Neenah Paper Inc
Form 10-Q
August 04, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2016

OR

o 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: 001-32240

NEENAH PAPER, INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-1308307**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3460 Preston Ridge Road Alpharetta, Georgia	**30005**
(Address of principal executive offices)	(Zip Code)

(678) 566-6500

(Registrant s telephone number, including area code)

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

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 x No o

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

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

As of August 2, 2016, there were approximately 16,780,000 shares of the Company s common stock outstanding.

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Part I FINANCIAL INFORMATION

Item 1. Financial Statements

NEENAH PAPER, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except share and per share data)

(Unaudited)

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015
Net sales	$ 246.0	$ 211.3	$ 488.1	$ 425.7
Cost of products sold	186.0	163.3	369.3	328.2
Gross profit	60.0	48.0	118.8	97.5
Selling, general and administrative expenses	24.4	19.6	50.8	40.4
Integration/restructuring costs	1.4		2.5	
Other expense - net	0.3	0.7	0.2	1.0
Operating income	33.9	27.7	65.3	56.1
Interest expense - net	2.7	2.9	5.6	5.8
Income from continuing operations before income taxes	31.2	24.8	59.7	50.3
Provision for income taxes	10.5	8.4	20.0	17.8
Income from continuing operations	20.7	16.4	39.7	32.5
(Loss) income from discontinued operations, net of income taxes (Note 10)	(0.4)	0.3	(0.4)	0.5
Net income	$ 20.3	$ 16.7	$ 39.3	$ 33.0
Earnings Per Common Share				
Basic				
Continuing operations	$ 1.22	$ 0.97	$ 2.34	$ 1.92
Discontinued operations	(0.02)	0.01	(0.02)	0.03
Basic	$ 1.20	$ 0.98	$ 2.32	$ 1.95
Diluted				
Continuing operations	$ 1.21	$ 0.96	$ 2.32	$ 1.89
Discontinued operations	(0.02)	0.01	(0.02)	0.03
Diluted	$ 1.19	$ 0.97	$ 2.30	$ 1.92
Weighted Average Common Shares Outstanding (in thousands)				
Basic	16,757	16,735	16,778	16,739
Diluted	16,971	16,957	16,987	16,994
Cash Dividends Declared Per Share of Common Stock	$ 0.33	$ 0.30	$ 0.66	$ 0.60

See Notes to Condensed Consolidated Financial Statements

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NEENAH PAPER, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In millions)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	**2015**	**2016**	**2015**
Net income	$ 20.3	$ 16.7	$ 39.3	$ 33.0
Unrealized foreign currency translation (loss) gain	(3.5)	2.5	0.2	(10.9)
Reclassification of amortization of adjustments to pension and other postretirement benefit liabilities recognized in net periodic benefit cost (Note 6)	1.8	1.8	3.6	3.6
Unrealized gain on available-for-sale securities	0.1		0.1	
(Loss) income from other comprehensive income items	(1.6)	4.3	3.9	(7.3)
Provision for income taxes	0.7	0.7	1.4	1.3
Other comprehensive (loss) income	(2.3)	3.6	2.5	(8.6)
Comprehensive income	$ 18.0	$ 20.3	$ 41.8	$ 24.4

See Notes to Condensed Consolidated Financial Statements

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NEENAH PAPER, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions)

(Unaudited)

	June 30, 2016	December 31, 2015
ASSETS		
Current Assets		
Cash and cash equivalents	$ 4.5	$ 4.2
Accounts receivable (less allowances of $1.6 million and $1.7 million)	112.5	97.3
Inventories	123.9	120.6
Prepaid and other current assets	14.8	24.5
Total Current Assets	255.7	246.6
Property, Plant and Equipment		
Property, Plant and Equipment, at cost	724.9	694.5
Less accumulated depreciation	385.2	371.5
Property, plant and equipment net	339.7	323.0
Deferred Income Taxes	13.1	20.0
Goodwill	72.2	72.2
Intangible Assets net	76.7	79.1
Other Assets	13.7	10.5
TOTAL ASSETS	$ 771.1	$ 751.4
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities		
Debt payable within one year	$ 1.2	$ 1.2
Accounts payable	56.9	53.7
Accrued expenses	49.3	51.2
Total Current Liabilities	107.4	106.1
Long-term Debt	218.0	228.2
Deferred Income Taxes	12.2	11.8
Noncurrent Employee Benefits	87.4	89.7
Other Noncurrent Obligations	3.9	4.0
TOTAL LIABILITIES	428.9	439.8
Contingencies and Legal Matters (Note 9)		
TOTAL STOCKHOLDERS EQUITY	342.2	311.6
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 771.1	$ 751.4

