \$ 37.84 to \$113.36 | \$ 82.85                              |
| Granted                          | 115              | \$113.88 to \$134.37 | \$ 121.33                             |
| Exercised                        | (342)            | \$ 37.84 to \$ 98.21 | \$ 74.44                              |
| Canceled                         | (72)             | \$ 79.05 to \$ 87.06 | \$ 83.25                              |
| Outstanding at October 3, 2015   | 2,981            | \$ 38.09 to \$134.37 | \$ 85.29                              |

*Restricted Stock*

During the nine months ended October 3, 2015, the Company granted ten thousand shares of restricted stock. The fair value of these awards on the grant date was \$113.88 per share.

*Restricted Stock Units*

The following table summarizes the unvested restricted stock unit award activity for the nine months ended October 3, 2015 (in thousands, except for per share amounts):

|                               | Shares | Weighted-Average<br>Price |
|-------------------------------|--------|---------------------------|
| Unvested at December 31, 2014 | 533    | \$ 94.38                  |
| Granted                       | 150    | \$ 119.46                 |
| Vested                        | (144)  | \$ 85.40                  |
| Forfeited                     | (12)   | \$ 99.75                  |
| Unvested at October 3, 2015   | 527    | \$ 103.85                 |

Restricted stock units are generally granted annually in February and vest in equal annual installments over a five-year period.

**9 Earnings Per Share**

Basic and diluted earnings per share ( EPS ) calculations are detailed as follows (in thousands, except per share data):



|   | <b>Three Months Ended October 3, 2015</b> |   |                                 |
|---|---|---|---------------------------------|
|   | <b>Net<br/>Income<br/>(Numerator)</b>     | <b>Weighted-<br/>Average Shares<br/>(Denominator)</b> | <b>Per<br/>Share<br/>Amount</b> |
| Net income per basic common share   | \$ 116,281                                | 82,036  | \$ 1.42                         |
| Effect of dilutive stock option, restricted stock<br>and restricted stock unit securities |   | 748   | (0.02)                          |
| Net income per diluted common share   | \$ 116,281                                | 82,784  | \$ 1.40                         |

|   | <b>Three Months Ended September 27, 2014</b> |   |                             |
|---|--|---|-----------------------------|
|   | <b>Net<br/>Income<br/>(Numerator)</b>        | <b>Weighted-<br/>Average<br/>Shares<br/>(Denominator)</b> | <b>Per Share<br/>Amount</b> |
| Net income per basic common share   | \$ 113,497                                   | 83,663  | \$ 1.36                     |
| Effect of dilutive stock option, restricted stock<br>and restricted stock unit securities |  | 738   | (0.02)                      |
| Net income per diluted common share   | \$ 113,497                                   | 84,401  | \$ 1.34                     |

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

|  | <b>Nine Months Ended October 3, 2015</b> |   |                             |
|--|--|---|-----------------------------|
|  | <b>Net<br/>Income<br/>(Numerator)</b>    | <b>Weighted-<br/>Average Shares<br/>(Denominator)</b> | <b>Per Share<br/>Amount</b> |
| Net income per basic common share  | \$ 317,999                               | 82,552  | \$ 3.85                     |
| Effect of dilutive stock option, restricted stock and restricted stock unit securities |  | 753   | (0.03)                      |
| Net income per diluted common share  | \$ 317,999                               | 83,305  | \$ 3.82                     |

|  | <b>Nine Months Ended September 27, 2014</b> |   |                                 |
|--|---|---|---------------------------------|
|  | <b>Net<br/>Income<br/>(Numerator)</b>       | <b>Weighted-<br/>Average<br/>Shares<br/>(Denominator)</b> | <b>Per<br/>Share<br/>Amount</b> |
| Net income per basic common share  | \$ 280,328                                  | 84,375  | \$ 3.32                         |
| Effect of dilutive stock option, restricted stock and restricted stock unit securities |   | 787   | (0.03)                          |
| Net income per diluted common share  | \$ 280,328                                  | 85,162  | \$ 3.29                         |

For the three and nine months ended October 3, 2015, the Company had 0.6 million and 0.7 million stock options that were antidilutive, respectively, due to having higher exercise prices than the Company's average stock price during the period. For both the three and nine months ended September 27, 2014, the Company had 0.5 million stock options that were antidilutive. These securities were not included in the computation of diluted EPS. The effect of dilutive securities was calculated using the treasury stock method.

**10 Retirement Plans**

The Company sponsors various retirement plans. The summary of the components of net periodic pension costs for the plans for the three and nine months ended October 3, 2015 and September 27, 2014 is as follows (in thousands):

|                                | <b>Three Months Ended</b>         |   |                                       |                                   |   |                                       |
|--------------------------------|-----------------------------------|---|---------------------------------------|-----------------------------------|---|---------------------------------------|
|                                | <b>October 3, 2015</b>            |   |                                       | <b>September 27, 2014</b>         |   |                                       |
|                                | <b>U.S.<br/>Pension<br/>Plans</b> | <b>U.S. Retiree<br/>Healthcare<br/>Plan</b> | <b>Non-U.S.<br/>Pension<br/>Plans</b> | <b>U.S.<br/>Pension<br/>Plans</b> | <b>U.S. Retiree<br/>Healthcare<br/>Plan</b> | <b>Non-U.S.<br/>Pension<br/>Plans</b> |
| Service cost                   | \$                                | \$ (91)                                     | \$ 1,337                              | \$                                | \$ 196                                      | \$ 1,212                              |
| Interest cost                  | 1,570                             | 116   | 402                                   | 1,623                             | 111   | 592                                   |
| Expected return on plan assets | (2,223)                           | (129)                                       | (410)                                 | (2,179)                           | (112)                                       | (392)                                 |
| Net amortization:              |                                   |   |                                       |                                   |   |                                       |

Edgar Filing: WATERS CORP /DE/ - Form 10-Q

|                                     |        |          |          |        |        |          |
|-------------------------------------|--------|----------|----------|--------|--------|----------|
| Prior service cost (credit)         |        |          | 14       |        | (13)   | (47)     |
| Net actuarial loss (gain)           | 1,101  |          | 273      | 692    | (18)   | 97       |
| Net periodic pension cost (benefit) | \$ 448 | \$ (104) | \$ 1,616 | \$ 136 | \$ 164 | \$ 1,462 |

