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BALCHEM CORP

Form 10-Q

May 03, 2019

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended March 31, 2019

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: 1-13648

## Balchem Corporation

(Exact name of Registrant as specified in its charter)

Maryland

13-2578432

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

52 Sunrise

Park Road,

New

Hampton,

NY 10958

(Address

of

principal

executive

offices)

(Zip Code)

Registrant's

telephone

number,

including

area code:

(845)

326-5600

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 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 every Interactive Data File required to be submitted 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 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," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

(Check one): Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of April 25, 2019, the registrant had 32,333,546 shares of its Common Stock, \$.06 2/3 par value, outstanding.



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 QUARTERLY REPORT ON FORM 10-Q  
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Table of Contents**Part I. Financial Information****Item 1. Financial Statements****BALCHEM CORPORATION****Condensed Consolidated Balance Sheets***(Dollars in thousands, except share and per share data)*

| <u>Assets</u>   | <b>March 31,<br/>2019<br/>(unaudited)</b> | <b>December 31,<br/>2018</b> |
|---|---|------------------------------|
| <b>Current assets:</b>  |   |                              |
| Cash and cash equivalents   | \$ 39,004                                 | \$ 54,268                    |
| Accounts receivable, net of allowance for doubtful accounts of \$583 and \$610 at March 31, 2019 and December 31, 2018 respectively | 99,834                                    | 99,545                       |
| Inventories   | 66,764                                    | 67,187                       |
| Prepaid expenses  | 3,510                                     | 3,830                        |
| Assets held for sale  | 11,748                                    | —                            |
| Other current assets  | 806                                       | 1,484                        |
| <b>Total current assets</b>   | <b>221,666</b>                            | <b>226,314</b>               |
| Property, plant and equipment, net  | 188,036                                   | 194,339                      |
| Goodwill  | 446,453                                   | 447,995                      |
| Intangible assets with finite lives, net  | 100,088                                   | 105,985                      |
| Right of use assets   | 8,036                                     | —                            |
| Other assets  | 7,609                                     | 6,722                        |
| <b>Total assets</b>   | <b>\$ 971,888</b>                         | <b>\$ 981,355</b>            |
| <br><b><u>Liabilities and Stockholders' Equity</u></b>  |   |                              |
| <b>Current liabilities:</b>   |   |                              |
| Trade accounts payable  | \$ 26,342                                 | \$ 33,345                    |
| Accrued expenses  | 20,922                                    | 22,025                       |
| Accrued compensation and other benefits   | 6,255                                     | 11,022                       |
| Dividends payable   | 78  | 15,220                       |
| Income tax payable  | 6,989                                     | 444                          |
| Lease liabilities - current   | 2,467                                     | —                            |
| Liabilities held for sale   | 757                                       | —                            |
| <b>Total current liabilities</b>  | <b>63,810</b>                             | <b>82,056</b>                |
| Revolving loan  | 140,000                                   | 156,000                      |
| Deferred income taxes   | 44,311                                    | 44,309                       |
| Lease liabilities - non-current   | 5,559                                     | —                            |
| Other long-term obligations   | 7,699                                     | 7,372                        |
| <b>Total liabilities</b>  | <b>261,379</b>                            | <b>289,737</b>               |
| Commitments and contingencies (note 16)   |   |                              |
| <b>Stockholders' equity:</b>  |   |                              |
| Preferred stock, \$25 par value. Authorized 2,000,000 shares; none issued and outstanding   | —   | —                            |
|   | 2,156                                     | 2,151                        |

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Common stock, \$.0667 par value. Authorized 120,000,000 shares; 32,336,228 shares issued and 32,330,032 outstanding at March 31, 2019 and 32,256,915 shares issued and 32,256,209 outstanding at December 31, 2018, respectively

|   |                   |                   |
|---|-------------------|-------------------|
| Additional paid-in capital  | 166,762           | 165,098           |
| Retained earnings   | 546,810           | 528,027           |
| Accumulated other comprehensive loss  | (4,686            | ) (3,602          |
| Treasury stock, at cost: 6,196 and 706 shares at March 31, 2019 and December 31, 2018 | (533              | ) (56             |
| <b>Total stockholders' equity</b>   | <b>710,509</b>    | <b>691,618</b>    |
| <b>Total liabilities and stockholders' equity</b>                                     | <b>\$ 971,888</b> | <b>\$ 981,355</b> |

*See accompanying notes to condensed consolidated financial statements.*



Table of Contents**BALCHEM CORPORATION****Condensed Consolidated Statements of Earnings***(Dollars in thousands, except per share data)*

(unaudited)

|  | <b>Three Months<br/>Ended<br/>March 31,<br/>2019      2018</b> |            |
|--|--|------------|
| <b>Net sales</b>                               | \$ 157,029   | \$ 161,410 |
| <b>Cost of sales</b>                           | 107,934  | 109,951    |
| <b>Gross margin</b>                            | 49,095   | 51,459     |
| <b>Operating expenses:</b>                     |  |            |
| Selling expenses                               | 14,126   | 14,059     |
| Research and development expenses              | 2,895  | 2,569      |
| General and administrative expenses            | 5,594  | 7,591      |
|  | 22,615   | 24,219     |
| <b>Earnings from operations</b>                | 26,480   | 27,240     |
| <b>Other expenses:</b>                         |  |            |
| Interest expense, net                          | 1,589  | 1,874      |
| Other, net                                     | 98   | 189        |
|  | 1,687  | 2,063      |
| <b>Earnings before income tax expense</b>      | 24,793   | 25,177     |
| Income tax expense                             | 6,010  | 5,831      |
| <b>Net earnings</b>                            | \$ 18,783  | \$ 19,346  |
| <b>Net earnings per common share - basic</b>   | \$ 0.58  | \$ 0.60    |
| <b>Net earnings per common share - diluted</b> | \$ 0.58  | \$ 0.60    |

*See accompanying notes to condensed consolidated financial statements.*

Table of Contents**BALCHEM CORPORATION****Condensed Consolidated Statements of Comprehensive Income***(Dollars in thousands)*

(unaudited)

|  | <b>Three Months<br/>Ended<br/>March 31,<br/>2019      2018</b> |          |
|--|--|----------|
| Net earnings   | \$18,783   | \$19,346 |
| Other comprehensive (loss) income, net of tax:   |  |          |
| Net foreign currency translation adjustment  | (1,089 )   | 1,363    |
| Net change in postretirement benefit plans, net of taxes of \$(2) and \$(4) for the three months ended March 31, 2019 and 2018 | 5  | 13       |
| Other comprehensive (loss) income  | (1,084 )   | 1,376    |
| Comprehensive income   | \$17,699   | \$20,722 |
| <i>See accompanying notes to condensed consolidated financial statements.</i>  |  |          |

Table of Contents**BALCHEM CORPORATION****Condensed Consolidated Statements of Changes in Stockholders' Equity****For the three months ended March 31, 2019 and 2018***(Dollars in thousands, except share and per share data)*

|   | Total<br>Stockholders'<br>Equity | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>(Loss)<br>Income | Common Stock<br>Shares | Amount          | Treasury Stock<br>Shares | Amount           | Additional<br>Paid-in<br>Capital |
|---|----------------------------------|----------------------|---|------------------------|-----------------|--------------------------|------------------|----------------------------------|
| Balance - December 31, 2018                 | \$ 691,618                       | \$ 528,027           | \$ (3,602 )   | 32,256,209             | \$ 2,151        | (706 )                   | \$ (56 )         | \$ 165,098                       |
| Net earnings                                | 18,783                           | 18,783               | —   | —                      | —               | —                        | —                | —                                |
| Other comprehensive (loss)                  | (1,084 )                         | —                    | (1,084 )  | —                      | —               | —                        | —                | —                                |
| Treasury shares purchased                   | (727 )                           | —                    | —   | —                      | —               | (8,496 )                 | (727 )           | —                                |
| Shares and options issued under stock plans | 1,919                            | —                    | —   | 73,823                 | 5               | 3,006                    | 250              | 1,664                            |
| <b>Balance - March 31, 2019</b>             | <b>\$ 710,509</b>                | <b>\$ 546,810</b>    | <b>\$ (4,686 )</b>  | <b>32,330,032</b>      | <b>\$ 2,156</b> | <b>(6,196 )</b>          | <b>\$ (533 )</b> | <b>\$ 166,762</b>                |
| Balance - December 31, 2017                 | \$ 616,881                       | \$ 464,639           | \$ (1,642 )   | 32,019,605             | \$ 2,135        | —                        | —                | \$ 151,749                       |
| Net earnings                                | 19,346                           | 19,346               | —   | —                      | —               | —                        | —                | —                                |
| Other comprehensive income                  | 1,376                            | —                    | 1,376   | —                      | —               | —                        | —                | —                                |
| Dividends                                   | 1                                | 1                    | —   | —                      | —               | —                        | —                | —                                |
| Treasury shares purchased                   | (786 )                           | —                    | —   | —                      | —               | (10,454 )                | (786 )           | —                                |
| Shares and options issued under stock plans | 3,072                            | —                    | —   | 80,505                 | 5               | 10,454                   | 786              | 2,281                            |
| <b>Balance - March 31, 2018</b>             | <b>\$ 639,890</b>                | <b>\$ 483,986</b>    | <b>\$ (266 )</b>  | <b>32,100,110</b>      | <b>\$ 2,140</b> | <b>—</b>                 | <b>—</b>         | <b>\$ 154,030</b>                |

*See accompanying notes to consolidated financial statements.*

Table of Contents**BALCHEM CORPORATION****Condensed Consolidated Statements of Cash Flows***(Dollars in thousands)*