See Notes to Condensed Consolidated Financial Statements

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NEENAH PAPER, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	Six Months Ended June 30, 2016	2015
OPERATING ACTIVITIES		
Net income	$ 39.3	$ 33.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	16.2	14.4
Stock-based compensation	4.2	3.5
Excess tax benefits from stock-based compensation	(0.8)	(0.9)
Deferred income tax provision	6.3	8.7
Non-cash effects of changes in liabilities for uncertain income tax positions		(0.1)
Loss (gain) on asset dispositions	0.1	(0.3)
Increase in working capital	(9.7)	(16.2)
Pension and other postretirement benefits	0.8	2.2
Other	(0.1)	0.2
NET CASH PROVIDED BY OPERATING ACTIVITIES	56.3	44.5
INVESTING ACTIVITIES		
Capital expenditures	(28.6)	(12.6)
Purchase of marketable securities	(0.1)	(0.1)
Other		0.3
NET CASH USED IN INVESTING ACTIVITIES	(28.7)	(12.4)
FINANCING ACTIVITIES		
Long-term borrowings (Note 5)	133.3	
Debt issuance costs		(0.1)
Repayments of long-term debt (Note 5)	(145.0)	(13.4)
Shares purchased (Note 8)	(5.4)	(3.8)
Proceeds from exercise of stock options	0.6	0.4
Excess tax benefits from stock-based compensation	0.8	0.9
Other	(0.3)	
Cash dividends paid	(11.1)	(10.1)
NET CASH USED IN FINANCING ACTIVITIES	(27.1)	(26.1)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(0.2)	(0.6)
NET INCREASE IN CASH AND CASH EQUIVALENTS	0.3	5.4
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	4.2	72.6
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 4.5	$ 78.0
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during period for interest, net of interest expense capitalized	$ 5.1	$ 5.5
Cash paid during period for income taxes	$ 9.6	$ 8.7
Non-cash investing activities:		
Liability for equipment acquired	$ 7.1	$ 4.3

See Notes to Condensed Consolidated Financial Statements

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NEENAH PAPER, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, except as noted)

Note 1. Background and Basis of Presentation

Background

Neenah Paper, Inc. (Neenah or the Company), is a Delaware corporation incorporated in April 2004. The Company has two primary operations: its technical products business and its fine paper and packaging business. See Note 11, Business Segment Information.

Basis of Consolidation and Presentation

These statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC) and, in accordance with those rules and regulations, do not include all information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). Management believes that the disclosures made are adequate for a fair presentation of the Company s results of operations, financial position and cash flows. In the opinion of management, the condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the results of operations, financial position and cash flows for the interim periods presented herein. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make extensive use of estimates and assumptions that affect the reported amounts and disclosures. Actual results may vary from these estimates.

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s most recent Annual Report on Form 10-K. The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the full year.

The condensed consolidated financial statements of Neenah and its subsidiaries included herein are unaudited. The condensed consolidated financial statements include the financial statements of the Company and its wholly owned and majority owned subsidiaries. Intercompany balances and transactions have been eliminated from the condensed consolidated financial statements.

The condensed consolidated statement of operations and related notes to the condensed consolidated financial statements for the three and six months ended June 30, 2015 have been revised to report the results of the Company s former wall covering mill located in Lahnstein, Germany (the Lahnstein Mill) as discontinued operations. See Note 10, Discontinued Operations. In July 2015, the Company reorganized its internal management structure and, accordingly, addressed its segment reporting structure. Segment information for the three and six months ended

June 30, 2015 has been revised to conform to the current period presentation. See Note 11, Business Segment Information.

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Earnings per Share (EPS)

The following table presents the computation of basic and diluted EPS (dollars in millions except per share amounts, shares in thousands):

Earnings Per Basic Common Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	**2015**	**2016**	**2015**
Income from continuing operations	$ 20.7	$ 16.4	$ 39.7	$ 32.5
Amounts attributable to participating securities	(0.2)	(0.3)	(0.4)	(0.4)
Income from continuing operations available to common stockholders	20.5	16.1	39.3	32.1
(Loss) Income from discontinued operations, net of income taxes	(0.4)	0.3	(0.4)	0.5
Net income available to common stockholders	$ 20.1	$ 16.4	$ 38.9	$ 32.6
Weighted-average basic shares outstanding	16,757	16,735	16,778	16,739
Basic earnings per share				
Continuing operations	$ 1.22	$ 0.97	$ 2.34	$ 1.92
Discontinued operations	(0.02)	0.01	(0.02)	0.03
	$ 1.20	$ 0.98	$ 2.32	$ 1.95

Earnings Per Diluted Common Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	**2015**	**2016**	**2015**
Income from continuing operations	$ 20.7	$ 16.4	$ 39.7	$ 32.5
Amounts attributable to participating securities	(0.2)	(0.3)	(0.4)	(0.4)
Income from continuing operations available to common stockholders	20.5	16.1	39.3	32.1
(Loss) Income from discontinued operations, net of income taxes	(0.4)	0.3	(0.4)	0.5
Net income available to common stockholders	$ 20.1	$ 16.4	$ 38.9	$ 32.6
Weighted-average basic shares outstanding	16,757	16,735	16,778	16,739
Add: Assumed incremental shares under stock compensation plans (a)	214	222	209	255
Weighted-average diluted shares	16,971	16,957	16,987	16,994
Diluted earnings per share				
Continuing operations	$ 1.21	$ 0.96	$ 2.32	$ 1.89
Discontinued operations	(0.02)	0.01	(0.02)	0.03
	$ 1.19	$ 0.97	$ 2.30	$ 1.92

