

ACTUANT CORP
Form 11-K
February 14, 2013

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

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended August 31, 2012

OR

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

For the transition period from _____ to _____

Commission file number: 1-11288

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

ACTUANT CORPORATION 401(k) PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal
executive office:

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

Actuant Corporation 401(k) Plan
Financial Statements and Additional Information
August 31, 2012 and 2011

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Report of Independent Registered Public Accounting Firm

Plan Administrator
Actuant Corporation 401(k) Plan
Milwaukee, Wisconsin

We have audited the accompanying statements of net assets available for benefits of the Actuant Corporation 401(k) Plan (the "Plan") as of August 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of August 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of and for the year ended August 31, 2012, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and is derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ Wipfli LLP
February 14, 2013
Milwaukee, Wisconsin

Actuant Corporation 401(k) Plan
 Statements of Net Assets Available for Benefits

	August 31, 2012	2011
Investments:		
Mutual funds	\$87,005,888	\$77,997,952
Common collective trusts	32,495,528	19,910,863
Actuant Corporation stock fund	35,030,230	23,417,074
Assets held for investment purposes	154,531,646	121,325,889
Cash	—	2,442
Receivables:		
Company contribution receivables	5,702,260	5,028,951
Participant notes receivables	2,351,787	2,281,344
Total receivables	8,054,047	7,310,295
Total assets	162,585,693	128,638,626
Liability:		
Excess contributions payable	(7,870) (806
Net assets available for benefits, at fair value	162,577,823	128,637,820
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	(521,676) (373,803
Net assets available for benefits	\$ 162,056,147	\$ 128,264,017

See accompanying notes to financial statements

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Actuant Corporation 401(k) Plan
Statements of Changes in Net Assets Available for Benefits

	Year Ended August 31,	
	2012	2011
Additions:		
Contributions:		
Company	\$5,702,260	\$5,028,951
Rollover	771,505	667,086
Participant	8,910,458	7,735,502
Total contributions	15,384,223	13,431,539
Investment income:		
Net appreciation in fair value of investments	18,123,785	10,039,097
Interest and dividends from investments	1,454,166	1,304,830
Total investment income	19,577,951	11,343,927
Interest income on participant notes receivable	109,520	113,360
Total additions	35,071,694	24,888,826
Deductions:		
Benefits paid to participants	(13,683,456) (13,221,451
Administrative expenses	(391,559) (249,868
Total deductions	(14,075,015) (13,471,319
Net increase in net assets available for benefits before plan mergers	20,996,679	11,417,507
Merger of plan assets	12,795,451	1,096,580
Net increase in net assets available for benefits	33,792,130	12,514,087
Net assets available for benefits at beginning in of year	128,264,017	115,749,930
Net assets available for benefits at end of year	\$162,056,147	\$128,264,017

See accompanying notes to financial statements

Actuant Corporation 401(k) Plan
Notes to Financial Statements

Note 1. Description of Plan

The following description of the Actuant Corporation 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan's summary plan description for a more complete description of the Plan's provisions. The Plan is subject to and complies with the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The purpose of the Plan is to encourage eligible employees to regularly save part of their earnings and to assist them in accumulating additional financial security for their retirement. Generally, all employees of domestic subsidiaries of Actuant Corporation (the "Company") who are scheduled to work at least 1,000 hours in a one-year period are immediately eligible to participate in the Plan, except those subject to a collective bargaining agreement ("CBA"), unless the CBA specifically provides for coverage under the Plan. Employees of acquired companies are eligible to participate in the Plan at the discretion of the Company and employees of designated operating units may be excluded from plan participation.

Plan Mergers

As a result of acquisitions by Actuant Corporation, the following plans of acquired companies were merged with and into the Plan during fiscal 2012 and 2011:

Plan Name	Plan Assets
Fiscal 2012:	
Weasler Engineering Retirement Savings Plan	\$8,751,222
Weasler Basic Retirement Plan	\$4,044,229
Fiscal 2011:	
Biach Industries 401(k) Plan	\$1,096,580

Contributions

Participants may make voluntary pre-tax and after tax ("Roth") contributions of between 1% and 50% of qualifying compensation, subject to certain Internal Revenue Code ("IRC") limitations. Participants who have attained the age of 50 are eligible to make catch-up contributions to the Plan. Depending on the Company's financial performance, the Company may make discretionary contributions ("matching" and "core") to eligible employees. The matching contribution applies only to participant contributions up to 6% of a participant's eligible compensation, while the core contribution represents 3% of each employee's eligible compensation. Both the matching and core contributions are made in the form of either Company common stock or cash (into the Actuant Corporation Stock Fund). In addition, the Company is required to make contributions to certain participants who are subject to a CBA.