**Table of Contents****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

|                                     | Nine Months Ended  |                              |                        |                    |                              |                        |
|-------------------------------------|--------------------|------------------------------|------------------------|--------------------|------------------------------|------------------------|
|                                     | October 3, 2015    |                              |                        | September 27, 2014 |                              |                        |
|                                     | U.S. Pension Plans | U.S. Retiree Healthcare Plan | Non-U.S. Pension Plans | U.S. Pension Plans | U.S. Retiree Healthcare Plan | Non-U.S. Pension Plans |
| Service cost                        | \$                 | \$ 433                       | \$ 4,011               | \$                 | \$ 594                       | \$ 3,636               |
| Interest cost                       | 4,596              | 352                          | 1,206                  | 4,813              | 347                          | 1,776                  |
| Expected return on plan assets      | (6,859)            | (373)                        | (1,230)                | (6,795)            | (326)                        | (1,176)                |
| Net amortization:                   |                    |                              |                        |                    |                              |                        |
| Prior service cost (credit)         |                    |                              | 42                     |                    | (39)                         | (141)                  |
| Net actuarial loss (gain)           | 2,459              |                              | 819                    | 1,662              | (26)                         | 291                    |
| Net periodic pension cost (benefit) | \$ 196             | \$ 412                       | \$ 4,848               | \$ (320)           | \$ 550                       | \$ 4,386               |

During the nine months ended October 3, 2015, the Company contributed \$4 million to the Company's U.S. pension plans. During fiscal year 2015, the Company expects to contribute a total of approximately \$6 million to \$11 million to the Company's defined benefit plans.

**11 Business Segment Information**

The Company's business activities, for which discrete financial information is available, are regularly reviewed and evaluated by the chief operating decision maker. As a result of this evaluation, the Company determined that it has two operating segments: Waters Division and TA Division.

Waters Division is primarily in the business of designing, manufacturing, distributing and servicing LC and MS instruments, columns and other chemistry consumables that can be integrated and used along with other analytical instruments. TA Division is primarily in the business of designing, manufacturing, distributing and servicing thermal analysis, rheometry and calorimetry instruments. The Company's two divisions are its operating segments and each has similar economic characteristics; product processes; products and services; types and classes of customers; methods of distribution and regulatory environments. Because of these similarities, the two segments have been aggregated into one reporting segment for financial statement purposes. Please refer to the consolidated financial statements for financial information regarding the one reportable segment of the Company.

Net sales for the Company's products and services are as follows for the three and nine months ended October 3, 2015 and September 27, 2014 (in thousands):

|                           | Three Months Ended |                    | Nine Months Ended |                    |
|---------------------------|--------------------|--------------------|-------------------|--------------------|
|                           | October 3, 2015    | September 27, 2014 | October 3, 2015   | September 27, 2014 |
| Product net sales:        |                    |                    |                   |                    |
| Waters instrument systems | \$ 219,196         | \$ 213,122         | \$ 625,276        | \$ 595,670         |
| Chemistry                 | 78,173             | 77,853             | 234,095           | 229,633            |

Edgar Filing: WATERS CORP /DE/ - Form 10-Q

|                            |                |                |                |                |
|----------------------------|----------------|----------------|----------------|----------------|
| TA instrument systems      | 39,564         | 40,190         | 112,471        | 111,922        |
| <b>Total product sales</b> | <b>336,933</b> | <b>331,165</b> | <b>971,842</b> | <b>937,225</b> |
| Service net sales:         |                |                |                |                |
| Waters service             | 148,206        | 146,038        | 438,104        | 423,155        |
| TA service                 | 15,439         | 15,962         | 45,776         | 45,094         |
| <b>Total service sales</b> | <b>163,645</b> | <b>162,000</b> | <b>483,880</b> | <b>468,249</b> |
| Total net sales            | \$ 500,578     | \$ 493,165     | \$ 1,455,722   | \$ 1,405,474   |

**Table of Contents**

**CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) (Continued)**

**12 Recent Accounting Standard Changes and Developments**

*Recently Issued Accounting Standards*

In May 2014, amended accounting guidance was issued regarding the recognition of revenue from contracts with customers. The objective of this guidance is to significantly enhance comparability and clarify principles of revenue recognition practices across entities, industries, jurisdictions and capital markets. This guidance was originally effective for annual and interim reporting periods beginning after December 15, 2016; however, the Financial Accounting Standards Board has amended the standard in August 2015 to delay the effective period by one year. Adoption prior to December 15, 2016 is not permitted. The Company is currently evaluating its adoption method and the potential impact that the adoption of this standard will have on the Company's financial position, results of operations and cash flows.

In April 2015, accounting guidance was issued which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying value of the associated debt liability. Subsequently, the Securities and Exchange Commission staff announced that it will not object when debt issuance costs related to a revolving debt arrangement are presented as an asset regardless of whether or not there is an outstanding balance on the revolving debt arrangement. This guidance is effective for annual and interim reporting periods beginning after December 15, 2015 and early adoption is permitted. The Company is currently evaluating the potential impact that the adoption of this standard will have on the Company's financial position, results of operations and cash flows.

In the third quarter of 2015, accounting guidance was issued which clarifies the measurement of inventory. The new guidance requires inventory to be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This guidance is effective for annual and interim periods beginning after December 15, 2016. The Company is currently evaluating the potential impact that the adoption of this standard will have on the Company's financial position, results of operations and cash flows.

**Table of Contents****Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations  
Business and Financial Overview**

The Company has two operating segments: the Waters Division and the TA Division ( T<sup>A</sup> ). The Waters Division's products and services primarily consist of high performance liquid chromatography ( HPLC ), ultra performance liquid chromatography ( UPLC<sup>®</sup> and together with HPLC, referred to as LC ), mass spectrometry ( MS ) and chemistry consumable products and related services. TA products and services primarily consist of thermal analysis, rheometry and calorimetry instrument systems and service sales. The Company's products are used by life science (including pharmaceutical), biochemical, industrial, nutritional safety, environmental, academic and governmental customers. These customers use the Company's products to detect, identify, monitor and measure the chemical, physical and biological composition of materials and to predict the suitability and stability of fine chemicals, pharmaceuticals, water, polymers, metals and viscous liquids in various industrial, consumer goods and healthcare products.