(a) For the three months ended June 30, 2016, there were no antidilutive options. For the three months ended June 30, 2015, approximately 90,000 potentially dilutive options were excluded from the computation of dilutive common shares because the exercise price of such options exceeded the average market price of the Company s common stock. For the six months ended June 30, 2016 and 2015, approximately 111,000 and 45,000 potentially dilutive options, respectively, were excluded from the computation of dilutive

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common shares because the exercise price of such options exceeded the average market price of the Company s common stock for the respective three month periods during which the options were outstanding.

Fair Value of Financial Instruments

The Company measures the fair value of financial instruments in accordance with Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures (ASC Topic 820) which establishes a framework for measuring fair value. ASC Topic 820 provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The following table presents the carrying value and the fair value of the Company s debt.

	June 30, 2016		December 31, 2015	
	Carrying Value	**Fair Value (a)(b)**	**Carrying Value**	**Fair Value (a)(b)**
2021 Senior Notes (5.25% fixed rate)	$ 175.0	$ 175.6	$ 175.0	$ 169.9
Global Revolving Credit Facilities (variable rates)	40.8	40.8	51.1	51.1
German loan agreement (2.45% fixed rate)	7.8	7.8	8.3	8.3
Total debt	$ 223.6	$ 224.2	$ 234.4	$ 229.3

(a) The fair value for all debt instruments was estimated from Level 2 measurements.

(b) The fair value of short and long-term debt is estimated using rates currently available to the Company for debt of the same remaining maturities.

As of June 30, 2016, the Company had $3.5 million in marketable securities classified as Other Assets on the condensed consolidated balance sheet. The cost of such marketable securities was $3.4 million. Fair value for the Company s marketable securities was estimated from Level 1 inputs. The Company s marketable securities are designated for the payment of benefits under its supplemental employee retirement plan (SERP). As of June 30, 2016, Neenah Germany had investments of $1.6 million that were restricted to the payment of certain post-retirement employee benefits of which $0.5 million and $1.1 million are classified as Prepaid and other current assets and Other Assets , respectively, on the condensed consolidated balance sheet.

Note 2. Accounting Standard Changes

In May 2014, the FASB, issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). This guidance specifies how and when an entity will recognize revenue arising from contracts with customers and requires entities to disclose information about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In August 2015, the FASB deferred the effective date for annual reporting periods beginning after December 15, 2017. Early adoption is permitted to the original effective date of December 15, 2016. On April 14, 2016, the FASB issued ASU 2016-10, which amends certain aspects of the guidance in ASU 2014-09 on identifying performance obligations and licensing. On May 9, 2016, the FASB issued ASU 2016-12, which amends certain aspects of the guidance in ASU 2014-09 on collectability, presentation of sales tax, noncash consideration, contract modifications and completed contracts at transition, and transition method. The effective date for these ASUs is the same as the effective date for ASU 2014-09. The Company is currently assessing the impact of the adoption of these changes on its consolidated financial statements.

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In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) (ASU 2016-02). ASU 2016-02 requires lessees to put most leases on their balance sheets but recognize expenses on their income statements in a manner similar to current lease accounting. The guidance also eliminates current real estate-specific provisions for all entities. ASU 2016-09 is effective for fiscal years beginning after December 15, 2018, although early adoption is permitted. The Company is currently assessing the impact of the adoption of ASU 2016-09 on its consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, Compensation Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (ASU 2016-09). ASU 2016-09 modifies the accounting for excess tax benefits and tax deficiencies associated with share-based payments and amends the associated cash flow presentation. ASU 2016-09 (i) eliminates the requirement to recognize excess tax benefits in additional paid-in capital (APIC), (ii) eliminates the requirement to evaluate tax deficiencies for APIC or income tax expense classification and (iii) provides for these benefits or deficiencies to be recorded as an income tax expense or benefit in the income statement. Additionally, the tax benefits related to dividends paid on share-based payment awards will be reflected as an income tax benefit in the income statement. With these changes, tax-related cash flows resulting from share-based payments will be classified as operating activities as opposed to financing activities, as currently presented. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016, although early adoption is permitted. The Company is currently assessing the impact of the adoption of ASU 2016-09 on its consolidated financial statements.

As of June 30, 2016, no other amendments to the ASC were issued that will have or are reasonably likely to have a material effect on the Company s financial position, results of operations or cash flows.