Participants must be employed by the Company on the last day of the plan year to be eligible for the discretionary contribution. If the participant is not employed on the last day of the plan year due to retirement, death or disability, the participant is still eligible for the core contribution in that plan year.

As of August 31, 2012 the Plan recorded a receivable for the Company's fiscal 2012 contribution that was made in cash subsequent to the Plan's year end. As of August 31, 2011 the Plan recorded a receivable for 249,575 shares of the Company's common stock which was contributed by the Company in October 2011.

Actuant Corporation 401(k) Plan
Notes to Financial Statements

Note 1. Description of Plan (continued)

Investment Options

Participants direct the investment of their voluntary contributions and may redirect the investment for the Company's core and matching contributions to any of the defined investment options (in integral multiples of 1%). Participants may change their investment options at any time.

Participant Accounts

Each participant's account is credited with contributions, participant rollovers, an allocation of plan earnings thereon and reduced for benefit payments and certain fees charged by the trustee. Plan earnings are determined and credited to each participant's account on a daily basis in accordance with the proportion of the participant's account to all accounts. Substantially all administrative expenses of the Plan are paid by the Plan. Separate pre-tax and Roth contribution accounts are maintained for participants.

Vesting

Participants have, at all times, a fully vested and non-forfeitable interest in the amount of their voluntary contributions. Upon death, disability or retirement, while employed by the Company, participants become fully vested in their entire account balance. Participants normally vest in the Company matching and core contributions according to the following schedule:

Years of Service	Vesting %	
Less than 2 years	0	%
At least 2 but less than 3 years	25	%
At least 3 but less than 4 years	50	%
At least 4 but less than 5 years	75	%
5 years or more	100	%

Forfeited Accounts

Forfeitures are created when participants terminate employment with the Company prior to being fully vested. These forfeited amounts are then used to reduce the Company's future contributions to the Plan. At August 31, 2012 and 2011, unallocated forfeitures were approximately \$253,900 and \$153,600, respectively. Forfeitures used to reduce Company contributions, which were made subsequent to the Plan year-end were approximately \$277,900 and \$147,200 for fiscal 2012 and 2011, respectively.

Payment of Benefits

At death, disability, retirement or termination, participants or their designated beneficiaries are entitled to receive benefits equal to their vested account balances. Participants may elect to receive vested benefits in the form of a lump-sum distribution, installment payments or a direct transfer to an eligible retirement plan. If a participant's vested account balance is less than \$5,000 it will automatically be distributed in the form of a direct rollover to an Individual Retirement Account (\$1,000 or less in a lump sum payment). In the event of hardship, participants may withdraw a portion of their vested account balances.

Actuant Corporation 401(k) Plan
Notes to Financial Statements

Note 1. Description of Plan (continued)

Participant Notes Receivable

A participant may receive a note from the Plan out of the participant's voluntary contributions, rollover, prior Company contributions and qualified non-elective contributions account in an amount greater than or equal to \$1,000, not to exceed the lesser of 50% of the portion of the participant's vested account balances plus earnings thereon or \$50,000. Notes bear a fixed interest rate of the prime rate at the time of the note plus 1%. Notes and interest thereon are repaid from payroll deductions over a period not to exceed five years, unless the note is used to purchase the principal residence of the participant in which case the term of the note will be a reasonable period not to exceed 20 years, as determined by the plan administrator. Participants' notes receivable are valued at their unpaid principal balance plus accrued but unpaid interest.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States.

Use of Estimates in Preparation of Financial Statements

The preparation of the accompanying financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that directly affect the reported amounts of assets, liabilities and changes therein. Actual results may differ from those estimates.