The Company's operating results for the three and nine months ended October 3, 2015 and September 27, 2014 are as follows (in thousands):

|  | Three Months Ended |                       |          | Nine Months Ended  |                       |          |
|--|--------------------|-----------------------|----------|--------------------|-----------------------|----------|
|  | October 3,<br>2015 | September 27,<br>2014 | % Change | October 3,<br>2015 | September 27,<br>2014 | % Change |
| Product sales                              | \$ 336,933         | \$ 331,165            | 2%       | \$ 971,842         | \$ 937,225            | 4%       |
| Service sales                              | 163,645            | 162,000               | 1%       | 483,880            | 468,249               | 3%       |
| Total net sales                            | 500,578            | 493,165               | 2%       | 1,455,722          | 1,405,474             | 4%       |
| Total cost of sales                        | 206,804            | 202,222               | 2%       | 604,757            | 591,794               | 2%       |
| Gross profit                               | 293,774            | 290,943               | 1%       | 850,965            | 813,680               | 5%       |
| <i>Gross profit as a % of sales</i>        | <i>58.7%</i>       | <i>59.0%</i>          |          | <i>58.5%</i>       | <i>57.9%</i>          |          |
| Selling and administrative expenses        | 124,655            | 122,226               | 2%       | 367,066            | 380,791               | (4%)     |
| Research and development expenses          | 30,703             | 27,279                | 13%      | 90,209             | 79,002                | 14%      |
| Purchased intangibles amortization         | 2,573              | 2,725                 | (6%)     | 7,547              | 8,018                 | (6%)     |
| Operating income                           | 135,843            | 138,713               | (2%)     | 386,143            | 345,869               | 12%      |
| <i>Operating income as a % of sales</i>    | <i>27.1%</i>       | <i>28.1%</i>          |          | <i>26.5%</i>       | <i>24.6%</i>          |          |
| Interest expense, net                      | (6,281)            | (7,300)               | (14%)    | (19,462)           | (19,602)              | (1%)     |
| Income from operations before income taxes | 129,562            | 131,413               | (1%)     | 366,681            | 326,267               | 12%      |
| Provision for income tax expense           | 13,281             | 17,916                | (26%)    | 48,682             | 45,939                | 6%       |
| Net income                                 | \$ 116,281         | \$ 113,497            | 2%       | \$ 317,999         | \$ 280,328            | 13%      |

|                                     |         |         |    |         |         |     |
|-------------------------------------|---------|---------|----|---------|---------|-----|
| Net income per diluted common share | \$ 1.40 | \$ 1.34 | 4% | \$ 3.82 | \$ 3.29 | 16% |
|-------------------------------------|---------|---------|----|---------|---------|-----|

Sales in the third quarter of 2015 grew 2% for the quarter and 4% year-to-date, as the strong demand for the Company's products and services were negatively affected by the foreign currency translation, which reduced sales growth by 7% for both the quarter and year-to-date. The negative impact on sales growth from foreign currency translation resulted primarily from the weakening of the Euro and Japanese yen against the U.S. dollar, which reduced Europe's sales by 15% and 16% for the quarter and year-to-date, respectively, and reduced Japan's sales by 14% and 15% for the quarter and year-to-date, respectively. The 2015 sales growth for both the quarter and year-to-date was driven by life science, industrial chemical and nutritional safety customers, particularly in the U.S. and Asia, excluding Japan. Acquisitions had a minimal impact on sales year-to-date. Year-to-date sales growth in 2015 also benefited by an estimated 1% from additional calendar days in the first nine months of 2015 as compared with the first nine months of 2014.



**Table of Contents**

In 2015, instrument system sales grew 2% and 4% for the quarter and year-to-date, respectively, and recurring revenues (combined chemistry consumable and service sales) increased 1% and 3%, respectively. Sales growth for both instrument systems and recurring revenues were negatively impacted by foreign currency translation. The increase in instrument system sales can be attributed to the higher customer demand for LC and LC-MS instrument systems and the increase in recurring revenues is primarily due to the increase in service sales resulting from a larger installed customer base.

The Company's sales growth by customer end-market for both the quarter and year-to-date were negatively impacted by the European and Japanese foreign currency translation discussed above. Despite the negative effect of foreign currency on sales, the Company's customer end-market sales were able to grow as follows:

Sales to life science customers grew 2% and 5% for the quarter and year-to-date, respectively, with sales growth in all regions, except Europe and Japan. Year-to-date, life science customers had double-digit sales growth in all regions, except Europe and Japan.

Combined sales to industrial chemical, nutritional safety and environmental customers increased by 5% for both the quarter and year-to-date. Sales in the quarter were strongest in Asia, excluding Japan, while year-to-date sales were driven by the U.S. and Asia, excluding Japan.

Combined global sales to governmental and academic customers declined by 5% and 2% for the quarter and year-to-date, respectively. In the quarter, sales in the U.S. and China grew at a double-digit rate and Japan's sales grew 8%, while sales to all other regions declined. Year-to-date sales increased in both the U.S. and China but declined in all other regions.

The increase in gross profit dollars for both the quarter and year-to-date was primarily a result of higher sales volumes. In the third quarter, gross profit margin percentage declined slightly as the favorable change in sales mix, resulting from higher margin instrument system sales, was offset by unfavorable foreign currency translation on sales. The year-to-date gross profit margin percentage was higher as a result of leverage achieved on higher sales volumes and was offset somewhat by the unfavorable impact on sales from foreign currency translation. This negative impact on sales was mitigated partially by the favorable effects of foreign currency translation on operating costs of the Company's European manufacturing and distribution facilities.

Based on current foreign currency exchange rates and forecasts, the Company estimates that the full year impact of foreign currency translation will negatively impact sales by approximately 6% and have a negative impact on gross profit.