(unaudited)

|   | <b>Three Months<br/>Ended<br/>March 31,<br/>2019      2018</b> |                  |
|---|--|------------------|
| <b>Cash flows from operating activities:</b>  |  |                  |
| Net earnings  | \$18,783   | \$19,346         |
| Adjustments to reconcile net earnings to net cash provided by operating activities: |  |                  |
| Depreciation and amortization   | 10,836   | 11,127           |
| Stock compensation expense  | 1,631  | 1,793            |
| Deferred income taxes   | 35   | (38 )            |
| Provision for (recovery of) doubtful accounts                                       | 88   | (69 )            |
| Foreign currency transaction loss   | 50   | 51               |
| Asset impairment charge   | 114  | 71               |
| Gain on disposal of assets  | (2,719 )   | (1,093 )         |
| Changes in assets and liabilities   |  |                  |
| Accounts receivable   | (912 )   | (4,340 )         |
| Inventories   | (139 )   | (5,442 )         |
| Prepaid expenses and other current assets   | 972  | 345              |
| Accounts payable and accrued expenses   | (12,389 )  | (2,273 )         |
| Income taxes  | 6,575  | 5,633            |
| Other   | (442 )   | 368              |
| <b>Net cash provided by operating activities</b>                                    | <b>22,483</b>  | <b>25,479</b>    |
| <b>Cash flows from investing activities:</b>  |  |                  |
| Capital expenditures  | (8,488 )   | (3,735 )         |
| Proceeds from insurance   | 2,727  | 1,590            |
| Intangible assets acquired  | (19 )  | (119 )           |
| <b>Net cash used in investing activities</b>  | <b>(5,780 )</b>  | <b>(2,264 )</b>  |
| <b>Cash flows from financing activities:</b>  |  |                  |
| Principal payments on revolving loan  | (16,000 )  | —                |
| Principal payments on long-term debt  | —  | (8,750 )         |
| Proceeds from stock options exercised   | 288  | 1,261            |
| Dividends paid  | (15,135 )  | (13,421 )        |
| Purchase of treasury stock  | (727 )   | (786 )           |
| <b>Net cash used in financing activities</b>  | <b>(31,574 )</b>   | <b>(21,696 )</b> |
| Effect of exchange rate changes on cash   | (393 )   | 744              |
| <b>(Decrease) increase in cash and cash equivalents</b>                             | <b>(15,264 )</b>   | <b>2,263</b>     |
| <b>Cash and cash equivalents beginning of period</b>                                | <b>54,268</b>  | <b>40,416</b>    |
| <b>Cash and cash equivalents end of period</b>                                      | <b>\$39,004</b>  | <b>\$42,679</b>  |
| <i>See accompanying notes to condensed consolidated financial statements.</i>       |  |                  |



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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

*(All dollar amounts in thousands, except share and per share data)*

**NOTE 1 – CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

The condensed consolidated financial statements presented herein have been prepared by the Company in accordance with the accounting policies described in its December 31, 2018 consolidated financial statements, and should be read in conjunction with the consolidated financial statements and notes, which appear in the Annual Report on Form 10-K for the year ended December 31, 2018. References in this report to the “Company” mean either Balchem Corporation or Balchem Corporation and its subsidiaries, including SensoryEffects, Inc., SensoryEffects Cereal Systems, Inc., Albion Laboratories, Inc. (formerly known as Albion International, Inc.), BCP Ingredients, Inc., Aberco, Inc., Balchem BV, Balchem Italia Srl, Bioscreen Technologies Srl, Innovative Food Processors, Inc., and Balchem LTD, on a consolidated basis, as the context requires.

In the opinion of management, the unaudited condensed consolidated financial statements furnished in this Form 10-Q include all adjustments necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods presented. All such adjustments are of a normal recurring nature. The condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP” or “GAAP”) governing interim financial statements and the instructions to Form 10-Q and Article 10 of Regulation S-X under the Securities Exchange Act of 1934 (the “Exchange Act”) and therefore do not include some information and notes necessary to conform to annual reporting requirements. The results of operations for the three months ended March 31, 2019 are not necessarily indicative of the operating results expected for the full year or any interim period.

Certain reclassifications have been made to prior period amounts to conform with the current period's presentation.

**Recent Accounting Pronouncements**

*Recently Issued Accounting Standards*

In March 2019, the FASB issued ASU 2019-01, “Leases (Topic 842): Codification Improvements,” which further clarifies the determination of fair value of leases and modifies transition disclosure requirements for changes in accounting principles. The effective date of the amendments is for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. The Company is currently evaluating the impact of this pronouncement on the Company’s consolidated financial statements and disclosures. As stated below, the Company adopted Accounting Standards Codification (“ASC”) 842 (“ASU 2016-02), Leases, as of January 1, 2019.

In August 2018, the FASB issued ASU 2018-15, “Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract.” The guidance requires implementation costs incurred by customers in cloud computing arrangements to be deferred over the noncancelable term of the cloud computing arrangements plus any optional renewal periods (1) that are reasonably certain to be exercised by the customer or (2) for which exercise of the renewal option is controlled by the cloud service provider. The effective date of this pronouncement is for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption is permitted and the standard may be adopted either using the prospective or retrospective transition approach. The Company is currently evaluating the impact of this pronouncement on the Company’s consolidated financial statements and disclosures.

In August 2018, the FASB issued ASU 2018-14, “Disclosure Framework-Changes to the Disclosure Requirements for Defined Benefit Plans,” which modifies the disclosure requirements for employers that sponsor defined benefit pension or other postretirement benefit plans. The guidance removes disclosures that are no longer considered cost beneficial, clarifies the specific requirements of disclosures and adds disclosure requirements identified as relevant. This update should be applied on a retrospective basis to all periods presented and is effective for fiscal years ending after December 31, 2020. Early adoption is permitted. The Company expects this new guidance will have minimal impact on its financial reporting.

In January 2017, the FASB issued ASU No. 2017-04, “Simplifying the Test for Goodwill Impairment” (ASU 2017-04), which addresses changes to the testing for goodwill impairment by eliminating Step 2 of the process. The guidance is effective for annual and interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early

adoption is permitted; however, the Company has elected not to adopt early as this ASU will not have a significant impact on the Company's consolidated financial statements.

*Recently Adopted Accounting Standards*

In February 2016, the FASB issued ASU No. 2016-02, "Leases" ("ASU 2016-02"), which was clarified by ASU 2018-11 and addresses the recognition of assets and liabilities that arise from all leases. The guidance requires lessees to recognize right-of-use assets

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("ROU") and lease liabilities for most leases in the Consolidated Balance Sheets. The guidance is effective for annual and interim periods beginning after December 15, 2018. The Company adopted the new standard on January 1, 2019 and has elected the optional transition method to account for the impact of the adoption with a cumulative-effect adjustment in the period of adoption. The new standard provides a number of optional practical expedients in transition. The Company has elected the "package of practical expedients", which permits it not to reassess under the new standard its prior conclusions about lease identification, lease classification and initial direct costs. The Company has not elected the use-of-hindsight or the practical expedient pertaining to land easements, the latter not being applicable to the Company. The new standard also provides practical expedients for an entity's ongoing accounting. The Company has elected the short-term lease recognition exemption for all leases that qualify, which means for those leases that qualify, the Company will not recognize ROU assets or lease liabilities. The Company has also elected the practical expedient to not separate lease and non-lease components for all of its leases. Refer to Note 19 "Leases."

**NOTE 2 – SIGNIFICANT ACQUISITIONS AND DIVESTITURES**

The Company did not complete any acquisitions during the three months ended March 31, 2019 or 2018. Total transaction and integration costs related to recent acquisitions, including the subsequent event identified below, are recorded in general and administrative expenses and amounted to \$485 and \$689 for the three months ended March 31, 2019 and 2018, respectively.

***Potential Divestiture***

As of March 31, 2019, the Company was in negotiations for the sale of an insignificant portion of the Company's business. The transaction is estimated to be completed during 2019 and no gain or loss has been recognized in the Company's condensed consolidated statements of earnings as of March 31, 2019. The related assets and liabilities have been reclassified as current assets held for sale and current liabilities held for sale within the Company's condensed consolidated balance sheets as of March 31, 2019 and include the following:

|   | <b>March<br/>31,<br/>2019</b> |
|---|-------------------------------|
| Accounts receivable                     | \$353                         |
| Inventory                               | 376                           |
| Property, plant, and equipment, net     | 9,314                         |
| Right of use assets                     | 317                           |
| Goodwill                                | 1,380                         |
| Other current assets                    | 8                             |
| Assets held for sale                    | \$11,748                      |
| <br>                                    |                               |
| Trade accounts payable                  | \$126                         |
| Accrued expenses                        | 260                           |
| Accrued compensation and other benefits | 52                            |
| Lease liabilities                       | 319                           |
| Liabilities held for sale               | \$757                         |

***Subsequent Event***

On May 2, 2019, the Company entered into a securities purchase agreement for the acquisition of Chemogas Holding NV and its Subsidiaries ("Chemogas"), a privately held specialty gases company headquartered in Grimbergen, Belgium, for a purchase price of €95,000, subject to certain adjustments as provided in the definitive agreement. The transaction is subject to customary conditions to closing and will be financed through the Company's Credit Agreement (as defined below) and cash on hand.

Chemogas has been a leader in the packaging and distribution of a wide variety of specialty gases, most notably ethylene oxide, primarily in the European and Asian markets, for medical device sterilization. Through its operational and logistical excellence, Chemogas supports its customers' needs across more than 70 countries. With this



acquisition, Balchem significantly expands its geographic presence in the packaged ethylene oxide market, enabling the Company to offer worldwide service and support to its medical device sterilization customers within the Specialty Products segment. The Chemogas sites in Europe and Asia will form a global network of facilities when combined with Balchem's sites in the United States.

In connection with this transaction, the Company incurred transaction costs of \$307 for the three months ended March 31, 2019, which are included in general and administrative expenses.

Table of Contents**NOTE 3 – STOCKHOLDERS' EQUITY****STOCK-BASED COMPENSATION**

The Company's results for the three months ended March 31, 2019 and 2018 reflected the following stock-based compensation cost, and such compensation cost had the following effects on net earnings:

|                    | Increase/(Decrease)<br>for the<br>Three Months<br>Ended March 31,<br>2019    2018 |         |
|--------------------|---|---------|
| Cost of sales      | \$ 288  | \$ 245  |
| Operating expenses | 1,343   | 1,548   |
| Net earnings       | (1,258)   | (1,378) |

As allowed by ASC 718, the Company has made an estimate of expected forfeitures based on its historical experience and is recognizing compensation cost only for those stock-based compensation awards expected to vest.

