

SHILOH INDUSTRIES INC
Form 10-Q
May 23, 2012
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended April 30, 2012
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 0-21964

SHILOH INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Delaware 51-0347683
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

880 Steel Drive, Valley City, Ohio 44280
(Address of principal executive offices—zip code)
(330) 558-2600

(Registrant’s telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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 Smaller Reporting Company

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

Number of shares of Common Stock outstanding as of May 23, 2012 was 16,850,832.

Table of Contents

INDEX

	Page
<u>PART I. FINANCIAL INFORMATION</u>	
Item 1.	
<u>Condensed Consolidated Financial Statements:</u>	
<u>Condensed Consolidated Balance Sheets</u>	<u>3</u>
<u>Condensed Consolidated Statements of Income</u>	<u>4</u>
<u>Condensed Consolidated Statements of Cash Flows</u>	<u>5</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>6</u>
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
Item 4.	<u>Controls and Procedures</u>
<u>PART II. OTHER INFORMATION</u>	
Item 6.	<u>Exhibits</u>

Table of Contents

PART I— FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

SHILOH INDUSTRIES, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollar amounts in thousands)

	April 30, 2012 (Unaudited)	October 31, 2011
ASSETS		
Cash and cash equivalents	\$70	\$20
Accounts receivable, net of allowance for doubtful accounts of \$611 and \$568 at April 30, 2012 and October 31, 2011, respectively	92,743	76,632
Related-party accounts receivable	2,734	434
Income tax receivable	—	1,688
Inventories, net	41,945	33,976
Deferred income taxes	2,228	2,228
Prepaid expenses	1,204	1,725
Total current assets	140,924	116,703
Property, plant and equipment, net	117,579	121,467
Deferred income taxes	929	918
Other assets	1,335	1,586
Total assets	\$260,767	\$240,674
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current debt	\$—	\$428
Accounts payable	67,585	57,214
Other accrued expenses	26,755	23,733
Total current liabilities	94,340	81,375
Long-term debt	34,900	25,700
Long-term benefit liabilities	22,111	24,019
Other liabilities	2,022	1,928
Total liabilities	153,373	133,022
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 per share; 5,000,000 shares authorized; no shares issued and outstanding at April 30, 2012 and October 31, 2011, respectively	—	—
Common stock, par value \$.01 per share; 25,000,000 shares authorized; 16,850,832 and 16,762,428 shares issued and outstanding at April 30, 2012 and October 31, 2011, respectively	169	168
Paid-in capital	64,630	63,950
Retained earnings	67,382	68,321
Accumulated other comprehensive loss: Pension related liability, net	(24,787) (24,787)
Total stockholders' equity	107,394	107,652
Total liabilities and stockholders' equity	\$260,767	\$240,674

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

Table of Contents

SHILOH INDUSTRIES, INC.
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME
 (Amounts in thousands, except per share data)
 (Unaudited)

	Three Months Ended		Six months Ended	
	April 30,		April 30,	
	2012	2011	2012	2011
Revenues	\$162,831	\$137,046	\$295,202	\$245,836
Cost of sales	146,374	125,450	269,083	227,895
Gross profit	16,457	11,596	26,119	17,941
Selling, general and administrative expenses	7,209	5,953	13,857	11,039
Asset recovery	(558)	(134)	(623)	(142)
Operating income	9,806	5,777	12,885	7,044
Interest expense	525	456	811	963
Other income (expense), net	(25)	112	22	111
Income before income taxes	9,256	5,433	12,096	6,192
Provision for income taxes	3,351	1,984	4,612	2,237
Net income	\$5,905	\$3,449	\$7,484	\$3,955
Earnings per share:				
Basic earnings per share	\$0.35	\$0.21	\$0.45	\$0.24
Basic weighted average number of common shares	16,844	16,729	16,804	16,678
Diluted earnings per share	\$0.35	\$0.20	\$0.44	\$0.23
Diluted weighted average number of common shares				