Selling and administrative expenses increased 2% for the quarter and decreased 4% year-to-date. Foreign currency translation decreased selling and administrative expenses in the quarter and year-to-date by 9% and 8%, respectively. These reductions in expenses were somewhat offset by \$2 million of severance-related costs in the current quarter in connection with a reduction in workforce in Europe. Selling and administrative expenses in the prior year quarter included a \$2 million award received from an arbitration settlement. In addition, year-to-date selling and administrative expenses in the prior year included \$6 million of severance-related costs in connection with a reduction in workforce, primarily in the U.S., and a \$4 million impairment charge related to a write-down in the fair value of a building held for sale in the U.K. This building was sold in the current quarter for \$5 million in cash.

The increase in research and development expenses in both the quarter and year-to-date was primarily a result of increased spending on new products and the development of new technology initiatives, which was somewhat offset by a 5% decrease in expenses due to the favorable effects of foreign currency translation.

Net income per diluted share for both the quarter and year-to-date benefited from an increase in sales and fewer shares outstanding due to additional share repurchases. Foreign currency translation decreased net income per diluted share by approximately \$0.20 in the quarter and approximately \$0.44 year-to-date.

Year-to-date, net cash provided by operating activities was \$407 million and \$350 million in 2015 and 2014, respectively. The \$57 million increase was primarily a result of higher sales volumes and the timing of payments to vendors and collection of receivables from customers, as well as the effect of additional days in the first quarter of 2015. Within cash flows used in investing activities, capital expenditures related to property, plant, equipment and software capitalization were \$72 million and \$70 million for 2015 and 2014, respectively.

**Table of Contents**

On May 22, 2015, the Company acquired the net assets of the ElectroForce® business of the Bose Corporation ( ElectroForce ), for approximately \$9 million in cash. ElectroForce is a manufacturer of dynamic mechanical testing systems used to characterize medical devices, biologic and engineered materials. This acquisition is not expected to have a significant impact on the Company's sales and profits over the next twelve months.

Within cash flows used in financing activities, the Company received \$29 million and \$43 million of proceeds from stock plans in 2015 and 2014, respectively. Fluctuations in these amounts were primarily attributable to changes in the Company's stock price. In May 2014, the Company's Board of Directors authorized the Company to repurchase up to \$750 million of its outstanding common stock over a three-year period and authorized the extension of the May 2012 program until May 2015. The Company repurchased \$249 million and \$255 million of the Company's outstanding common stock in 2015 and 2014, respectively, under the May 2012 and May 2014 authorizations.

In April 2015, Waters entered into an amendment to the credit agreement dated June 2013. The amended credit agreement provides for an increase of the revolving commitments from \$1.1 billion to \$1.3 billion and extends the maturity of the original credit agreement from June 25, 2018 until April 23, 2020. The Company plans to use future proceeds from the revolving facility for general corporate purposes.

**Results of Operations***Sales by Geography*

Geographic sales information is presented below for the three and nine months ended October 3, 2015 and September 27, 2014 (in thousands):

|                 | Three Months Ended |                    |          | Nine Months Ended |                    |          |
|-----------------|--------------------|--------------------|----------|-------------------|--------------------|----------|
|                 | October 3, 2015    | September 27, 2014 | % change | October 3, 2015   | September 27, 2014 | % change |
| Net Sales:      |                    |                    |          |                   |                    |          |
| United States   | \$ 169,783         | \$ 150,835         | 13%      | \$ 475,854        | \$ 422,206         | 13%      |
| Europe          | 132,104            | 144,076            | (8%)     | 383,919           | 420,717            | (9%)     |
| Asia:           |                    |                    |          |                   |                    |          |
| China           | 64,356             | 56,010             | 15%      | 193,472           | 162,357            | 19%      |
| Japan           | 36,369             | 41,595             | (13%)    | 109,048           | 125,570            | (13%)    |
| Asia Other      | 67,174             | 63,024             | 7%       | 198,476           | 171,277            | 16%      |
| Total Asia      | 167,899            | 160,629            | 5%       | 500,996           | 459,204            | 9%       |
| Other           | 30,792             | 37,625             | (18%)    | 94,953            | 103,347            | (8%)     |
| Total net sales | \$ 500,578         | \$ 493,165         | 2%       | \$ 1,455,722      | \$ 1,405,474       | 4%       |

The increase in sales in the U.S. for the quarter and year-to-date was broad-based across major product lines and customer classes. Europe's sales in local currency grew on increased demand from the Company's life science, governmental and academic customers; however, Europe's sales declined as a result of the negative effects of foreign currency translation, which reduced sales growth by 15% and 16% in the quarter and year-to-date, respectively. China's sales growth was broad-based across all product lines and customer classes. Japan's sales were negatively impacted by foreign currency translation, which decreased sales by 14% and 15% for the quarter and year-to-date,

respectively. The increase in sales in both the quarter and year-to-date in the rest of Asia was driven by LC and LC-MS instrument systems and recurring revenues from life science, industrial chemical and nutritional safety customers. The decline in sales in the rest of the world was significantly attributed to a reduction in customer demand in Latin America caused by the strengthening of the U.S. dollar and the weak Brazilian economy for both the quarter and year-to-date.

**Table of Contents***Waters Division Net Sales*

Net sales for the Waters Division's products and services are as follows for the three and nine months ended October 3, 2015 and September 27, 2014 (in thousands):

|  | <b>Three Months Ended</b> |                   |                           |                   |                 |
|--|---------------------------|-------------------|---------------------------|-------------------|-----------------|
|  | <b>October 3, 2015</b>    | <b>% of Total</b> | <b>September 27, 2014</b> | <b>% of Total</b> | <b>% change</b> |
| Waters instrument systems                  | \$ 219,196                | 49%               | \$ 213,122                | 49%               | 3%              |
| Chemistry                                  | 78,173                    | 18%               | 77,853                    | 18%               |                 |
| <b>Total Waters Division product sales</b> | <b>297,369</b>            | <b>67%</b>        | <b>290,975</b>            | <b>67%</b>        | <b>2%</b>       |
| Waters service                             | 148,206                   | 33%               | 146,038                   | 33%               | 1%              |
| <b>Total Waters Division net sales</b>     | <b>\$ 445,575</b>         | <b>100%</b>       | <b>\$ 437,013</b>         | <b>100%</b>       | <b>2%</b>       |

|  | <b>Nine Months Ended</b> |                   |                           |                   |                 |
|--|--------------------------|-------------------|---------------------------|-------------------|-----------------|
|  | <b>October 3, 2015</b>   | <b>% of Total</b> | <b>September 27, 2014</b> | <b>% of Total</b> | <b>% change</b> |
| Waters instrument systems                  | \$ 625,276               | 48%               | \$ 595,670                | 48%               | 5%              |
| Chemistry                                  | 234,095                  | 18%               | 229,633                   | 18%               | 2%              |
| <b>Total Waters Division product sales</b> | <b>859,371</b>           | <b>66%</b>        | <b>825,303</b>            | <b>66%</b>        | <b>4%</b>       |
| Waters service                             | 438,104                  | 34%               | 423,155                   | 34%               | 4%              |
| <b>Total Waters Division net sales</b>     | <b>\$ 1,297,475</b>      | <b>100%</b>       | <b>\$ 1,248,458</b>       | <b>100%</b>       | <b>4%</b>       |