The Company's stock incentive plans allow for the granting of stock awards and options to purchase common stock. Both incentive stock options and nonqualified stock options can be awarded under the plans. No option will be exercisable for longer than ten years after the date of grant. The Company has approved and reserved a number of shares to be issued upon exercise of the outstanding options that is adequate to cover all exercises. As of March 31, 2019, the plans had 1,096,274 shares available for future awards. Compensation expense for stock options and stock awards is recognized on a straight-line basis over the vesting period, generally three years for stock options, three to four years for employee restricted stock awards, three years for employee performance share awards, and three to four years for non-employee director restricted stock awards. Certain awards provide for accelerated vesting if there is a change in control (as defined in the plans) or other qualifying events.

Option activity for the three months ended March 31, 2019 and 2018 is summarized below:

| <b>For the three months ended<br/>March 31, 2019</b> | <b>Shares<br/>(000s)</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> | <b>Aggregate<br/>Intrinsic<br/>Value</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Term</b> |
|--|--------------------------|--|--|--|
| Outstanding as of December 31, 2018                  | 887                      | \$ 61.59   | \$ 16,192                                |  |
| Granted  | 185                      | 84.19  |  |  |
| Exercised  | (7 )                     | 40.85  |  |  |
| Forfeited  | —                        | —  |  |  |
| Canceled   | —                        | —  |  |  |
| Outstanding as of March 31, 2019                     | 1,065                    | \$ 65.64   | \$ 28,924                                | 6.7  |
| Exercisable as of March 31, 2019                     | 685                      | \$ 56.91   | \$ 24,588                                | 5.4  |
| <b>For the three months ended<br/>March 31, 2018</b> | <b>Shares<br/>(000s)</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> | <b>Aggregate<br/>Intrinsic<br/>Value</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Term</b> |
| Outstanding as of December 31, 2017                  | 946                      | \$ 55.44   | \$ 24,714                                |  |
| Granted  | 148                      | 74.57  |  |  |
| Exercised  | (39 )                    | 32.83  |  |  |
| Forfeited  | (1 )                     | 73.49  |  |  |
| Canceled   | (1 )                     | 25.39  |  |  |
| Outstanding as of March 31, 2018                     | 1,053                    | \$ 58.98   | \$ 24,680                                | 6.6  |

Exercisable as of March 31, 2018      637    \$ 48.54    \$ 21,306    5.3

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ASC 718 requires companies to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The fair value of each option grant is estimated on the date of the grant using the Black-Scholes option-pricing model with the following weighted average assumptions: dividend yields of 0.6% and 0.6%; expected volatilities of 24% and 27%; risk-free interest rates of 2.5% and 2.6%; and expected lives of 4.0 years and 4.4 years, in each case for the three months ended March 31, 2019 and 2018, respectively.

The Company used a projected expected life for each award granted based on historical experience of employees' exercise behavior. Expected volatility is based on the Company's historical volatility levels. Dividend yields are based on the Company's historical dividend yields. Risk-free interest rates are based on the implied yields currently available on U.S. Treasury Zero coupon issues with a remaining term equal to the expected life.

Other information pertaining to option activity during the three months ended March 31, 2019 and 2018 was as follows:

|   | <b>Three Months<br/>Ended<br/>March 31,<br/>2019 2018</b> |         |
|---|---|---------|
| Weighted-average fair value of options granted            | \$18.26   | \$18.62 |
| Total intrinsic value of stock options exercised (\$000s) | \$302   | \$1,825 |

Non-vested restricted stock activity for the three months ended March 31, 2019 and 2018 is summarized below:

| <b>Three months ended March 31, 2019</b>   | <b>Shares<br/>(000s)</b> | <b>Weighted<br/>Average<br/>Grant<br/>Date Fair<br/>Value</b> |
|--|--------------------------|---|
| Non-vested balance as of December 31, 2018 | 79                       | \$ 72.75  |
| Granted                                    | 66                       | 84.27   |
| Vested                                     | (8 )                     | 58.52   |
| Forfeited                                  | —                        | —   |
| Non-vested balance as of March 31, 2019    | 137                      | \$ 79.16  |
| <b>Three months ended March 31, 2018</b>   | <b>Shares<br/>(000s)</b> | <b>Weighted<br/>Average<br/>Grant<br/>Date Fair<br/>Value</b> |
| Non-vested balance as of December 31, 2017 | 66                       | \$ 65.66  |
| Granted                                    | 36                       | 74.57   |
| Vested                                     | (6 )                     | 50.32   |
| Forfeited                                  | —                        | —   |
| Non-vested balance as of March 31, 2018    | 96                       | \$ 70.10  |

Non-vested performance share activity for the three months ended March 31, 2019 and 2018 is summarized below:

| <b>Three months ended March 31, 2019</b>   | <b>Shares<br/>(000s)</b> | <b>Weighted<br/>Average<br/>Grant<br/>Date Fair<br/>Value</b> |
|--|--------------------------|---|
| Non-vested balance as of December 31, 2018 | 53                       | \$ 75.61  |
| Granted                                    | 33                       | 81.79   |

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|   |      |          |
|---|------|----------|
| Vested                                  | (9 ) | 65.64    |
| Forfeited                               | (7 ) | 60.85    |
| Non-vested balance as of March 31, 2019 | 70   | \$ 81.26 |

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| <b>Three months ended March 31, 2018</b>   | <b>Shares<br/>(000s)</b> | <b>Weighted<br/>Average<br/>Grant<br/>Date Fair<br/>Value</b> |
|--|--------------------------|---|
| Non-vested balance as of December 31, 2017 | 39                       | \$ 72.62  |
| Granted                                    | 32                       | 71.27   |
| Vested                                     | (15 )                    | 58.78   |
| Forfeited                                  | —                        | —   |
| Non-vested balance as of March 31, 2018    | 56                       | \$ 75.47  |

The performance share (“PS”) awards provide the recipients the right to receive a certain number of shares of the Company’s common stock in the future, subject to an EBITDA performance hurdle, where vesting is dependent upon the Company achieving a certain EBITDA percentage growth over the performance period, and relative total shareholder return (TSR) where vesting is dependent upon the Company’s TSR performance over the performance period relative to a comparator group consisting of the Russell 2000 index constituents. Expense is measured based on the fair value at the date of grant utilizing a Black-Scholes methodology to produce a Monte-Carlo simulation model which allows for the incorporation of the performance hurdles that must be met before the PS vests. The assumptions used in the fair value determination were risk free interest rates of 2.5% and 2.4%; dividend yields of 0.5% and 0.5%; volatilities of 24% and 27%; and initial TSR’s of -5.9% and -10.5%, in each case for the three months ended March 31, 2019 and 2018, respectively. Expense is estimated based on the number of shares expected to vest, assuming the requisite service period is rendered and the probable outcome of the performance condition is achieved. The estimate is revised if subsequent information indicates that the actual number of shares likely to vest differs from previous estimates. Expense is ultimately adjusted based on the actual achievement of service and performance targets. The PS will cliff vest 100% at the end of the third year following the grant in accordance with the performance metrics set forth.

As of March 31, 2019 and 2018, there was \$17,475 and \$13,487, respectively, of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the plans. As of March 31, 2019, the unrecognized compensation cost is expected to be recognized over a weighted-average period of approximately 2 years. The Company estimates that share-based compensation expense for the year ended December 31, 2019 will be approximately \$7,700.

**REPURCHASE OF COMMON STOCK**

The Company has an approved stock repurchase program. The total authorization under this program is 3,763,083 shares. Since the inception of the program in June 1999, a total of 2,199,268 shares have been purchased, of which 6,196 shares remained in treasury at March 31, 2019. During the three months ended March 31, 2019 and 2018, a total of 8,496 and 10,454 shares, respectively, have been purchased at an average cost of \$85.53 and \$75.04 per share, respectively. The Company intends to acquire shares from time to time at prevailing market prices if and to the extent it deems it advisable to do so based on its assessment of corporate cash flow, market conditions and other factors.

**NOTE 4 – INVENTORIES**

Inventories at March 31, 2019 and December 31, 2018 consisted of the following:

|                   | <b>March 31, December 31,</b> |             |
|-------------------|-------------------------------|-------------|
|                   | <b>2019</b>                   | <b>2018</b> |
| Raw materials     | \$ 21,398                     | \$ 23,661   |
| Work in progress  | 5,102                         | 4,649       |
| Finished goods    | 40,264                        | 38,877      |
| Total inventories | \$ 66,764                     | \$ 67,187   |



Table of Contents**NOTE 5 – PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment at March 31, 2019 and December 31, 2018 are summarized as follows:

|                                    | <b>March 31, December 31,</b> |             |
|------------------------------------|-------------------------------|-------------|
|                                    | <b>2019</b>                   | <b>2018</b> |
| Land                               | \$ 8,489                      | \$ 7,965    |
| Building                           | 68,844                        | 67,702      |
| Equipment                          | 201,890                       | 213,909     |
| Construction in progress           | 21,362                        | 18,170      |
|                                    | 300,585                       | 307,746     |
| Less: accumulated depreciation     | 112,549                       | 113,407     |
| Property, plant and equipment, net | \$ 188,036                    | \$ 194,339  |

**NOTE 6 – INTANGIBLE ASSETS**

The Company had goodwill in the amount of \$446,453 and \$447,995 as of March 31, 2019 and December 31, 2018, respectively, subject to the provisions of ASC 350, "Intangibles-Goodwill and Other." The decrease in goodwill is primarily the result of the reclassification of a portion of the Company's goodwill to assets held for sale (See Note 2) of \$1,380, with the remaining change due to foreign exchange translation adjustments. Refer to Note 2 "Significant Acquisitions and Divestitures" for more information.