Note 3. Acquisitions

Acquisition of FiberMark

On August 1, 2015, the Company purchased all of the outstanding equity of ASP FiberMark, LLC (FiberMark) from ASP FiberMark Holdings, LLC for approximately $118 million (the FiberMark Acquisition). For the three and six months ended June 30, 2016, the Company incurred $1.1 million and $1.8 million of integration costs, respectively.

The following selected unaudited pro forma consolidated statement of operations data for the three and six months ended June 30, 2015 was prepared as though the FiberMark Acquisition had occurred as of the beginning of the comparable annual reporting period. The information does not reflect events that occurred after June 30, 2015 or any operating efficiencies or inefficiencies that may result from the FiberMark Acquisition. Therefore, the information is not necessarily indicative of results that would have been achieved had the businesses been combined during the period presented or the results that the Company will experience going forward.

	Three Months Ended June 30, 2015	Six Months Ended June 30, 2015
Net sales	$ 254.9	$ 510.4
Operating income	30.8	60.5
Income from continuing operations	18.7	35.5

Income from discontinued operations		0.3		0.5
Net income		19.0		36.0
Earnings Per Common Share				
Basic				
Continuing operations	$	1.11	$	2.10
Discontinued Operations		0.01		0.03
	$	1.12	$	2.13
Diluted				
Continuing operations	$	1.09	$	2.08
Discontinued Operations		0.01		0.03
	$	1.10	$	2.11

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Note 4. Supplemental Balance Sheet Data

The following table presents inventories by major class:

	June 30, 2016	December 31, 2015
Raw materials	$ 30.7	$ 30.4
Work in progress	30.3	28.9
Finished goods	67.4	67.2
Supplies and other	3.0	4.1
	131.4	130.6
Adjust FIFO inventories to LIFO cost	(7.5)	(10.0)
Total	$ 123.9	$ 120.6

The FIFO values of inventories valued on the LIFO method were $117.9 million and $118.2 million as of June 30, 2016 and December 31, 2015, respectively. For the three and six months ended June 30, 2016, income from continuing operations before income taxes was reduced by less than $0.1 million due to a decrease in certain LIFO inventory quantities.

The following table presents changes in accumulated other comprehensive income (AOCI) for the six months ended June 30, 2016:

	Unrealized foreign currency translation gain (loss)	Net gain (loss) from pension and other postretirement liabilities	Unrealized gain on available-for-sale securities	Accumulated other comprehensive income (loss)
AOCI December 31, 2015	$ (20.8)	$ (57.5)	$	$ (78.3)
Other comprehensive income before reclassifications	0.2		0.1	0.3
Amounts reclassified from AOCI		3.6		3.6
Income from other comprehensive income items	0.2	3.6	0.1	3.9
Provision for income taxes		1.4		1.4
Other comprehensive income	0.2	2.2	0.1	2.5
AOCI June 30, 2016	$ (20.6)	$ (55.3)	$ 0.1	$ (75.8)

For each of the six months ended June 30, 2016 and 2015, the Company reclassified $3.6 million of costs from accumulated other comprehensive income to cost of products sold and selling, general and administrative expenses on the condensed consolidated statements of operations. For the six months ended June 30, 2016 and 2015, the Company recognized an income tax benefit of $1.4 million and $1.3 million, respectively, related to such reclassifications classified as Provision for income taxes on the condensed consolidated statements of operations.

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Note 5. Debt

Long-term debt consisted of the following:

	June 30, 2016	December 31, 2015
2021 Senior Notes (5.25% fixed rate) due May 2021	$ 175.0	$ 175.0
Global Revolving Credit Facilities (variable rates) due December 2019	40.8	51.1
German loan agreement (2.45% fixed rate) due in 32 equal quarterly installments ending September 2022	7.8	8.3
Deferred financing costs	(4.4)	(5.0)
Total debt	219.2	229.4
Less: Debt payable within one year	1.2	1.2
Long-term debt	$ 218.0	$ 228.2

2021 Senior Notes

In May 2013, the Company completed an underwritten offering of eight-year senior unsecured notes (the 2021 Senior Notes) at a face amount of $175 million. The 2021 Senior Notes contain terms, covenants and events of default with which the Company must comply, which the Company believes are ordinary and standard for notes of this nature. As of June 30, 2016, the Company was in compliance with all terms of the indenture for the 2021 Senior Notes.

Amended and Restated Secured Revolving Credit Facility

In December 2014, the Company amended and restated its existing credit facility by entering into the Third Amended and Restated Credit Agreement (the Third Amended Credit Agreement). The Third Amended Credit Agreement, among other things:

(1) provides for a secured U.S. revolving credit facility in the maximum principal amount of $125 million (the U.S. Revolving Credit Facility);

(2) provides for a secured, multicurrency, revolving credit facility for the German borrowers in the maximum principal amount of $75 million (the German Revolving Credit Facility, and together with the U.S. Revolving Credit Facility, the Global Revolving Credit Facilities); and

(3) provides for an accordion feature permitting one or more increases in the Global Revolving Credit Facilities in an aggregate principal amount not exceeding $50 million, such that the aggregate commitments under the Global Revolving Credit Facilities do not exceed $250 million.