Waters instrument system sales (LC and LC-MS) increased in the quarter and year-to-date, primarily due to stronger demand for instrument systems from life science, industrial chemical and nutritional safety customers. The increase in recurring revenues for both the quarter and year-to-date primarily resulted from a combination of a higher utilization rate of installed instrument systems and a higher base of installed instruments. In addition, the first nine months of 2015 had additional calendar days as compared with the first nine months of 2014. The effect of foreign currency translation decreased sales for the Waters Division by 7% and 8% for the quarter and year-to-date, respectively.

Waters Division sales increased 13% and 14% in the U.S. for the quarter and year-to-date, respectively. Europe sales decreased 7% and 8% for the quarter and year-to-date, respectively, primarily due to the negative effect of foreign currency translation, which decreased sales by 16% and 17%, respectively. Total Asia sales increased 5% and 9% for the quarter and year-to-date, respectively, with sales in China increasing 15% and 19%, respectively. Japan sales decreased 11% and 13% in the quarter and year-to-date, respectively, primarily due to the effects of foreign currency translation, while sales in the rest of Asia increased 7% and 15%. Sales in the rest of the world decreased 17% and 8% in the quarter and year-to-date, respectively, on lower sales in Latin America and the negative effect of foreign currency translation.

*TA Division Net Sales*

Net sales for the TA Division's products and services are as follows for the three and nine months ended October 3, 2015 and September 27, 2014 (in thousands):

|                                    | <b>Three Months Ended</b> |                       |                               |                       |                 |
|------------------------------------|---------------------------|-----------------------|-------------------------------|-----------------------|-----------------|
|                                    | <b>October 3, 2015</b>    | <b>% of<br/>Total</b> | <b>September 27,<br/>2014</b> | <b>% of<br/>Total</b> | <b>% change</b> |
| TA instrument systems              | \$ 39,564                 | 72%                   | \$ 40,190                     | 72%                   | (2%)            |
| TA service                         | 15,439                    | 28%                   | 15,962                        | 28%                   | (3%)            |
| <b>Total TA Division net sales</b> | <b>\$ 55,003</b>          | <b>100%</b>           | <b>\$ 56,152</b>              | <b>100%</b>           | <b>(2%)</b>     |

**Table of Contents**

|                                    | <b>Nine Months Ended</b> |                   |                           |                   |                 |
|------------------------------------|--------------------------|-------------------|---------------------------|-------------------|-----------------|
|                                    | <b>October 3, 2015</b>   | <b>% of Total</b> | <b>September 27, 2014</b> | <b>% of Total</b> | <b>% change</b> |
| TA instrument systems              | \$ 112,471               | 71%               | \$ 111,922                | 71%               |                 |
| TA service                         | 45,776                   | 29%               | 45,094                    | 29%               | 2%              |
| <b>Total TA Division net sales</b> | <b>\$ 158,247</b>        | <b>100%</b>       | <b>\$ 157,016</b>         | <b>100%</b>       | <b>1%</b>       |

TA instrument system and service sales decreased in the quarter due to the negative effect of foreign currency translation. TA service sales increased year-to-date due to sales of service plans and billings to a higher installed base of customers. In addition, the first nine months of 2015 had additional calendar days as compared with the first nine months of 2014. The effect of foreign currency translation decreased TA's total sales by 4% and 5% for the quarter and year-to-date, respectively. TA's sales grew 9% and 4% in the U.S. for the quarter and year-to-date, respectively. TA had double-digit sales growth in China in both the quarter and year-to-date, which was offset by declines in Japan, primarily due to the negative effects of foreign currency translation. Sales growth in the rest of Asia was 2% and 23% for the quarter and year-to-date, respectively. Recent acquisitions added 5% and 3% to sales growth for the quarter and year-to-date, respectively.

*Gross Profit*

Gross profit increased 1% and 5% for the quarter and year-to-date, respectively, primarily as a result of benefits from sales mix, leverage achieved on higher sales volumes and the favorable effect of foreign currency translation on operating costs of the Company's European manufacturing and distribution facilities. Gross profit as a percentage of sales was also impacted by the factors discussed above.

Gross profit as a percentage of sales is affected by many factors, including, but not limited to, foreign currency translation, product mix, price, product costs of instrument systems and amortization of software platforms. The Company expects that the impact of foreign currency translation will negatively affect gross profit for the remainder of 2015, based on current exchange rates.

*Selling and Administrative Expenses*

Selling and administrative expenses increased 2% for the quarter and decreased 4% year-to-date. Foreign currency translation decreased selling and administrative expenses in the quarter and year-to-date by 9% and 8%, respectively. These reductions in expenses were somewhat offset by \$2 million of severance-related costs in the current quarter in connection with a reduction in workforce in Europe. Selling and administrative expenses in the prior year quarter included a \$2 million award received from an arbitration settlement. In addition, year-to-date selling and administrative expenses in the prior year included \$6 million of severance-related costs in connection with a reduction in workforce, primarily in the U.S., and a \$4 million impairment charge related to a write-down in the fair value of a building held for sale in the U.K. This building was sold in the current quarter for \$5 million in cash. As a percentage of net sales, selling and administrative expenses were 24.9% and 25.2% for the 2015 quarter and year-to-date, respectively, and 24.8% and 27.1% for the 2014 quarter and year-to-date, respectively.