Identifiable intangible assets with finite lives at March 31, 2019 and December 31, 2018 are summarized as follows:

|                                | <b>Amortization<br/>Period<br/>(in years)</b> | <b>Gross<br/>Carrying<br/>Amount at<br/>03/31/19</b> | <b>Accumulated<br/>Amortization<br/>at 3/31/2019</b> | <b>Gross<br/>Carrying<br/>Amount at<br/>12/31/2018</b> | <b>Accumulated<br/>Amortization<br/>at 12/31/2018</b> |
|--------------------------------|---|--|--|--|---|
| Customer relationships & lists | 10  | \$ 192,120   | \$ 126,408   | \$ 192,185   | \$ 122,545  |
| Trademarks & trade names       | 5-17  | 39,681   | 17,409   | 39,934   | 16,755  |
| Developed technology           | 5   | 13,338   | 9,271  | 13,338   | 8,604   |
| Other                          | 3-18  | 14,907   | 6,870  | 14,913   | 6,481   |
|                                |   | \$ 260,046   | \$ 159,958   | \$ 260,370   | \$ 154,385  |

Amortization of identifiable intangible assets was approximately \$5,842 and \$6,193 for the three months ended March 31, 2019 and 2018, respectively. Assuming no change in the gross carrying value of identifiable intangible assets, estimated amortization expense is \$17,140 for the remainder of 2019, \$20,878 for 2020, \$17,645 for 2021, \$16,151 for 2022, \$14,879 for 2023 and \$6,486 for 2024. At March 31, 2019 and 2018, there were no identifiable intangible assets with indefinite useful lives as defined by ASC 350. Identifiable intangible assets are reflected in "Intangible assets with finite lives, net" in the Company's condensed consolidated balance sheets. There were no changes to the useful lives of intangible assets subject to amortization during the three months ended March 31, 2019 and 2018.

**NOTE 7 – EQUITY-METHOD INVESTMENT**

In 2013, the Company and Eastman Chemical Company (formerly Taminco Corporation) formed a joint venture (66.66% / 33.34% ownership), St. Gabriel CC Company, LLC, to design, develop, and construct an expansion of the Company's St. Gabriel aqueous choline chloride plant. The Company contributed the St. Gabriel plant, at cost, and expansion will be funded by the owners. The joint venture became operational as of July 1, 2016. St. Gabriel CC Company, LLC is a Variable Interest Entity (VIE) because the total equity at risk is not sufficient to permit the joint venture to finance its own activities without additional subordinated financial support. Additionally, voting rights (2 votes each) are not proportionate to the owners' obligation to absorb expected losses or receive the expected residual returns of the joint venture. The Company will receive up to 2/3 of the production offtake capacity and absorbs operating expenses approximately proportional to the actual percentage of offtake. The joint venture is accounted for



under the equity method of accounting since the Company is not the primary beneficiary as the Company does not have the power to direct the activities of the joint venture that most significantly impact its economic performance. The Company recognized a loss of \$101 and \$139 for the three months ended March 31, 2019 and 2018, respectively, relating to its portion of the joint venture's expenses in other expense. The carrying value of the joint venture at March 31, 2019 and December 31, 2018 is \$4,801 and \$4,902, respectively, and is recorded in other assets.

Table of Contents**NOTE 8 – REVOLVING LOAN**

On June 27, 2018, the Company and a bank syndicate entered into a five year senior secured revolving credit agreement (“Credit Agreement”), which replaced the existing credit facility that had provided for a senior secured term loan A of \$350,000 and a revolving loan of \$100,000. The Credit Agreement, which expires on June 27, 2023, provides for revolving loans up to \$500,000 (collectively referred to as the “loans”). The loans may be used for working capital, letters of credit, and other corporate purposes and may be drawn upon at the Company’s discretion. The initial proceeds from the Credit Agreement were used to repay the outstanding balance of \$210,750 on its senior secured term loan A, which was due May 2019. There are no installment payments required on the revolving loans; they may be voluntarily prepaid in whole or in part without premium or penalty, and all outstanding amounts are due on the maturity date. As of March 31, 2019, the balance outstanding amounted to \$140,000.

Amounts outstanding under the Credit Agreement are subject to an interest rate equal to a fluctuating rate as defined by the Credit Agreement plus an applicable rate. The applicable rate is based upon the Company’s consolidated net leverage ratio, as defined in the Credit Agreement, and the interest rate was 3.496% at March 31, 2019. The Company is also required to pay a commitment fee on the unused portion of the revolving loan, which is based on the Company’s consolidated net leverage ratio as defined in the Credit Agreement and ranges from 0.15% to 0.275% (0.15% at March 31, 2019). The unused portion of the revolving loan amounted to \$360,000 at March 31, 2019. The Company is also required to pay, as applicable, letter of credit fees, administrative agent fees, and other fees to the arrangers and lenders.

Costs associated with the issuance of the revolving loans are capitalized and amortized on a straight-line basis over the term of the Credit Agreement. Costs associated with the issuance of the extinguished debt instrument were capitalized and amortized over the term of the respective financing arrangement using the effective interest method. Capitalized costs net of accumulated amortization totaled \$1,197 and \$1,268 at March 31, 2019 and December 31, 2018, respectively, and are included in other assets on the balance sheet. Amortization expense pertaining to these costs totaled \$71 and \$109 for the three months ended March 31, 2019 and 2018, respectively, and are included in interest expense in the accompanying condensed consolidated statements of earnings.

The Credit Agreement contains quarterly covenants requiring the consolidated leverage ratio to be less than a certain maximum ratio and the consolidated interest coverage ratio to exceed a certain minimum ratio. At March 31, 2019, the Company was in compliance with these covenants. Indebtedness under the Company’s loan agreements are secured by assets of the Company.

**NOTE 9 – NET EARNINGS PER SHARE**

The following presents a reconciliation of the net earnings and shares used in calculating basic and diluted net earnings per share:

|   | <b>Net<br/>Earnings<br/>(Numerator)</b> | <b>Number of<br/>Shares<br/>(Denominator)</b> | <b>Per<br/>Share<br/>Amount</b> |
|---|---|---|---------------------------------|
| <b>Three months ended March 31, 2019</b>  |   |   |                                 |
| Basic EPS – Net earnings and weighted average common shares outstanding   | \$ 18,783                               | 32,188,469                                    | \$ .58                          |
| Effect of dilutive securities – stock options, restricted stock, and performance shares   |   | 320,663                                       |                                 |
| Diluted EPS – Net earnings and weighted average common shares outstanding and effect of stock options, restricted stock, and performance shares | \$ 18,783                               | 32,509,132                                    | \$ .58                          |
| <b>Three months ended March 31, 2018</b>  |   |   |                                 |
| Basic EPS – Net earnings and weighted average common shares outstanding   | \$ 19,346                               | 31,985,332                                    | \$ .60                          |
| Effect of dilutive securities – stock options, restricted stock, and performance shares   |   | 342,001                                       |                                 |
| Diluted EPS – Net earnings and weighted average common shares outstanding and effect of stock options, restricted stock, and performance shares | \$ 19,346                               | 32,327,333                                    | \$ .60                          |



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The Company had 515,573 and 347,211 stock options outstanding at March 31, 2019 and 2018, respectively, that could potentially dilute basic earnings per share in future periods that were not included in diluted earnings per share because their effect on the period presented was anti-dilutive.

**NOTE 10 – INCOME TAXES**

The Company's effective tax rate for the three months ended March 31, 2019 and 2018, was 24.2% and 23.2%, respectively. The increase in the effective tax rate for the three months ended March 31, 2019 compared to the three months ended March 31, 2018 was attributable to higher state taxes and lower excess tax benefits from stock-based compensation.

Balchem will continue to evaluate and analyze the impact of the U.S. Tax Cuts and Jobs Act that was enacted on December 22, 2017 and the additional guidance that has been issued, and may be issued, by the U.S. Department of Treasury, the Securities and Exchange Commission, or the Financial Accounting Standards Board regarding this act. Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company regularly reviews its deferred tax assets for recoverability and would establish a valuation allowance if it believed that such assets may not be recovered, taking into consideration historical operating results, expectations of future earnings, changes in its operations and the expected timing of the reversals of existing temporary differences. The Company accounts for uncertainty in income taxes utilizing ASC 740-10, "Income Taxes". ASC 740-10 clarifies whether or not to recognize assets or liabilities for tax positions taken that may be challenged by a tax authority. It prescribes a recognition threshold and measurement attribute for financial statement disclosure of tax positions taken or expected to be taken. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, and disclosures. The application of ASC 740-10 requires judgment related to the uncertainty in income taxes and could impact our effective tax rate.

The Company files income tax returns in the U.S. and in various states and foreign countries. As of March 31, 2019, in the major jurisdictions where the Company operates, it is generally no longer subject to income tax examinations by tax authorities for years before 2014. As of March 31, 2019 and December 31, 2018, the Company had approximately \$5,648 and \$5,709, respectively, of unrecognized tax benefits, which are included in other long-term obligations on the Company's consolidated balance sheets. The Company includes interest expense or income as well as potential penalties on unrecognized tax positions as a component of income tax expense in the consolidated statements of earnings. The total amount of accrued interest and penalties related to uncertain tax positions at March 31, 2019 and December 31, 2018 was approximately \$1,854 and \$1,839, respectively, and is included in other long-term obligations.

**NOTE 11 – SEGMENT INFORMATION**

**Human Nutrition & Health**

The Company's Human Nutrition & Health ("HNN") segment provides human grade choline nutrients and mineral amino acid chelated products through this segment for wellness applications. Choline is recognized to play a key role in the development and structural integrity of brain cell membranes in infants, processing dietary fat, reproductive development and neural functions, such as memory and muscle function. The Company's mineral amino acid chelates, specialized mineral salts, and mineral complexes are used as raw materials for inclusion in premier human nutrition products. Proprietary technology has been combined to create an organic molecule in a form the body can readily assimilate. Sales growth for human nutrition applications is reliant on differentiation from lower-cost competitive products through scientific data, intellectual property and customer perceptions of brand value. Consequently, the Company makes investments in such activities for long-term value differentiation. This segment also serves the food and beverage industry for beverage, bakery, dairy, confectionary, and savory manufacturers. The Company partners

with our customers from ideation through commercialization to bring on-trend beverages, baked goods, confections, dairy and meat products to market. The Company's expertise in trends analysis and product development, combined with manufacturing capabilities in customized spray dried and emulsified powders, blended lipid systems, liquid flavor delivery systems, juice and dairy bases, chocolate systems, as well as ice cream bases and variegates makes the Company a one-stop solutions provider for beverage and dairy product development needs. Additionally, this segment provides microencapsulation solutions to a variety of applications in food, pharmaceutical and nutritional ingredients to enhance performance of nutritional fortification, processing, mixing, and packaging applications and shelf-life. Major product applications are baked goods, refrigerated and frozen dough systems, processed meats, seasoning blends, confections, and nutritional supplements. The Company also creates cereal systems for ready-to-eat cereals, grain-based snacks, and cereal based ingredients.