The Third Amended Credit Agreement contains covenants with which the Company and its subsidiaries must comply during the term of the agreement, which the Company believes are ordinary and standard for agreements of this nature. As of June 30, 2016, the Company was in compliance with all terms of the Third Amended Credit Agreement. In addition, if aggregate availability under the Global Revolving Credit Facilities is less than the greater of (i) $20 million or (ii) 10% of the maximum aggregate commitments under the Global Revolving Credit Facilities as then in effect, the Company is required to comply with a fixed charge coverage ratio (as defined in the Third Amended Credit Agreement) of not less than 1.1 to 1.0 for the preceding four-quarter period, tested as of the end of each quarter. As of June 30, 2016, aggregate availability under the Global Revolving Credit Facilities exceeded the minimum required amount, and the Company was not required to comply with such fixed charge coverage ratio.

On July 28, 2016, the Company amended its existing Third Amended Credit Agreement (the First Amendment), which among other things, makes certain definitional and administrative changes to address the calculation of the fixed charge coverage ratio, as described in the First Amendment.

Availability under the Global Revolving Credit Facilities varies over time depending on the value of the Company s inventory, receivables and various capital assets. As of June 30, 2016, the Company had $40.8 million of borrowings and $2.5 million in letters of credit outstanding under the Global Revolving Credit Facilities and $131.7 million of available credit (based on exchange rates at June 30, 2016). As of June 30, 2016, the weighted-average interest rate on outstanding Global Revolving Credit Facility borrowings was 1.9 percent per annum. As of December 31, 2015, the weighted-average interest rate under the Global Revolving Credit Facilities was 1.8 percent per annum.

Under the terms of the 2021 Senior Notes and the Third Amended Credit Agreement, the Company has limitations on its ability to repurchase shares of and pay dividends on its Common Stock. These limitations are triggered depending on the Company s credit availability under the Third Amended Credit Agreement and leverage levels under the Senior Notes. As of June 30, 2016, none of these covenants were restrictive to the Company s ability to repurchase shares of and pay dividends on its Common Stock.

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Borrowings and Repayments of Long-Term Debt

The condensed consolidated statements of cash flows present borrowings and repayments under the Global Revolving Credit Facilities using a gross approach. This approach presents not only discrete borrowings for transactions such as a business acquisition, but also reflects all borrowings and repayments that occur as part of daily management of cash receipts and disbursements. For the six months ended June 30, 2016, the Company made scheduled debt repayments of $0.6 million and net long-term debt repayments of $11.1 million related to daily cash management activities. For the six months ended June 30, 2015, the Company made scheduled debt repayments of $0.6 million and net long-term debt repayments of $12.8 million related to daily cash management activities.

Note 6. Pension and Other Postretirement Benefits

Pension Plans

Substantially all active employees of the Company s U.S. operations participate in defined benefit pension plans and/or defined contribution retirement plans. The Company has defined benefit plans designed to provide a monthly pension upon retirement for substantially all its employees in Germany and the United Kingdom. In addition, the Company maintains a SERP which is a non-qualified defined benefit plan and a supplemental retirement contribution plan (the SRCP) which is a non-qualified, unfunded defined contribution plan. The Company provides benefits under the SERP and SRCP to the extent necessary to fulfill the intent of its retirement plans without regard to the limitations set by the Internal Revenue Code on qualified and non-qualified retirement benefit plans.

The following table presents the components of net periodic benefit cost for the Company s defined benefit plans and postretirement plans other than pensions:

Components of Net Periodic Benefit Cost for Defined Benefit Plans

	Pension Benefits		Postretirement Benefits Other than Pensions	
	Three Months Ended June 30,			
	2016	2015	2016	2015
Service cost	$ 1.2	$ 1.3	$ 0.3	$ 0.5
Interest cost	4.0	3.2	0.4	0.4
Expected return on plan assets (a)	(4.7)	(4.5)		
Recognized net actuarial loss	1.6	1.6		0.1
Amortization of prior service benefit	0.1	0.1		(0.1)
Net periodic benefit cost	$ 2.2	$ 1.7	$ 0.7	$ 0.9

	Pension Benefits		Postretirement Benefits Other than Pensions	
	Six Months Ended June 30,			

	2016	2015	2016	2015
Service cost	$ 2.4	$ 2.7	$ 0.6	$ 0.9
Interest cost	8.0	6.5	0.8	0.8
Expected return on plan assets (a)	(9.5)	(9.1)		
Recognized net actuarial loss	3.3	3.1	0.1	0.1
Amortization of prior service benefit	0.1	0.1	(0.1)	(0.1)
Net periodic benefit cost	$ 4.3	$ 3.3	$ 1.4	$ 1.7

(a) The expected return on plan assets is determined by multiplying the fair value of plan assets at the prior year-end (adjusted for estimated current year cash benefit payments and contributions) by the expected long-term rate of return.