*Research and Development Expenses*

Research and development expenses increased 13% and 14% for the quarter and year-to-date, respectively, primarily as a result of additional headcount, merit compensation and costs associated with new products and the development of new technology initiatives. These increases were somewhat offset by favorable effects of foreign currency

translation, which lowered the research and development expense growth rate by 5%.

*Interest Expense, Net*

The decrease in net interest expense for both the quarter and year-to-date was primarily attributable to increased income earned on an increase in average cash, cash equivalents and investments.

*Provision for Income Taxes*

The four principal jurisdictions in which the Company manufactures are the U.S., Ireland, the United Kingdom and Singapore, where the marginal effective tax rates were approximately 37.5%, 12.5%, 20.25% and 0%, respectively, as of October 3, 2015. In the third quarter of 2015, the Company entered into a new agreement with Singapore tax authorities that extended a 0% contractual tax rate through March 2021. The contractual tax rate is dependent upon achievement of certain contractual milestones, which the Company expects to meet. The current statutory tax rate in Singapore is 17%. The Company's effective tax rate is influenced by many significant factors, including, but not



**Table of Contents**

limited to, the wide range of income tax rates in jurisdictions in which the Company operates; sales volumes and profit levels in each tax jurisdiction; changes in tax laws, tax rates and policies; the outcome of various ongoing tax audit examinations; and the impact of foreign currency transactions and translation. As a result of variability in these factors, the Company's effective tax rates in the future may not be similar to the effective tax rates for the current or prior year.

The Company's effective tax rate for the quarter was 10.3% and 13.6% for 2015 and 2014, respectively. The Company's effective tax rate year-to-date was 13.3% and 14.1% for 2015 and 2014, respectively. The differences between the effective tax rates for 2015 as compared to 2014 were primarily attributable to differences in the proportionate amounts of pre-tax income recognized in jurisdictions with different effective tax rates, and the recognition of a \$2 million discrete benefit for additional U.K. credits in the current quarter.

**Liquidity and Capital Resources****Condensed Consolidated Statements of Cash Flows (in thousands):**

|  | <b>Nine Months Ended</b> |                           |
|--|--------------------------|---------------------------|
|  | <b>October 3, 2015</b>   | <b>September 27, 2014</b> |
| Net income   | \$ 317,999               | \$ 280,328                |
| Depreciation and amortization                                | 66,895                   | 70,550                    |
| Stock-based compensation                                     | 24,957                   | 24,460                    |
| Deferred income taxes  | 1,821                    | (9,151)                   |
| Change in accounts receivable                                | 6,121                    | 23,588                    |
| Change in inventories  | (39,171)                 | (36,812)                  |
| Change in accounts payable and other current liabilities     | 4,234                    | 3,887                     |
| Change in deferred revenue and customer advances             | 31,099                   | 23,737                    |
| Other changes  | (7,313)                  | (30,661)                  |
| Net cash provided by operating activities                    | 406,642                  | 349,926                   |
| Net cash used in investing activities                        | (294,509)                | (322,424)                 |
| Net cash used in financing activities                        | (57,918)                 | (104,784)                 |
| Effect of exchange rate changes on cash and cash equivalents | (16,874)                 | (6,546)                   |
| Increase (decrease) in cash and cash equivalents             | \$ 37,341                | \$ (83,828)               |

**Cash Flow from Operating Activities**

Net cash provided by operating activities was \$407 million and \$350 million in the nine months ended October 3, 2015 and September 27, 2014, respectively. The changes within net cash provided by operating activities in 2015 as compared to 2014 include the following significant changes in the sources and uses of net cash provided by operating activities, aside from the increase in net income:

The change in accounts receivable in 2015 compared to 2014 was primarily attributable to timing of shipments and payments made by customers. Days-sales-outstanding ( DSO ) increased to 76 days at October 3, 2015 from 73 days at September 27, 2014.

The change in inventory in both 2015 and 2014 is primarily attributable to the additional inventory ramp up for new products launched during the second half of this year.

The 2015 and 2014 change in accounts payable and other current liabilities was a result of timing of payments to vendors.

Net cash provided from deferred revenue and customer advances in both 2015 and 2014 was a result of the higher installed base of customers renewing annual service contracts.

Other changes were attributable to variation in the timing of various provisions, expenditures, prepaid income taxes and accruals in other current assets, other assets and other liabilities. In addition, the Company made one-time contributions totaling \$21 million to certain Non-U.S. pension plans during 2014.

## **Table of Contents**

### *Cash Used in Investing Activities*

Year-to-date, net cash used in investing activities totaled \$295 million and \$322 million in 2015 and 2014, respectively. Additions to fixed assets and capitalized software were \$72 million and \$70 million year-to-date in 2015 and 2014, respectively. During 2015 and 2014, the Company purchased \$1,467 million and \$1,731 million of investments year-to-date, while \$1,249 million and \$1,505 million of investments matured, respectively. Business acquisitions, net of cash acquired, were \$9 million and \$24 million year-to-date in 2015 and 2014, respectively. In 2015, the Company received \$5 million cash from the sale of a building in the U.K.

### *Cash Used in Financing Activities*

In April 2015, Waters entered into an amendment to the credit agreement dated June 2013. The amended credit agreement provides for an increase of the revolving commitments from \$1.1 billion to \$1.3 billion and extends the maturity of the original credit agreement from June 25, 2018 until April 23, 2020. The Company plans to use future proceeds from the revolving facility for general corporate purposes.

Year-to-date, the Company's total debt borrowings increased by \$165 million and \$107 million in 2015 and 2014, respectively. As of October 3, 2015, the Company had a total of \$1,630 million in outstanding debt, which consisted of \$500 million in outstanding senior unsecured notes, \$300 million borrowed under the term loan facility under the 2015 Credit Agreement and \$830 million borrowed under revolving credit facility under the 2015 Credit Agreement. At October 3, 2015, \$125 million of the outstanding portion of the revolving facility was classified as short-term liabilities in the consolidated balance sheet due to the fact that the Company expects to repay this portion of the borrowing under the revolving line of credit within the next twelve months. The remaining \$705 million of the outstanding portion of the revolving facility was classified as long-term liabilities in the consolidated balance sheet, as this portion is not expected to be repaid within the next twelve months. As of October 3, 2015, the Company had a total amount available to borrow under the 2015 Credit Agreement of \$468 million after outstanding letters of credit.