Table of Contents**Animal Nutrition & Health**

The Company's Animal Nutrition & Health ("ANH") segment provides nutritional products derived from its microencapsulation and chelation technologies in addition to basic choline chloride. For ruminant animals, the Company's microencapsulated products boost health and milk production, delivering nutrient supplements that are biologically available, providing required nutritional levels. The Company's proprietary chelation technology provides enhanced nutrient absorption for various species of production and companion animals and is marketed for use in animal feed throughout the world. ANH also manufactures and supplies choline chloride, an essential nutrient for monogastric animal health, predominantly to the poultry, pet and swine industries. Choline, which is manufactured and sold in both dry and aqueous forms, plays a vital role in the metabolism of fat. In poultry, choline deficiency can result in reduced growth rates and perosis in young birds, while in swine production choline is a necessary and required component of gestating and lactating sow diets for both liver health and prevention of leg deformity. Sales of value-added encapsulated products are highly dependent on overall industry economics as well as the Company's ability to leverage the results of university and field research on the animal health and production benefits of our products. Management believes that success in the commodity-oriented basic choline chloride marketplace is highly dependent on the Company's ability to maintain its strong reputation for excellent product quality and customer service. The Company continues to drive production efficiencies in order to maintain its competitive-cost position to effectively compete in a competitive global marketplace.

**Specialty Products**

Ethylene oxide, at the 100% level, is sold as a sterilant gas, primarily for use in the health care industry. It is used to sterilize a wide range of medical devices because of its versatility and effectiveness in treating hard or soft surfaces, composites, metals, tubing and different types of plastics without negatively impacting the performance of the device being sterilized. The Company's 100% ethylene oxide product is distributed in uniquely designed, recyclable, double-walled, stainless steel drums to assure compliance with safety, quality and environmental standards as outlined by the EPA and the DOT. The Company's inventory of these specially built drums, along with its two filling facilities, represents a significant capital investment. Contract sterilizers and medical device manufacturers are principal customers for this product. The Company also sells single use canisters with 100% ethylene oxide for use in sterilizing re-usable devices typically processed in autoclave units in hospitals. As a fumigant, ethylene oxide blends are highly effective in killing bacteria, fungi, and insects in spices and other seasoning materials.

Propylene oxide is marketed and sold as a fumigant to aid in the control of insects and microbiological spoilage; and to reduce bacterial and mold contamination in certain shell and processed nut meats, processed spices, cacao beans, cocoa powder, raisins, figs and prunes. The Company distributes its propylene oxide product primarily in recyclable, single-walled, carbon steel cylinders according to standards outlined by the EPA and the DOT. Its inventory of these cylinders also represents a significant capital investment. Propylene oxide is also sold to customers seeking smaller (as opposed to bulk) quantities and whose requirements include utilization in various chemical synthesis applications, such as increasing paint durability and manufacturing specialty starches and textile coatings.

The Company's micronutrient agricultural nutrition business sells chelated minerals primarily into high value crops. The Company has a unique and patented two-step approach to solving mineral deficiency in plants to optimize health, yield and shelf-life. First, the Company determines optimal mineral balance for plant health. The Company then has a foliar applied Metalosate product range, utilizing patented amino acid chelate technology. Its products quickly and efficiently deliver mineral nutrients. As a result, the farmer/grower gets healthier crops that are more resistant to disease and pests, larger yields and healthier food for the consumer with extended shelf life for produce being shipped long distances.

**Industrial Products**

Certain derivatives of choline chloride are manufactured and sold into industrial applications predominately as a component for hydraulic fracturing of shale natural gas wells. The Company's products offer an attractive, effective and more environmentally responsible alternative than other clay stabilizers. Industrial grade choline bicarbonate is completely chloride free and the Company's choline chloride reduces the amount of chlorides released into the environment up to 75% when compared to potassium chloride. The Industrial Products segment also includes the manufacture and sale of methylamines. Methylamines are a primary building block for the manufacture of choline

products and are produced at its Italian operation and sold for a wide range of industrial applications in Europe.

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The segment information is summarized as follows:

**Business Segment Assets:**

|                                  | <b>March 31, December 31,</b> |             |
|----------------------------------|-------------------------------|-------------|
|                                  | <b>2019</b>                   | <b>2018</b> |
| Human Nutrition & Health         | \$ 703,042                    | \$ 702,692  |
| Animal Nutrition & Health        | 135,738                       | 136,810     |
| Specialty Products               | 65,715                        | 59,558      |
| Industrial Products              | 25,588                        | 22,822      |
| Other Unallocated <sup>(1)</sup> | 41,805                        | 59,473      |
| Total                            | \$ 971,888                    | \$ 981,355  |

<sup>(1)</sup> Other unallocated assets consist of certain cash, receivables, prepaid expenses, equipment and leasehold improvements, net of accumulated depreciation, and deferred income taxes, which the Company does not allocate to its individual business segments.

**Business Segment Net Sales:**

|                           | <b>Three Months</b> |             |
|---------------------------|---------------------|-------------|
|                           | <b>Ended</b>        |             |
|                           | <b>March 31,</b>    |             |
|                           | <b>2019</b>         | <b>2018</b> |
| Human Nutrition & Health  | \$ 85,149           | \$ 83,063   |
| Animal Nutrition & Health | 43,361              | 46,141      |
| Specialty Products        | 18,424              | 17,740      |
| Industrial Products       | 10,095              | 14,466      |
| Total                     | \$ 157,029          | \$ 161,410  |

**Business Segment Earnings Before Income Taxes:**

|   | <b>Three Months</b> |             |
|---|---------------------|-------------|
|   | <b>Ended</b>        |             |
|   | <b>March 31,</b>    |             |
|   | <b>2019</b>         | <b>2018</b> |
| Human Nutrition & Health  | \$ 13,703           | \$ 12,932   |
| Animal Nutrition & Health   | 5,256               | 7,484       |
| Specialty Products  | 6,697               | 5,034       |
| Industrial Products   | 1,637               | 2,479       |
| Transaction costs, integration costs, and unallocated legal fees <sup>(2)</sup> | (804 )              | (689 )      |
| Unallocated amortization expense <sup>(3)</sup>                                 | (9 )                | —           |
| Interest and other (expense)  | (1,687 )            | (2,063 )    |
| Total   | \$ 24,793           | \$ 25,177   |

<sup>(2)</sup> Transaction costs, integration costs and unallocated legal fees for three month ended March 31, 2019 and 2018, respectively, were primarily related to acquisitions.

<sup>(3)</sup> Unallocated amortization expense for three months ended March 31, 2019 was related to amortization of intangible assets in connection with a company-wide ERP system implementation.



Table of Contents**Depreciation/Amortization:**

|                           | <b>Three Months<br/>Ended<br/>March 31,<br/>2019 2018</b> |          |
|---------------------------|---|----------|
| Human Nutrition & Health  | \$7,986   | \$8,532  |
| Animal Nutrition & Health | 1,578   | 1,305    |
| Specialty Products        | 1,021   | 1,010    |
| Industrial Products       | 171   | 171      |
| Total                     | \$10,756  | \$11,018 |

**Capital Expenditures:**

|                           | <b>Three Months<br/>Ended<br/>March 31,<br/>2019 2018</b> |         |
|---------------------------|---|---------|
| Human Nutrition & Health  | \$5,255   | \$2,079 |
| Animal Nutrition & Health | 1,471   | 830     |
| Specialty Products        | 1,474   | 582     |
| Industrial Products       | 288   | 244     |
| Total                     | \$8,488   | \$3,735 |

**NOTE 12 – REVENUE****Revenue Recognition**

Revenues are recognized when control of the promised goods is transferred to customers, in an amount that reflects the consideration the Company expects to realize in exchange for those goods.

The following table presents revenues disaggregated by revenue source. Sales and usage-based taxes are excluded from revenues.

|                       | <b>Three Months<br/>Ended<br/>March 31,<br/>2019 2018</b> |           |
|-----------------------|---|-----------|
| Product Sales         | \$143,874   | \$146,914 |
| Co-manufacturing      | 10,630  | 10,707    |
| Bill and Hold         | 857   | 1,289     |
| Consignment           | 589   | 1,045     |
| Product Sales Revenue | 155,950   | 159,955   |
| Royalty Revenue       | 1,079   | 1,455     |
| Total Revenue         | \$157,029   | \$161,410 |

The following table presents revenues disaggregated by geography, based on the billing addresses of customers:

|                   | <b>Three Months<br/>Ended<br/>March 31,<br/>2019 2018</b> |           |
|-------------------|---|-----------|
| United States     | \$118,111   | \$120,668 |
| Foreign Countries | 38,918  | 40,742    |
| Total Revenue     | \$157,029   | \$161,410 |



Table of Contents**Product Sales Revenues**

The Company's primary operation is the manufacturing and sale of health and wellness ingredient products, in which the Company receives an order from a customer and fulfills that order. The Company's product sales have four sub-streams of revenue: product sales, co-manufacturing, bill and hold, and consignment.

Under the co-manufacturing agreements, the Company is responsible for the manufacture of a finished good where the customer provides some or all of the raw materials. The Company controls the manufacturing process and the ultimate end-product before it is shipped to the customer. Based on these factors, the Company has determined that it is the principal in these agreements and therefore revenue is recognized in the gross amount of consideration the Company expects to be entitled for the goods provided.

**Royalty Revenues**

Royalty revenue consists of agreements with customers to use the Company's intellectual property in exchange for a sales-based royalty. Royalty revenue is recorded as part of the Human Nutrition & Health segment.

**Contract Liabilities**

The Company records contract liabilities when cash payments are received or due in advance of performance, including amounts which are refundable.

The Company's payment terms vary by the type and location of customers and the products offered. The term between invoicing and when payment is due is not significant. For certain products or services and customer types, the Company requires payment before the products are delivered to the customer.

**Practical Expedients and Exemptions**

The Company generally expenses sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded within selling and marketing expenses.

The Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which the Company recognizes revenue at the amount to which it has the right to invoice for products shipped.