The Company expects to make aggregate contributions to qualified and nonqualified defined benefit pension trusts and to pay pension benefits for unfunded pension plans of approximately $10 million (based on exchange rates at June 30, 2016) in calendar 2016. For the six months ended June 30, 2016, the Company made $3.4 million of such payments.

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Note 7. Stock Compensation Plan

Stock Options and Stock Appreciation Rights (Options)

The following table presents information regarding Options awarded during the six months ended June 30, 2016:

Options granted		113,935
Per share weighted average exercise price	$	58.03
Per share weighted average grant date fair value	$	13.51

The weighted-average grant date fair value for Options granted during the six months ended June 30, 2016 was estimated using the Black-Scholes option valuation model with the following assumptions:

Expected term in years	5.8
Risk free interest rate	1.8%
Volatility	32.1%
Dividend yield	3.0%

The following table presents information regarding Options that vested during the six months ended June 30, 2016:

Options vested		90,432
Aggregate grant date fair value of Options vested (in millions)	$	1.2

The following table presents information regarding outstanding Options:

		June 30, 2016		December 31, 2015
Options outstanding		570,542		526,611
Aggregate intrinsic value (in millions)	$	19.8	$	16.1
Per share weighted average exercise price	$	37.68	$	31.94
Exercisable Options		249,405		232,594
Aggregate intrinsic value (in millions)	$	10.6	$	9.0
Unvested Options		321,137		294,017
Per share weighted average grant date fair value	$	12.42	$	12.09

Performance Share Units (PSUs) and Restricted Share Units (RSUs)

For the six months ended June 30, 2016, the Company granted target awards of approximately 54,364 PSUs. The measurement period for the PSUs is January 1, 2016 through December 31, 2016. The PSUs vest on December 31, 2018. Common Stock equal to not less than 40 percent and not more than 200 percent of the PSUs target will be awarded based on the Company s return on invested capital, consolidated revenue growth and total return to shareholders relative to the companies in the Russell 2000® Value small cap index. The market price on the date of grant for the PSUs was $57.95 per share.

For the six months ended June 30, 2016, the Company awarded 1,652 RSUs to employees and 7,020 RSUs to non-employee members of the Board of Directors. The weighted average grant date fair value of such awards was $66.86 per share and the awards vest one year from the date of grant. During the vesting period, the holders of the RSUs are entitled to dividends, but the RSUs do not have voting rights and are forfeited in the event the holder is no longer an employee or member of the Board of Directors on the vesting date.

Note 8. Stockholders Equity

Common Stock

As of June 30, 2016 and December 31, 2015, the Company had 16,778,000 shares and 16,819,000 shares of Common Stock outstanding, respectively.

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In May 2016, the Company s Board of Directors authorized a program that would allow the Company to repurchase up to $25 million of its outstanding Common Stock over the next 12 months (the 2016 Stock Purchase Plan). The Company also had $25 million repurchase programs in place during the preceding two years that expired in May 2016 (the 2015 Stock Purchase Plan) and May 2015 (the 2014 Stock Purchase Plan), respectively. The following table shows shares purchased under the respective stock purchase plans:

	Six Months Ended June 30,			
	2016		2015	
	Shares	$	Shares	$
2016 Stock Purchase Plan	1,642	$ 0.1		$
2015 Stock Purchase Plan	93,593	5.3	5,000	0.3
2014 Stock Purchase Plan			60,900	3.4

Note 9. Contingencies and Legal Matters

Litigation

The Company is involved in certain legal actions and claims arising in the ordinary course of business. While the outcome of these legal actions and claims cannot be predicted with certainty, it is the opinion of management that the outcome of any such claim which is pending or threatened, either individually or on a combined basis, will not have a material effect on the consolidated financial condition, results of operations or cash flows of the Company.

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Income Taxes

The Company periodically undergoes examination by the Internal Revenue Service (the IRS) as well as various state and foreign jurisdictions. These tax authorities routinely challenge certain deductions and credits reported by the Company on its income tax returns. No significant tax audit findings are being contested at this time with either the IRS or any state or foreign tax authority.

Employees and Labor Relations

The Company s U.S. union employees are represented by the United Steelworkers Union (the USW). Approximately 50 percent of salaried employees and 80 percent of hourly employees of Neenah Germany are eligible to be represented by the Mining, Chemicals and Energy Trade Union, Industriegewerkschaft Bergbau, Chemie and Energie (the IG BCE). As of June 30, 2016, the Company had approximately 192 employees covered under collective bargaining agreements that will expire in the next 12-months. The following table shows the expiration dates of the Company s various bargaining agreements and the number of employees covered under each of these agreements.