In May 2014, the Company's Board of Directors authorized the Company to repurchase up to \$750 million of its outstanding common stock over a three-year period and authorized the extension of the May 2012 program until May 2015. During the first nine months of 2015 and 2014, the Company repurchased 2.0 million and 2.4 million shares of the Company's outstanding common stock at a cost of \$249 million and \$255 million, respectively, under the May 2012 and May 2014 authorizations. As of October 3, 2015, the Company had a total of \$520 million authorized for future repurchases under the May 2014 plan. In addition, the Company repurchased \$6 million and \$7 million of common stock related to the vesting of restricted stock units during 2015 and 2014, respectively.

The Company received \$29 million and \$43 million of proceeds from the exercise of stock options and the purchase of shares pursuant to the Company's employee stock purchase plan in 2015 and 2014, respectively.

The Company had cash, cash equivalents and investments of \$2,311 million as of October 3, 2015. The majority of the Company's cash, cash equivalents and investments are generated from foreign operations, with \$2,275 million held by foreign subsidiaries at October 3, 2015. Due to the fact that most of the Company's cash, cash equivalents and investments are held outside of the U.S., the Company must manage and maintain sufficient levels of cash flow in the U.S. to fund operations and capital expenditures, service debt interest, finance potential U.S. acquisitions and continue the authorized stock repurchase program in the U.S. These U.S. cash requirements are managed by the Company's cash flow from U.S. operations and the use of the Company's revolving credit facility.

Management believes, as of the date of this report, that its financial position, particularly in the U.S., along with expected future cash flows from earnings based on historical trends and the ability to raise funds from external sources

and the borrowing capacity from existing, committed credit facilities, will be sufficient to service debt and fund working capital and capital spending requirements, authorized share repurchase amounts and potential acquisitions. In addition, there have been no recent significant changes to the Company's financial position, nor are there any anticipated changes, to warrant a material adjustment related to indefinitely reinvested foreign earnings.

### **Contractual Obligations, Commercial Commitments, Contingent Liabilities and Dividends**

A summary of the Company's contractual obligations and commercial commitments is included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the U.S. Securities and Exchange Commission (SEC) on February 27, 2015. The Company reviewed its contractual obligations and commercial commitments as of October 3, 2015 and determined that there were no material changes from the information set forth in the Annual Report on Form 10-K, with the exception of the amended credit agreement as described in Note 6, Debt.

## **Table of Contents**

From time to time, the Company and its subsidiaries are involved in various litigation matters arising in the ordinary course of business. The Company believes that it has meritorious arguments in its current litigation matters and that any outcome, either individually or in the aggregate, will not be material to the Company's financial position or results of operations.

During the nine months ended October 3, 2015, the Company contributed \$4 million to the Company's U.S. pension plans. During fiscal year 2015, the Company expects to contribute a total of approximately \$6 million to \$11 million to the Company's defined benefit plans.

The Company has not paid any dividends and has no plans, at this time, to pay any dividends in the future.

## **Critical Accounting Policies and Estimates**

In the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on February 27, 2015, the Company's most critical accounting policies and estimates upon which its financial status depends were identified as those relating to revenue recognition, loss provisions on accounts receivable and inventory, valuation of long-lived assets, intangible assets and goodwill, warranty, income taxes, pension and other postretirement benefit obligations, litigation, business combinations and asset acquisitions, valuation of contingent consideration and stock-based compensation. The Company reviewed its policies and determined that those policies remain the Company's most critical accounting policies for the nine months ended October 3, 2015. The Company did not make any changes in those policies during the nine months ended October 3, 2015.

## **New Accounting Pronouncements**

Please refer to Note 12, Recent Accounting Standards Changes and Developments, in the Condensed Notes to Consolidated Financial Statements.

## **Special Note Regarding Forward-Looking Statements**

Certain of the statements in this Quarterly Report on Form 10-Q, including the information incorporated by reference herein, may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), with respect to future results and events, including any statements regarding, among other items, anticipated trends or growth in the Company's business, including, but not limited to, the impact of foreign currency translation on financial results; development of products by acquired businesses; the growth rate of sales and research and development expenses; the impact of costs associated with developing new technologies and bringing these new technologies to market; the impact of new product launches and the associated costs, such as the amortization expense related to software platforms; geographic sales mix of business; development of products by acquired businesses and the amount of contingent payments to the sellers of an acquired business; anticipated expenses, including interest expense, capitalized software costs and effective tax rates; the impact and outcome of the Company's various ongoing tax audit examinations; the achievement of contractual milestones to preserve foreign tax rates; the impact and outcome of litigation matters; the impact of the loss of intellectual property protection; the impact of new accounting standards and pronouncements; the adequacy of the Company's supply chain and manufacturing capabilities and facilities; the impact of regulatory compliance; the Company's expected cash flow, borrowing capacity, debt repayment and refinancing; the Company's ability to fund working capital, capital expenditures, service debt, repay outstanding lines of credit, make authorized share repurchases, fund potential acquisitions and pay any adverse litigation or tax audit liabilities, particularly in the U.S.; future impairment charges; the Company's contributions to defined benefit plans; the Company's expectations regarding changes to its financial position; compliance with applicable environmental

laws; and the impact of recent acquisitions on sales and earnings.

Many of these statements appear, in particular, under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations in Part I, Item 2 of this Quarterly Report on Form 10-Q. Statements that are not statements of historical fact may be deemed forward-looking statements. You can identify these forward-looking statements by the use of the words feels, believes, anticipates, plans, expects, may, will, would, intend, appears, estimates, projects, should and similar expressions, whether in the negative or affirmative. These statements are subject to various risks and uncertainties, many of which are outside the control of the Company, including, and without limitation:

The risks inherent in the transition of chief executive officer, as the Company's new chief executive officer joined the Company in September 2015 upon the retirement of the former chief executive officer.

**Table of Contents**

Foreign exchange rate fluctuations that could adversely affect translation of the Company's future sales, financial operating results and the condition of non-U.S. operations, especially when a currency weakens against the U.S. dollar.