**NOTE 13 - SUPPLEMENTAL CASH FLOW INFORMATION**

Cash paid during the three months ended March 31, 2019 and 2018 for income taxes and interest is as follows:

|              | <b>Three Months</b> |             |
|--------------|---------------------|-------------|
|              | <b>Ended</b>        |             |
|              | <b>March 31,</b>    |             |
|              | <b>2019</b>         | <b>2018</b> |
| Income taxes | \$58                | \$—         |
| Interest     | \$1,459             | \$1,763     |

Table of Contents**NOTE 14 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The changes in accumulated other comprehensive (loss)/income were as follows:

|   | <b>Three Months<br/>Ended<br/>March 31,<br/>2019    2018</b> |         |
|---|--|---------|
| Net foreign currency translation adjustment                                     | \$(1,089)  | \$1,363 |
| Net change in postretirement benefit plan (see Note 15 for further information) |  |         |
| Amortization of prior service cost  | 18   | 18      |
| Amortization of gain  | (11 )  | (1 )    |
| Total before tax  | 7  | 17      |
| Tax   | (2 )   | (4 )    |
| Net of tax  | 5  | 13      |
| Total other comprehensive (loss)/income   | \$(1,084)  | \$1,376 |

Accumulated other comprehensive loss at March 31, 2019 and December 31, 2018 consisted of the following:

|                                   | <b>Foreign<br/>currency<br/>translation<br/>adjustment</b> | <b>Postretirement<br/>benefit plan</b> | <b>Total</b> |
|-----------------------------------|--|--|--------------|
| Balance December 31, 2018         | \$ (4,285 )  | \$ 683                                 | \$(3,602)    |
| Other comprehensive (loss)/income | (1,089 )   | 5                                      | (1,084 )     |
| Balance March 31, 2019            | \$ (5,374 )  | \$ 688                                 | \$(4,686)    |

**NOTE 15 – EMPLOYEE BENEFIT PLANS**

The Company provides postretirement benefits in the form of two unfunded postretirement medical plans; one that under a collective bargaining agreement covers eligible retired employees of the Verona facility and a plan for those named as executive officers in the Company's proxy statement.

Net periodic benefit costs for such retirement medical plans were as follows:

|                                    | <b>Three<br/>Months<br/>Ended<br/>March 31,<br/>2019    2018</b> |      |
|------------------------------------|--|------|
| Service cost                       | \$16   | \$19 |
| Interest cost                      | 10   | 11   |
| Amortization of prior service cost | 18   | 18   |
| Amortization of gain               | (11 )  | (1 ) |
| Net periodic benefit cost          | \$33   | \$47 |

The amount recorded for these obligations on the Company's balance sheet as of March 31, 2019 and December 31, 2018 is \$1,200 and \$1,174, respectively, and is included in other long-term obligations. These plans are unfunded and approved claims are paid from Company funds. Historical cash payments made under such plan have typically been less than \$100 per year.

On June 1, 2018, the Company established an unfunded, nonqualified deferred compensation plan maintained for the benefit of a select group of management or highly compensated employees. Assets of the plan are held in a rabbi trust, which are subject to additional risk of loss in the event of bankruptcy or insolvency of the Company. The

deferred compensation liability was \$1,513 and \$265 as of March 31, 2019 and December 31, 2018, respectively, and is included in other long-term obligations on the Company's balance sheet. The related rabbi trust assets were \$1,513 and \$265 as of March 31, 2019 and December 31, 2018, respectively, and are included in other non-current assets on the Company's balance sheet.

Table of Contents**NOTE 16 – COMMITMENTS AND CONTINGENCIES**

Rent expense charged to operations under lease agreements for the three months ended March 31, 2019 and 2018 aggregated approximately \$813 and \$786, respectively.

Aggregate future minimum rental payments required under all non-cancelable operating leases at March 31, 2019 are as follows:

**Year**

|                                    |          |
|------------------------------------|----------|
| April 1, 2019 to December 31, 2019 | \$2,562  |
| 2020                               | 2,912    |
| 2021                               | 2,005    |
| 2022                               | 1,415    |
| 2023                               | 1,176    |
| 2024                               | 1,024    |
| Thereafter                         | 3,594    |
| Total minimum lease payments       | \$14,688 |

The Company's Verona, Missouri facility, while held by a prior owner, was designated by the EPA as a Superfund site and placed on the National Priorities List in 1983, because of dioxin contamination on portions of the site.

Remediation was conducted by the prior owner under the oversight of the EPA and the Missouri Department of Natural Resources ("MDNR"). While the Company must maintain the integrity of the capped areas in the remediation areas on the site, the prior owner is responsible for completion of any further Superfund remedy. The Company is indemnified by the sellers under its May 2001 asset purchase agreement covering its acquisition of the Verona, Missouri facility for potential liabilities associated with the Superfund site.

From time to time, the Company is a party to various litigation, claims and assessments. Management believes that the ultimate outcome of such matters will not have a material effect on the Company's consolidated financial position, results of operations, or liquidity.

**NOTE 17 – FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company has a number of financial instruments, none of which are held for trading purposes. The Company estimates that the fair value of all financial instruments at March 31, 2019 and December 31, 2018 does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying condensed consolidated balance sheets. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. Considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value, and, accordingly, the estimates are not necessarily indicative of the amounts that the Company could realize in a current market exchange. The carrying value of debt approximates fair value as the interest rate is based on market and the Company's consolidated leverage ratio. The Company's financial instruments also include cash equivalents, accounts receivable, accounts payable, and accrued liabilities, which are carried at cost and approximate fair value due to the short-term maturity of these instruments. Cash and cash equivalents at March 31, 2019 and December 31, 2018 includes \$797 and \$793 in money market funds, respectively. Non-current assets at March 31, 2019 and December 31, 2018 includes \$1,513 and \$265, respectively, of rabbi trust funds related to the Company's deferred compensation plan. The money market and rabbi trust funds are valued using level one inputs, as defined by ASC 820, "Fair Value Measurement."

**NOTE 18 -RELATED PARTY TRANSACTIONS**

The Company provides services on a contractual agreement to St. Gabriel CC Company, LLC. These services include accounting, information technology, quality control, and purchasing services, as well as operation of the St. Gabriel CC Company, LLC plant. The Company also sells raw materials to St. Gabriel CC Company, LLC. These raw materials are used in the production of finished goods that are, in turn, sold by Saint Gabriel CC Company, LLC to the Company for resale to unrelated parties. As such, the sale of these raw materials to St. Gabriel CC Company, LLC in this scenario lacks economic substance and therefore the Company does not include them in net sales within the

consolidated statement of earnings.

The services the Company provided amounted to \$868 and \$927, respectively, for the three months ended March 31, 2019 and 2018. The raw materials sold amounted to \$6,808 and \$7,278, respectively, for the three months ended March 31, 2019 and 2018. These services and raw materials are primarily recorded in cost of goods sold net of the finished goods received from St. Gabriel CC Company, LLC of \$5,312 and \$6,036, respectively, for the three months ended March 31, 2019 and 2018. At March 31, 2019 and December 31, 2018, the Company had receivables of \$4,897 and \$3,210, respectively, recorded in accounts receivable from St. Gabriel CC Company, LLC for services rendered and raw materials sold and payables of \$1,567 and \$1,943, respectively, for finished

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goods received recorded in accrued expenses. In addition, the Company had payables in the amount of \$310 and \$314, respectively, related to non-contractual monies owed to St. Gabriel CC Company, LLC, recorded in accrued expenses as of March 31, 2019 and December 31, 2018, respectively.

**NOTE 19 – LEASES**

The Company has both real estate leases and equipment leases. The main types of equipment leases include forklifts, trailers, printers and copiers, railcars, and trucks. All leases are categorized as operating leases. As a result of electing the practical expedient, variable lease payments are combined and recognized on the balance sheet in the event that those charges and any related increases are explicitly stated in the lease. Such payments include common area maintenance charges, property taxes, and insurance charges and are recorded in the ROU asset and corresponding liability when the payments are stated in the lease with (a) fixed or in-substance fixed amounts, or (b) a variable payment based on an index or rate. Due to the acquisitive nature of the Company and the potential for synergies upon integration of acquired entities, the Company determined that the reasonably certain criterion could not be met for any renewal periods beginning two years beyond the implementation date, which is January 1, 2019. In addition, the Company has historically not been exercising purchase options with equipment leases as it does not make economic sense to buy the equipment. Instead, the Company has historically replaced the equipment with a new lease.

Therefore, the Company determined that the reasonably certain criterion could not be met as it relates to purchase options. The Company has no residual value guarantees in lease transactions.

The Company did not identify any embedded leases. As indicated above, the Company elected the practical expedient to combine lease and non-lease components and recognizes the combined amount on the consolidated balance sheet. Management determined that since the Company has a centralized treasury function, the parent company would either fund or guarantee a subsidiary's loan for borrowing over a similar term. As such, the Company's management determined it is appropriate to utilize a corporate based borrowing rate for all locations. The Company developed four tranches of leases based on lease terms and these tranches reflect the composition of the current lease portfolio. The Company's borrowing history shows that interest rates of a term loan or a line of credit depend on the duration of the loan rather than the nature of the assets purchased by those funds. Based on this understanding, the Company elected to use a portfolio approach to discount rate, applying corporate rates to the tranches of leases based on lease terms. Based on the Company's risk rating, the company applied the following discount rates upon implementation: (1) 1-2 years, 3.45% (2) 3-4 years, 4.04% (3) 5-9 years, 4.38% and (4) 10+ years, 5.10%.

For the three months ended March 31, 2019, the Company's total lease cost is as follows, which includes both amounts recognized in profits or losses during the period and amounts capitalized on the balance sheet, and the cash flows arising from lease transactions:

|   | <b>Three<br/>Months<br/>Ended<br/>March 31,<br/>2019</b> |
|---|--|
| <b>Lease Cost</b>   |  |
| Operating lease cost  | 813  |
| <b>Other information</b>  |  |
| (Gains) and losses on sale and leaseback transactions, net                    | —  |
| <b>Cash paid for amounts included in the measurement of lease liabilities</b> |  |
| Operating cash flows from operating leases                                    | 819  |
| Right-of-use assets obtained in exchange for new operating lease liabilities  | 12,874   |
| Weighted-average remaining lease term - operating leases                      | 4.88 years   |



|  |     |   |
|--|-----|---|
| Weighted-average discount rate - operating | 4.5 | % |
|--|-----|---|

Table of Contents**Item Management's Discussion and Analysis of Financial Condition and Results of Operations (All amounts in 2. thousands, except share and per share data)**

This Report contains forward-looking statements, within the meaning of Section 21E of the Exchange Act, which reflect our expectation or belief concerning future events that involve risks and uncertainties. Actions and performance could differ materially from what is contemplated by the forward-looking statements contained in this Report. Factors that might cause differences from the forward-looking statements include those referred to or identified in Item 1A of the Annual Report on Form 10-K for the year ended December 31, 2018 and other factors that may be identified elsewhere in this Report. Reference should be made to such factors and all forward-looking statements are qualified in their entirety by the above cautionary statements.