Contract Expiration Date	Location	Union	Number of Employees
August 2016	Brattleboro, VT	USW	74
September 2016	Reading, PA	USW	29
November 2016	Lowville, NY	USW	89
June 2017	Neenah Germany	IG BCE	(a)
January 2018	Whiting, WI	USW	206
June 2018	Neenah, WI	USW	269
July 2018	Munising, MI	USW	200
May 2019	Appleton, WI	USW	78

(a) Under German law union membership is voluntary and does not need to be disclosed to the Company. As a result, the number of employees covered by the collective bargaining agreement with the IG BCE cannot be determined.

The Company s United Kingdom salaried and hourly employees are eligible to participate in Unite the Union (UNITE) on an individual basis, but not under a collective bargaining agreement.

Note 10. Discontinued Operations

Discontinued Operations

On October 31, 2015, the Company sold the Lahnstein Mill to the Kajo Neukirchen Group (the Acquirer) for net cash proceeds of approximately $5.4 million. During the second quarter of 2016, the Company and the Acquirer finalized the purchase price for the Lahnstein Mill, which will result in a payment by the Company of $0.5 million to the Acquirer. The Company recognized this payment, plus associated transaction costs, as a loss from discontinued operations of $0.6 million ($0.4 million, net of tax) in our consolidated statement of operations for the three and six months ended June 30, 2016.

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The condensed consolidated statement of operations for the three and six months ended June 30, 2015 have been revised to report results of the Lahnstein Mill as discontinued operations. The results of the Lahnstein Mill were previously reported in the Technical Products segment. The following table presents the selected financial information for discontinued operations:

	Three Months Ended June 30, 2015	Six Months Ended June 30, 2015
Net sales	$ 12.8	$ 26.6
Cost of products sold	11.6	24.0
Gross Profit	1.2	2.6
Selling, general and administrative expenses and other expenses	0.9	2.0
Income From Discontinued Operations Before Income Taxes	0.3	0.6
Income tax provision		0.1
Income from discontinued operations	$ 0.3	$ 0.5

The following table presents selected cash flow information for discontinued operations:

	Six Months Ended June 30, 2015
Depreciation and amortization	$ 1.6
Capital expenditures	$ 0.3

Note 11. Business Segment Information

The Company s reportable operating segments consist of Technical Products, Fine Paper and Packaging and Other.

- The Technical Products segment is an aggregation of the Company s filtration and performance materials businesses which are similar in terms of economic characteristics, nature of products, processes, customer class and product distribution methods and is an international producer of fiber-formed, coated and/or saturated specialized media that delivers high performance benefits to customers. Included in this segment are filtration media, tape and abrasives backings products, and durable label and specialty substrate products.

- The Fine Paper and Packaging business is a leading supplier of premium printing and other high-end specialty papers, premium packaging and specialty office papers primarily in North America.

- The Other segment consists of certain product lines composed of papers sold to converters for end uses such as covering materials for datebooks, diaries, yearbooks and traditional photo albums. These product lines represent an operating segment which does not meet the quantitative threshold for a reportable segment, however, due to the dissimilar nature of these products, they are not managed as part of either the Fine Paper and Packaging or Technical Products businesses.

Each segment employs different technologies and marketing strategies. Disclosure of segment information is on the same basis that management uses internally for evaluating segment performance and allocating resources. Transactions between segments are eliminated in consolidation. The costs of shared services, and other administrative functions managed on a common basis, are allocated to the segments based on usage, where possible, or other factors based on the nature of the activity. General corporate expenses that do not directly support the operations of the business segments are shown as Unallocated corporate costs.

Prior year period segment information has been revised from the amounts previously reported as a result of our reorganization of business segments in July 2015 to conform to our internal management structure and in October 2015 the sale of the Lahnstein Mill resulted in the reclassification of the results of the Lahnstein Mill to discontinued operations. See Note 10, Discontinued Operations.

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The following table summarizes the net sales and operating income for each of the Company s business segments.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net sales				
Technical Products	$ 126.5	$ 106.2	$ 248.0	$ 212.3
Fine Paper and Packaging	113.7	105.1	227.5	213.4
Other	5.8		12.6	
Consolidated	$ 246.0	$ 211.3	$ 488.1	$ 425.7

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Operating income (loss)				
Technical Products	$ 20.1	$ 15.2	$ 39.3	$ 30.8
Fine Paper and Packaging	18.4	17.4	35.9	35.0
Other				
Unallocated corporate costs	(4.6)	(4.9)	(9.9)	(9.7)
Consolidated	$ 33.9	$ 27.7	$ 65.3	$ 56.1

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis presents the factors that had a material effect on our financial position as of June 30, 2016 and our results of operations for the three and six months ended June 30, 2016 and 2015. You should read this discussion in conjunction with our consolidated financial statements and the notes to those consolidated financial statements included in our most recent Annual Report on Form 10-K. This Management s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. See Forward-Looking Statements for a discussion of the uncertainties, risks and assumptions associated with these statements.