Investment Valuation

The Plan's investments are stated at fair value. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measure attributed for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The contract value represents contributions and reinvested income, less any withdrawals plus accrued interest. Withdrawals influenced by company-initiated events, such as in connection with the sale of a business, may result in a distribution at other than contract value; however, no such events have occurred at August 31, 2012 or August 31, 2011. The Statement of Net Assets Available for Benefits represents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Income Recognition

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recognized when earned.

Dividends are recorded on the ex-dividend date. The Statement of Changes in Net Assets Available for Benefits includes the net appreciation (depreciation) in the fair value of investments, which consists of realized and unrealized gains and losses.

Interest earned on common collective trusts and on participant notes receivable is classified as interest and dividends from investments and interest income on participant notes receivable, respectively, in the accompanying Statements of Changes in Net Assets Available for Benefits.

Actuant Corporation 401(k) Plan
Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (continued)

Risk and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments it is reasonably possible that changes in the fair value of investments will occur in the near term. These changes could materially affect participants' account balances and the amounts reported in the financial statements.

Payment of Benefits

Benefits are recorded when paid.

Note 3. Investments

The fair value of investments that represent five percent or more of the Plan's net assets are as follows:

Description	2012	2011
Actuant Corporation Stock Fund	\$35,030,230	\$23,417,074
Wells Fargo Stable Return (A)	16,828,271	14,952,134
Wells Fargo S&P 500 Index Fund	14,898,110	*
Hartford Growth Opportunities	11,294,774	9,679,702
Wells Fargo Advantage Total Return Bond	8,946,111	7,244,032
Davis NY Venture	**	6,444,612

* Fund was not greater than 5% of the plan's net assets

** Fund was not an investment option eligible to participants at August 31, 2012

(A) Fund stated at contract value

During fiscal 2012 and 2011, the Plan's investments appreciated in value as follows:

	2012	2011
Mutual funds	\$5,225,042	\$8,073,079
Common collective trust funds	2,285,909	1,092,649
Actuant Corporation Stock Fund (including money market returns)	10,612,834	873,369
	\$18,123,785	\$10,039,097

Note 4. Fair Value Measurements

The Plan assesses the inputs used to measure fair value using a three-tier hierarchy. Level 1 inputs include quoted prices for identical instruments and are the most observable. Level 2 inputs include quoted prices for similar assets and observable inputs. Level 3 inputs are not observable in the market and include management's own judgments about the assumptions market participants would use in pricing the asset or liability. The following valuation methodologies are used for plan assets measured at fair value:

Mutual Funds: Valued at quoted prices from an active market which represents the net asset value ("NAV") of shares held by the Plan at year end.

Actuant Corporation 401(k) Plan
Notes to Financial Statements

Note 4. Fair Value Measurements (continued)

Actuant Corporation Stock Fund: The Actuant Corporation Stock Fund is a unitized fund. The fund consists of Actuant common stock and short-term cash equivalents which provide liquidity for trading. The Actuant common stock is valued at the quoted market price from an active market and the short-term cash equivalents are valued at cost, which approximate fair value.

Common/collective trust: Fair value for these investments is determined by the NAV based on the quoted market price of the underlying funds. The Statement of Net Assets Available for Benefits presents the fair value of these investment contracts as well as their adjustment from fair value to contract value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

A summary of assets at August 31 measured at fair value on a recurring basis are as follows:

	2012	2011
Level 1 Valuation:		
Mutual funds		
Target date funds	\$36,027,794	\$27,930,649
Growth fund	12,550,894	10,552,679
Blend funds	11,236,298	13,886,776
Bond funds	8,946,111	7,244,032
Value funds	7,672,645	6,594,683
Other funds	5,485,037	6,565,167
International funds	5,087,109	5,223,966
Level 2 Valuation:		
Actuant Corporation stock fund	35,030,230	23,417,074
Common collective trusts		
Stable return fund	17,597,418	15,325,937
Index fund	14,898,110	4,584,926
	\$154,531,646	\$121,325,889

Actuant Corporation 401(k) Plan
Notes to Financial Statements

Note 4. Fair Value Measurements (continued)

The following table summarizes the Plan's investments in common collective trusts with a reported fair value using NAV per share at August 31:

	2012	2011	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
S&P 500 (a)	\$ 14,898,110	\$ 4,584,926	\$ —	Daily	None
Stable Return Fund (b)	\$ 17,597,418	\$ 15,325,937	\$ —	Daily	12 months on Plan Sponsor initiated redemptions from the fund

(a) This category includes a common/collective trust fund that is designed to replicate the holdings and weighting of the stock comprising the S&P 500 Index.