**Overview**

We develop, manufacture, distribute and market specialty performance ingredients and products for the nutritional, food, pharmaceutical, animal health, medical device sterilization, plant nutrition and industrial markets. Our four reportable segments are strategic businesses that offer products and services to different markets: Human Nutrition & Health, Animal Nutrition & Health, Specialty Products, and Industrial Products.

**Human Nutrition & Health**

Our Human Nutrition & Health segment provides human grade choline nutrients and mineral amino acid chelated products through this segment for wellness applications. Choline is recognized to play a key role in the development and structural integrity of brain cell membranes in infants, processing dietary fat, reproductive development and neural functions, such as memory and muscle function. The Human Nutrition & Health segment's mineral amino acid chelates, specialized mineral salts, and mineral complexes are used as raw materials for inclusion in premier human nutrition products. Proprietary technology has been combined to create an organic molecule in a form the body can readily assimilate. Sales growth for human nutrition applications is reliant on differentiation from lower-cost competitive products through scientific data, intellectual property and customer perceptions of brand value. Consequently, we make investments in such activities for long-term value differentiation. This segment also serves the food and beverage industry for beverage, bakery, dairy, confectionary, and savory manufacturers. We partner with our customers from ideation through commercialization to bring on-trend beverages, baked goods, confections, dairy and meat products to market. Our expertise in trends analysis and product development, combined with manufacturing capabilities in customized spray dried and emulsified powders, blended lipid systems, liquid flavor delivery systems, juice and dairy bases, chocolate systems, as well as ice cream bases and variegates makes us a one-stop solutions provider for beverage and dairy product development needs. Additionally, this segment provides microencapsulation solutions to a variety of applications in food, pharmaceutical and nutritional ingredients to enhance performance of nutritional fortification, processing, mixing, and packaging applications and shelf-life. Major product applications are baked goods, refrigerated and frozen dough systems, processed meats, seasoning blends, confections, and nutritional supplements. We also create cereal systems for ready-to-eat cereals, grain-based snacks, and cereal based ingredients.

**Animal Nutrition & Health**

Our Animal Nutrition & Health segment provides nutritional products derived from our microencapsulation and chelation technologies in addition to basic choline chloride. For ruminant animals, our microencapsulated products boost health and milk production, delivering nutrient supplements that are biologically available, providing required nutritional levels. Our proprietary chelation technology provides enhanced nutrient absorption for various species of production and companion animals and is marketed for use in animal feed throughout the world. ANH also manufactures and supplies choline chloride, an essential nutrient for monogastric animal health, predominantly to the poultry, pet and swine industries. Choline, which is manufactured and sold in both dry and aqueous forms, plays a vital role in the metabolism of fat. In poultry, choline deficiency can result in reduced growth rates and perosis in young birds, while in swine production choline is a necessary and required component of gestating and lactating sow diets for both liver health and prevention of leg deformity.

Sales of value-added encapsulated products are highly dependent on overall industry economics as well as our ability to leverage the results of university and field research on the animal health and production benefits of our products. We believe that success in the commodity-oriented basic choline chloride marketplace is highly dependent on our

ability to maintain our strong reputation for excellent product quality and customer service. We continue to drive production efficiencies in order to maintain our competitive-cost position to effectively compete in a global marketplace.

**Specialty Products**

Ethylene oxide, at the 100% level, is sold as a sterilant gas, primarily for use in the health care industry. It is used to sterilize a wide range of medical devices because of its versatility and effectiveness in treating hard or soft surfaces, composites, metals, tubing and different types of plastics without negatively impacting the performance of the device being sterilized. Specialty Products' 100% ethylene oxide product is distributed in uniquely designed, recyclable, double-walled, stainless steel drums to assure compliance with safety, quality and environmental standards as outlined by the EPA and the DOT. Our inventory of these specially built drums,

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along with two filling facilities, represents a significant capital investment. Contract sterilizers and medical device manufacturers are principal customers for this product. We also sell single use canisters with 100% ethylene oxide for use in sterilizing re-usable devices typically processed in autoclave units in hospitals. As a fumigant, ethylene oxide blends are highly effective in killing bacteria, fungi, and insects in spices and other seasoning materials.

Propylene oxide is marketed and sold as a fumigant to aid in the control of insects and microbiological spoilage; and to reduce bacterial and mold contamination in certain shell and processed nut meats, processed spices, cacao beans, cocoa powder, raisins, figs and prunes. We distribute propylene oxide product primarily in recyclable, single-walled, carbon steel cylinders according to standards outlined by the EPA and the DOT. The inventory of these cylinders also represents a significant capital investment. Propylene oxide is also sold to customers seeking smaller (as opposed to bulk) quantities and whose requirements include utilization in various chemical synthesis applications, such as increasing paint durability and manufacturing specialty starches and textile coatings.

The micronutrient agricultural nutrition business sells chelated minerals primarily into high value crops. We have a unique and patented two-step approach to solving mineral deficiency in plants to optimize health, yield and shelf-life. First, we determine optimal mineral balance for plant health. We then have a foliar applied Metalosate product range, utilizing patented amino acid chelate technology. Our specialty products quickly and efficiently deliver mineral nutrients. As a result, the farmer/grower gets healthier crops that are more resistant to disease and pests, larger yields and healthier food for the consumer with extended shelf life for produce being shipped long distances.

**Industrial Products**

Certain derivatives of choline chloride are manufactured and sold into industrial applications predominately as a component for hydraulic fracturing of shale natural gas wells. Our products offer an attractive, effective and more environmentally responsible alternative than other clay stabilizers. Our industrial grade choline bicarbonate is completely chloride free and our choline chloride reduces the amount of chlorides released into the environment up to 75% when compared to potassium chloride. Our Industrial Products segment also includes the manufacture and sale of methylamines. Methylamines are a primary building block for the manufacture of choline products and are produced at our Italian operation and sold for a wide range of industrial applications in Europe.

We sell products for all four segments through our own sales force, independent distributors, and sales agents.

The following tables summarize consolidated net sales by segment and business segment earnings from operations for the three months ended March 31, 2019 and 2018:

**Business Segment Net Sales:**

|                           | <b>Three Months<br/>Ended March 31,</b> |             |
|---------------------------|---|-------------|
|                           | <b>2019</b>                             | <b>2018</b> |
| Human Nutrition & Health  | \$85,149                                | \$83,063    |
| Animal Nutrition & Health | 43,361                                  | 46,141      |
| Specialty Products        | 18,424                                  | 17,740      |
| Industrial Products       | 10,095                                  | 14,466      |
| Total                     | \$157,029                               | \$161,410   |

Table of Contents**Business Segment Earnings From Operations:**

|  | <b>Three Months<br/>Ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2019</b>                             | <b>2018</b> |
| Human Nutrition & Health   | \$13,703                                | \$12,932    |
| Animal Nutrition & Health  | 5,256                                   | 7,484       |
| Specialty Products   | 6,697                                   | 5,034       |
| Industrial Products  | 1,637                                   | 2,479       |
| Transaction costs, integration costs, and unallocated legal fees | (804 )                                  | (689 )      |
| Unallocated amortization expense                                 | (9 )                                    | —           |
| Total  | \$26,480                                | \$27,240    |

**RESULTS OF OPERATIONS***(All amounts in thousands, except share and per share data)***Three months ended March 31, 2019 compared to three months ended March 31, 2018.****Net Sales**

Net sales for the three months ended March 31, 2019 were \$157,029, as compared with \$161,410 for the three months ended March 31, 2018, a decrease of \$4,381 or 2.7%. Net sales for the Human Nutrition & Health segment were \$85,149 for the three months ended March 31, 2019, compared with \$83,063 for the three months ended March 31, 2018, an increase of \$2,086 or 2.5%. Sales within our ingredient solutions business into food and beverage markets were up \$2,987 or 5.3% compared to the three months ended March 31, 2018. Also contributing to the sales increase was higher cereal systems sales, which were up \$358 or 5.7%. These increases were partially offset by a decrease in human nutrition and pharma sales of \$1,259 or 6.3% compared to the three months ended March 31, 2018. Net sales for the Animal Nutrition & Health segment were \$43,361 for the three months ended March 31, 2019, as compared with \$46,141 for the three months ended March 31, 2018, a decrease of \$2,780 or 6.0%. Global feed grade choline product sales decreased by \$3,624 or 11.4% primarily due to lower volumes. The first quarter of 2018 received a benefit from supply disruptions of choline out of China, which did not occur during 2019. Sales of products targeted for ruminant animal feed markets increased by \$529 or 4.7% from the prior year comparable period. The increase was primarily the result of increased volumes, partially offset by lower average selling prices due to mix and weakening dairy economics. Net sales for the Specialty Products segment were \$18,424 for the three months ended March 31, 2019, as compared with \$17,740 for the three months ended March 31, 2018, an increase of \$684 or 3.9%. The increase was primarily due to higher ethylene oxide volumes for medical device sterilization and improved mix, partially offset by lower volumes and average selling prices in the plant nutrition business. Net sales for the Industrial Products segment were \$10,095 for the three months ended March 31, 2019 as compared to \$14,466 for the three months ended March 31, 2018, a decrease of \$4,371 or 30.2%. The decrease is principally due to lower sales volumes of various choline and choline derivatives used in shale fracking applications.