Basis of Presentation

The prior year period segment information has been revised from the amounts previously reported because we reorganized our business segments in July 2015 to conform to our internal management structure and in October 2015 the sale of the Lahnstein Mill resulted in the reclassification of the results of the Lahnstein Mill to discontinued operations. See Note 11, Business Segment Information and Note 10, Discontinued Operations.

Executive Summary

For the three months ended June 30, 2016, consolidated net sales increased $34.7 million (16%) from the prior year period to $246.0 million due to revenues related to the FiberMark Acquisition and incremental Technical Products organic volume complemented by favorable currency exchange effects, which was partially offset by lower net selling prices in both segments.

Consolidated operating income of $33.9 million for the three months ended June 30, 2016 increased $6.2 million (22%) from the prior year period. The favorable comparison was primarily due to lower manufacturing input costs (including purchasing synergies resulting from the acquisition) and incremental volume. These favorable variances were partially offset by higher acquisition-related SG&A, integration and restructuring costs, the timing of certain other selling, general and administrative (SG&A) expenses and lower net selling prices.

Cash provided by operating activities of $56.3 million for the six months ended June 30, 2016 was $11.8 million favorable to the $44.5 million in the prior year period, primarily due to higher operating earnings and a smaller increase in our investment in working capital.

Results of Operations and Related Information

In this section, we discuss and analyze our net sales, earnings before interest and taxes (which we refer to as operating income) and other information relevant to an understanding of our results of operations for the three and six months ended June 30, 2016 and 2015.

Analysis of Net Sales — Three and six months ended June 30, 2016 and 2015

The following table presents net sales by segment, expressed as a percentage of total net sales:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2016		2015		2016		2015	
Net sales								
Technical Products	$ 126.5	52%	$ 106.2	50%	$ 248.0	51%	$ 212.3	50%
Fine Paper and Packaging	113.7	46%	105.1	50%	227.5	47%	213.4	50%
Other	5.8	2%		0%	12.6	2%		0%
Consolidated	$ 246.0	100%	$ 211.3	100%	$ 488.1	100%	$ 425.7	100%

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Commentary:

The following table presents our net sales by segment for the three months ended June 30, 2016 and 2015:

	Three Months Ended June 30,		Change in Net Sales Compared to Prior Period			
				Change Due To		
	2016	2015	Total Change	Volume	Net Price	Currency
Technical Products	$ 126.5	$ 106.2	$ 20.3	$ 22.5	$ (3.5)	$ 1.3
Fine Paper and Packaging	113.7	105.1	8.6	10.9	(2.3)	
Other	5.8		5.8	5.8		
Consolidated	$ 246.0	$ 211.3	$ 34.7	$ 39.2	$ (5.8)	$ 1.3

Consolidated net sales for the three months ended June 30, 2016 were $34.7 million (16%) higher than the prior year period as revenues related to the FiberMark Acquisition and incremental Technical Products volume growth, complemented by favorable currency exchange effects, was partially offset by lower net selling prices.

- Net sales in our technical products business increased $20.3 million (19%) from the prior period due to acquired volume, organic volume growth in filtration and performance materials, and favorable currency exchange effects, which were partially offset by lower net selling prices.

- Net sales in our fine paper and packaging business increased $8.6 million (8%) from the prior year period due to acquired volume partially offset by lower net selling prices.

The following table presents our net sales by segment for the six months ended June 30, 2016 and 2015:

	Six Months Ended June 30,		Change in Net Sales Compared to Prior Period			
				Change Due To		
	2016	2015	Total Change	Volume	Net Price	Currency
Technical Products	$ 248.0	$ 212.3	$ 35.7	$ 41.1	$ (5.3)	$ (0.1)
Fine Paper and Packaging	227.5	213.4	14.1	16.6	(2.5)	
Other	12.6		12.6	12.6		
Consolidated	$ 488.1	$ 425.7	$ 62.4	$ 70.3	$ (7.8)	$ (0.1)

Consolidated net sales for the six months ended June 30, 2016 were $62.4 million (15%) higher than the prior year period as revenues related to the FiberMark Acquisition and incremental volume growth more than offset lower net selling prices.

- Net sales in our technical products business increased $35.7 million (17%) from the prior period due to acquired volume and organic volume growth in filtration and performance materials, which was partially offset by lower net selling prices.

- Net sales in our fine paper and packaging business increased $14.1 million (7%) from the prior year period due to acquired volume, partially offset by lower net selling prices.

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Analysis of Operating Income Three and six months ended June 30, 2016 and 2015

The following table sets forth line items from our condensed consolidated statements of operations as a percentage of net sales for the periods indicated and is intended to provide a perspective of trends in our historical results:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of products sold	75.6	77.3	75.7	77.1
Gross profit	24.4	22.7	24.3	22.9
Selling, general and administrative expenses	9.9	9.3	10.4	9.5
Integration/restructuring costs	0.6		0.5	
Other expense net	0.1	0.4		0.2
Operating income	13.8	13.0	13.4	13.2
Interest expense-net	1.1	1.3	1.2	