Current global economic, sovereign and political conditions and uncertainties, particularly regarding the effect of the Chinese government's ongoing tightening of restrictions on procurement by government-funded customers; the Company's ability to access capital and maintain liquidity in volatile market conditions of customers; changes in timing and demand by the Company's customers and various market sectors, particularly if they should reduce capital expenditures or are unable to obtain funding, as in the cases of governmental, academic and research institutions; the effect of mergers and acquisitions on customer demand; and the Company's ability to sustain and enhance service.

Negative industry trends; changes in the competitive landscape as a result of changes in ownership, mergers and continued consolidation among the Company's competitors; introduction of competing products by other companies and loss of market share; pressures on prices from customers or resulting from competition; regulatory, economic and competitive obstacles to new product introductions; lack of acceptance of new products; expansion of our business in developing markets; spending by certain end-markets; and ability to obtain alternative sources for components and modules; and the possibility that future sales of new products, which trigger contingent purchase payments, may exceed our expectations.

Increased regulatory burdens as the Company's business evolves, especially with respect to the Food and Drug Administration and Environmental Protection Agency, among others, as well as regulatory, environmental and logistical obstacles affecting the distribution of the Company's products, completion of purchase order documentation by our customers and ability of customers to obtain letters of credit or other financing alternatives.

Risks associated with lawsuits, particularly involving claims for infringement of patents and other intellectual property rights.

The impact and costs incurred from changes in accounting principles and practices; the impact and costs of changes in statutory or contractual tax rates; shifts in taxable income in jurisdictions with different effective tax rates; and the outcome of and costs associated with ongoing and future tax audit examinations or changes in respective country legislation affecting the Company's effective rates.

Certain of these and other factors are discussed under the heading "Risk Factors" under Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on February 27, 2015. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements, whether because of these factors or for other reasons. All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are expressly qualified in their entirety by the cautionary statements included in this report. Except as required by applicable law, the Company does not assume any obligation to update any forward-looking statements.

**Item 3: *Quantitative and Qualitative Disclosures About Market Risk***

There have been no material changes in the Company's market risk during the nine months ended October 3, 2015. For information regarding the Company's market risk, refer to Item 7A of Part II of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on February 27, 2015.

**Item 4: Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

The Company's chief executive officer and chief financial officer (principal executive and principal financial officer), with the participation of management, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, the Company's chief executive officer



**Table of Contents**

and chief financial officer concluded that the Company's disclosure controls and procedures were effective as of October 3, 2015 (1) to ensure that information required to be disclosed by the Company, including its consolidated subsidiaries, in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its chief executive officer and chief financial officer, to allow timely decisions regarding the required disclosure and (2) to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

*Changes in Internal Controls Over Financial Reporting*

No change was identified in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended October 3, 2015 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Part II: Other Information****Item 1: Legal Proceedings**

There have been no material changes in the Company's legal proceedings during the nine months ended October 3, 2015 as described in Item 3 of Part I of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on February 27, 2015.

**Item 1A: Risk Factors**

Information regarding risk factors of the Company is set forth under the heading "Risk Factors" under Part I, Item 1A in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on February 27, 2015. The Company reviewed its risk factors as of October 3, 2015 and determined that there were no material changes from the ones set forth in the Form 10-K. Note, however, the discussion under the subheading "Special Note Regarding Forward-Looking Statements" in Part I, Item 2 of this quarterly report on Form 10-Q. These risks are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company's business, financial condition and operating results.

**Item 2: Unregistered Sales of Equity Securities and Use of Proceeds***Purchases of Common Stock by the Issuer*

The following table provides information about purchases by the Company during the three months ended October 3, 2015 of common stock registered by the Company under the Exchange Act (in thousands, except per share data):

| <b>Period</b> | <b>Total<br/>Number of<br/>Shares</b> | <b>Average<br/>Price Paid<br/>per</b> | <b>Total Number of<br/>Shares Purchased<br/>as Part of Publicly</b> | <b>Maximum Dollar<br/>Value of Shares that<br/>May Yet Be</b> |
|---------------|---------------------------------------|---------------------------------------|---|---|
|---------------|---------------------------------------|---------------------------------------|---|---|

|                              | <b>Purchased</b> | <b>Share</b> | <b>Announced<br/>Plans<br/>or<br/>Programs<br/>(1)</b> | <b>Purchased<br/>Under<br/>the Plans or<br/>Programs (1)</b> |
|------------------------------|------------------|--------------|--|--|
| July 5 to August 1, 2015     |                  | \$           |  | \$ 603,611   |
| August 2 to August 29, 2015  | 470              | \$ 128.45    | 470  | \$ 543,268   |
| August 30 to October 3, 2015 | 195              | \$ 121.97    | 195  | \$ 519,503   |
| Total                        | 665              | \$ 126.55    | 665  | \$ 519,503   |

- (1) In May 2014, the Company's Board of Directors authorized the repurchase of up to \$750 million of its outstanding common stock in open market transactions over a three-year period.

**Table of Contents****Item 6: Exhibits****Exhibit**

| <b>Number</b> | <b>Description of Document</b>   |
|---------------|--|
| 10.1          | President and Chief Executive Employment Agreement.(1)   |
| 10.2          | Change of Control/Severance Agreement, dated as of September 8, 2015, between Waters Corporation and Christopher J. O Connell. (1)   |
| 31.1          | Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2          | Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1 *        | Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2 *        | Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101           | The following materials from Waters Corporation's Quarterly Report on Form 10-Q for the quarter ended October 3, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets (unaudited), (ii) the Consolidated Statements of Operations (unaudited), (iii) the Consolidated Statements of Comprehensive Income (unaudited), (iv) the Consolidated Statements of Cash Flows (unaudited), and (v) Condensed Notes to Consolidated Financial Statements (unaudited). |

(1) Incorporated by reference to the Registrant's Report on Form 10-Q dated August 7, 2015 (File No. 000114010).

\* This exhibit shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any filing, except to the extent the Company specifically incorporates it by reference.

Table of Contents

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WATERS CORPORATION

/s/ EUGENE G. CASSIS  
Eugene G. Cassis  
*Corporate Vice President and  
Chief Financial Officer*

Date: November 6, 2015