**Gross Margin**

For the three months ended March 31, 2019, gross margin decreased to \$49,095 compared to \$51,459 for the three months ended March 31, 2018, a decrease of \$2,364 or 4.6%. Gross margin as a percentage of sales for the three months ended March 31, 2019 decreased to 31.3% from 31.9% in the prior year comparative period. Gross margin percentage for the Human Nutrition & Health segment decreased 2.7% for the three months ended March 31, 2019 as compared to the three months ended March 31, 2018 due to mix and inefficiencies primarily due to certain lower volumes. Gross margin percentage decreased for Animal Nutrition & Health by 1.3% primarily due to lower global feed grade choline volumes and margins in the European monogastric business as a result of increased competitive activity. Gross margin percentage for the Specialty Products increased 4.7% compared to the three month period ended March 31, 2018 primarily due to the aforementioned higher ethylene oxide volumes and product mix. Industrial Products gross margin percentage increased 1.6% from the prior year comparative period, primarily due to higher average selling prices.

**Operating Expenses**

Operating expenses for the three months ended March 31, 2019 were \$22,615 or 14.4% of net sales as compared to \$24,219 or 15.0% of net sales for the three months ended March 31, 2018. The decrease was primarily due to a decrease in certain compensation-related expenses of \$1,589, an increase in insurance proceeds associated with the Clearfield fire of \$1,137, and lower amortization of \$332, which was partially offset by an increase in legal fees of \$374, increased research and development costs of \$326, certain increased outside services of \$198 and increased recruiting and relocation expenses of \$150.

Table of Contents**Earnings from Operations**

Principally as a result of the above-noted details, earnings from operations for the three months ended March 31, 2019 were \$26,480 as compared to \$27,240 for the three months ended March 31, 2018, a decrease of \$760 or 2.8%. Earnings from operations as a percentage of sales were 16.9% for the three months ended March 31, 2019 and 2018. Earnings from the Human Nutrition & Health segment were \$13,703 an increase of \$771 or 6.0%, primarily due to the aforementioned higher sales and lower operating expenses, partially offset by mix and inefficiencies primarily due to certain lower volumes. Animal Nutrition & Health segment earnings from operations were \$5,256, a decrease of \$2,228 or 29.8%, primarily the result of lower global feed grade choline volumes and margins in the European monogastric business as a result of increased competitive activity. Earnings from operations from the Specialty Products segment were \$6,697, an increase of \$1,663 or 33.0%, primarily due to higher sales and improved gross margins. Earnings from operations from the Industrial Products segment of \$1,637 for the quarter ended March 31, 2019 decreased \$842 compared to the quarter ended March 31, 2018, primarily due to the aforementioned lower sales volumes.

**Other Expenses (Income)**

Interest expense for the three months ended March 31, 2019 and 2018 was \$1,589 and \$1,874, respectively, which is primarily related to outstanding borrowings under the Credit Agreement. Other expense was \$98 for the three months ended March 31, 2019 and \$189 for the three months ended March 31, 2018, respectively.

**Income Tax Expense**

Our effective tax rate for the three months ended March 31, 2019 and 2018, was 24.2% and 23.2%, respectively. The increase was attributable to lower excess tax benefits from stock-based compensation and higher state taxes.

**Net Earnings**

Principally as a result of the above-noted details, net earnings for the three months ended March 31, 2019 were \$18,783 as compared with \$19,346 for the three months ended March 31, 2018, a decrease of \$563 or 2.9%.

**FINANCIAL CONDITION****LIQUIDITY AND CAPITAL RESOURCES**

*(All amounts in thousands, except share and per share data)*

During the three months ended March 31, 2019, there were no material changes outside the ordinary course of business in the specified contractual obligations set forth in our Annual Report on Form 10-K for the year ended December 31, 2018. We expect our operations to continue generating sufficient cash flow to fund working capital requirements and necessary capital investments. We are actively pursuing additional acquisition candidates. We could seek additional bank loans or access to financial markets to fund such acquisitions, our operations, working capital, necessary capital investments or other cash requirements should we deem it necessary to do so.

**Cash**

Cash and cash equivalents decreased to \$39,004 at March 31, 2019 from \$54,268 at December 31, 2018. At March 31, 2019, the Company had \$20,427 of cash and cash equivalents held by foreign subsidiaries. It is our intention to permanently reinvest these funds in foreign operations by continuing to make additional plant related investments, and potentially invest in partnerships or acquisitions; therefore, we do not currently expect to repatriate these funds in order to fund U.S. operations or obligations. However, if these funds are needed for U.S. operations, we could be required to pay additional taxes to repatriate these funds. Working capital was \$157,856 at March 31, 2019 as compared to \$144,258 at December 31, 2018, an increase of \$13,598, and this reflects the reclassification of assets and liabilities held for sale as of March 31, 2019 of \$11,748 and \$757, respectively.

**Operating Activities**

Cash flows from operating activities provided \$22,483 for the three months ended March 31, 2019 as compared to \$25,479 for the three months ended March 31, 2018. The decrease in cash flows from operating activities was primarily due to working capital changes and the aforementioned decrease in earnings.

**Investing Activities**

We continue to invest in projects across all production facilities and capital expenditures were \$8,488 and \$3,735 for the three months ended March 31, 2019 and 2018, respectively.





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**Financing Activities**

We have an approved stock repurchase program. The total authorization under this program is 3,763,038 shares. Since the inception of the program in June 1999, a total of 2,199,268 shares have been purchased, and we had 6,196 shares remaining in treasury at March 31, 2019. We intend to acquire shares from time to time at prevailing market prices if and to the extent we deem it is advisable to do so based on our assessment of corporate cash flow, market conditions and other factors.

Proceeds from stock options exercised were \$288 and \$1,261 for the three months ended March 31, 2019 and 2018, respectively. Dividend payments were \$15,135 and \$13,421 for the three months ended March 31, 2019 and 2018, respectively.

**Other Matters Impacting Liquidity**

We currently provide postretirement benefits in the form of two retirement medical plans, as discussed in Note 15 – Employee Benefit Plans. The liability recorded in other long-term liabilities on the consolidated balance sheet as of March 31, 2019 and December 31, 2018 was \$1,200 and \$1,174, respectively, and the plans are not funded. Historical cash payments made under these plans have typically been less than \$100 per year. We do not anticipate any changes to the payments made in the current year for the plans.

On June 1, 2018, we established an unfunded, nonqualified deferred compensation plan maintained for the benefit of a select group of management or highly compensated employees. Assets of the plan are held in a rabbi trust, which are subject to additional risk of loss in the event of bankruptcy or insolvency of the Company. The deferred compensation liability as of March 31, 2019 and December 31, 2018 was \$1,513 and \$265, respectively, and is included in other long-term obligations on our balance sheet.

**Critical Accounting Policies**

There were no changes to the Company's Critical Accounting Policies, as described in its December 31, 2018 Annual Report on Form 10-K, during the three months ended March 31, 2019.

**Related Party Transactions**

The Company was engaged in related party transactions with St. Gabriel CC Company, LLC during the three months ended March 31, 2019. Refer to Note 18, "Related Party Transactions".

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

Cash and cash equivalents are held primarily in certificates of deposit and money market investment funds. We have no derivative financial instruments or derivative commodity instruments, nor do we have any financial instruments entered into for trading or hedging purposes. As of March 31, 2019, our borrowings were under a revolving loan bearing interest at a fluctuating rate as defined by the Credit Agreement plus an applicable rate. The applicable rate is based upon our consolidated net leverage ratio, as defined in the Credit Agreement. A 100 basis point increase or decrease in interest rates, applied to our borrowings at March 31, 2019, would result in an increase or decrease in annual interest expense and a corresponding reduction or increase in cash flow of approximately \$1,400. We are exposed to market risks for changes in foreign currency rates and has exposure to commodity price risks, including prices of our primary raw materials. Our objective is to seek a reduction in the potential negative earnings impact of changes in foreign exchange rates and raw material pricing arising in our business activities. We manage these financial exposures, where possible, through pricing and operational means. Our practices may change as economic conditions change.

**Item 4. Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures

Prior to filing this report, we completed an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act as of March 31, 2019. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2019.

(b) Changes in Internal Controls

There have been no changes in the internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Act) during the fiscal quarter ended March 31, 2019, that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

Table of Contents**Part II. Other Information****Item 1A. Risk Factors**

There have been no material changes in the Risk Factors identified in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

**Item 2C. Issuer Purchase of Equity Securities**

The following table summarizes the share repurchase activity for the three months ended March 31, 2019:

|                     | Total<br>Number<br>of Shares<br>Purchased<br>(1) | Average<br>Price<br>Paid Per<br>Share (2) | Total<br>Number of<br>Shares<br>Purchased<br>as<br>Part of<br>Publicly<br>Announced<br>Programs (1) | Approximate<br>Dollar Value<br>of Shares that<br>May Yet Be<br>Purchased<br>Under the<br>Plans or<br>Programs |
|---------------------|--|---|---|---|
| January 1-31, 2019  | —  | \$ —                                      | —   | \$ 124,066,486  |
| February 1-28, 2019 | 8,496  | \$ 85.53                                  | 8,496   | \$ 136,548,396  |
| March 1-31, 2019    | —  | \$ —                                      | —   | \$ 136,548,396  |
|                     | 8,496  |   | 8,496   |   |

(1) We have an approved stock repurchase program. The total authorization under this program is 3,763,038 shares. Since the inception of the program in June 1999, a total of 2,199,268 shares have been purchased, of which 6,196 shares remained in treasury at March 31, 2019. There is no expiration for this program.

(2) Average price paid per share includes costs associated with the repurchases

**Item 6. Exhibits****Exhibit  
Number****Description**

|              |  |
|--------------|--|
| Exhibit 31.1 | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a).</u>  |
| Exhibit 31.2 | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a).</u>  |
| Exhibit 32.1 | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.</u> |
| Exhibit 32.2 | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.</u> |
| 101.INS      | XBRL Instance Document   |
| 101.SCH      | XBRL Taxonomy Extension Schema Document  |
| 101.CAL      | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF      | XBRL Taxonomy Extension Definition Linkbase Document   |
| 101.LAB      | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.PRE      | XBRL Taxonomy Extension Presentation Linkbase Document   |

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**SIGNATURES**

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.

BALCHEM CORPORATION

By: /s/ Theodore L. Harris

Theodore L. Harris, Chairman, President and Chief Executive Officer

By: /s/ Martin Bengtsson

Martin Bengtsson, Chief Financial Officer and Treasurer

Date: May 3, 2019