(b) This category includes a common/collective trust fund that is designed to provide a moderate level of stable income, without principal volatility, while seeking to maintain adequate liquidity and returns. This fund consists of security backed contracts, investment contracts and cash.

Note 5. Tax Status

The Internal Revenue Service has determined and informed the Company in a letter dated November 07, 2012, that the Plan was designed in accordance with the applicable sections of the IRC.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to applicable statutory periods.

Note 6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions and to terminate the Plan at any time, subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their accounts.

Note 7. Exempt Party-in-Interest Transactions

Certain plan investments are in shares of mutual funds and common trust funds managed by Wells Fargo Bank, custodian of the Plan, shares of Actuant Corporation Common Stock and participant notes receivable. These transactions qualify as party-in-interest transactions, however, they are not considered prohibited transactions under 29 CFR 408(b) of the ERISA regulations.

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Actuant Corporation 401(k) Plan

Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)

EIN: 39-0168610 Plan Number: 022

August 31, 2012

(a) (b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
Registered Investment Company:			
Delaware Emerging Markets	Registered Investment Co	(A)	\$3,967,306
Dodge & Cox Stock	Registered Investment Co	(A)	5,121,403
Goldman Sachs Mid Cap Value	Registered Investment Co	(A)	2,551,242
Harbor International	Registered Investment Co	(A)	5,087,109
Hartford Growth Opportunities	Registered Investment Co	(A)	11,294,774
Invesco Small Cap Growth	Registered Investment Co	(A)	1,256,120
Pimco Commodity Real Return Strategy	Registered Investment Co	(A)	1,517,731
T. Rowe Price Retirement Income	Registered Investment Co	(A)	2,287,930
T. Rowe Price Retirement 2015	Registered Investment Co	(A)	4,703,405
T. Rowe Price Retirement 2020	Registered Investment Co	(A)	7,889,519
T. Rowe Price Retirement 2025	Registered Investment Co	(A)	4,914,629
T. Rowe Price Retirement 2030	Registered Investment Co	(A)	6,078,191
T. Rowe Price Retirement 2035	Registered Investment Co	(A)	4,041,641
T. Rowe Price Retirement 2040	Registered Investment Co	(A)	4,233,888
T. Rowe Price Retirement 2045	Registered Investment Co	(A)	1,625,120
T. Rowe Price Retirement 2050	Registered Investment Co	(A)	144,608
T. Rowe Price Retirement 2055	Registered Investment Co	(A)	108,862
Vanguard Mid Cap Index	Registered Investment Co	(A)	5,450,710
* Wells Fargo Advantage Total Return Bond	Registered Investment Co	(A)	8,946,111
* Wells Fargo Advantage Small Cap Value	Registered Investment Co	(A)	5,785,589
			87,005,888
Common collective trusts:			
* Wells Fargo S&P 500 Index Fund	Common Collective Trust	(A)	14,898,110
* Wells Fargo Stable Return Fund	Common Collective Trust	(A)(D)	16,828,271
Fidelity Managed Income Portfolio	Common Collective Trust	(A)	247,471
			31,973,852
* Actuant Corporation Stock Fund	(B)	(A)	35,030,230
* Participants notes receivable	(C)	-	2,351,787
			\$156,361,757

* Party-in-interest

(A) Cost omitted for participant-directed investments

(B) Includes 1,210,034 shares of Actuant Corporation Common Stock

(C) Participant notes receivable have interest rates from 4.25% to 10.00%

(D) Stated at contract value

See Report of Independent Registered Public Accounting Firm

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

ACTUANT CORPORATION 401(k) PLAN

Date: February 14, 2013

/s/ Matthew P. Pauli

Matthew P. Pauli
Plan Administrative Committee Member

Exhibit Index

Exhibit No. Description

23.1 Consent of WIPFLI LLP, Independent Registered Public Accounting Firm

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