

AIRGAS INC
Form 11-K
June 19, 2015
Table of Contents

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

FORM 11-K

(Mark One)

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

For the fiscal year ended December 31, 2014

OR

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

For the transition period from _____ to _____

Commission file numbers: 333-75256 and 333-175676

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

Airgas, Inc. 401(k) Plan

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

Airgas, Inc.
259 North Radnor-Chester Road
Suite 100
Radnor, PA 19087-5283

Table of Contents

AIRGAS, INC. 401(k) PLAN

December 31, 2014

Table of Contents

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	<u>3</u>
<u>Statements of Net Assets Available for Benefits, December 31, 2014 and 2013</u>	<u>4</u>
<u>Statements of Changes in Net Assets Available for Benefits, Years Ended December 31, 2014 and 2013</u>	<u>5</u>
<u>Notes to Financial Statements</u>	<u>6</u>
Supplemental Schedule:	
<u>Schedule H, line 4i - Schedule of Assets (Held at End of Year), December 31, 2014</u>	<u>14</u>
<u>Signatures</u>	<u>15</u>
<u>Exhibit Index</u>	

Table of Contents

Report of Independent Registered Public Accounting Firm

To Participants and the Plan Administrator of Airgas, Inc. 401(k) Plan:

We have audited the accompanying statements of net assets available for benefits of the Airgas, Inc. 401(k) Plan (the Plan) as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

The supplemental information in the accompanying schedule of Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's 2014 financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule of Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 is fairly stated in all material respects in relation to the 2014 financial statements as a whole.

/s/ KPMG LLP

Philadelphia, Pennsylvania

June 19, 2015

Table of Contents

AIRGAS, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2014	2013
Assets:		
Investments, at fair value (Notes 3 and 4)	\$ 812,633,399	\$ 750,583,858
Receivables:		
Employee contributions	238,187	879,704
Employer contributions	57,869	235,083
Notes receivable from participants	26,104,891	23,454,523
Total receivables	26,400,947	24,569,310
Net assets, reflecting investments at fair value	839,034,346	775,153,168
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Notes 2 and 3)	(2,638,073)	(2,531,013)
Net assets available for benefits	\$ 836,396,273	\$ 772,622,155

See accompanying notes to the financial statements.

Table of Contents

AIRGAS, INC. 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31,	
	2014	2013
Additions:		
Additions to net assets attributable to:		
Investment income:		
Net appreciation in fair value of investments (Note 3)	\$ 15,538,239	\$ 95,904,997
Interest and dividends	34,066,973	21,528,649
Total investment income, net	49,605,212	117,433,646
Contributions:		
Employee	49,596,632	45,684,527
Employer	12,647,928	11,934,524
Rollovers (Note 1)	6,222,058	3,167,670
Total contributions	68,466,618	60,786,721
Transfers from other plans and other additions (Note 8)	10,267,412	43,379
Total additions	128,339,242	178,263,746
Deductions:		
Benefits paid to participants	(64,124,870)	(59,914,335)
Administrative fees and other deductions	(440,254)	(385,220)
Total deductions	(64,565,124)	(60,299,555)
Net additions	63,774,118	117,964,191
Net assets available for benefits:		
Beginning of year	772,622,155	654,657,964
End of year	\$ 836,396,273	\$ 772,622,155

See accompanying notes to the financial statements.

Table of Contents

AIRGAS, INC. 401(k) PLAN

Notes to Financial Statements

(1) Description of the Plan

The following description of the Airgas, Inc. 401(k) Plan (the “Plan”) provides general information only. Participants should refer to the Plan document for more complete information.

(a) General

The Plan is a defined contribution plan covering substantially all employees of Airgas, Inc. and subsidiaries (“Airgas” or the “Company”). Included in the assets of the Plan are rollovers and transfers from other plans of acquired companies, where applicable. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Vanguard Fiduciary Trust Company serves as the trustee for the Plan.

(b) Contributions

Employee

The Plan permits a participant to defer up to 50% of eligible compensation, subject to the maximum dollar limitation in the calendar year as prescribed by the Internal Revenue Service (“IRS”). The Plan allows both 401(k) contributions, which are made from pre-tax earnings and are fully taxable as ordinary income at the time of distribution, as well as Roth 401(k) contributions. Under the Roth 401(k) contribution election, participant contributions are made from after-tax earnings that will be tax-free at the time of distribution. Participants are allowed to make both 401(k) and Roth 401(k) contributions into the Plan. Employee contributions receivable at December 31, 2014 and 2013 represent payroll contributions withheld through the end of each calendar year that were received by the Plan in the subsequent year.

Employer

Contributions to the Plan by the Company are made on a matched basis at a rate of 50% of participant deferred compensation. The employer match is applied on employee contributions of up to 4% of eligible compensation (i.e., maximum employer match is 2% of eligible compensation). Although employees may participate in the Plan immediately upon joining the Company, Plan participants are not eligible for Company matching contributions until they have completed one year of service with the Company. Employer contributions receivable at December 31, 2014 and 2013 represent Company matching contributions through the end of each calendar year that were received by the Plan in the subsequent year.

Rollovers

Contributions to the Plan for the years ended December 31, 2014 and 2013 include \$6,222,058 and \$3,167,670, respectively, of rollover contributions from newly hired employees and employees associated with businesses acquired by the Company. Rollovers reflect employee elections to rollover funds from their former plans into the Plan.

Refunds of Excess Contributions

In accordance with rules prescribed by the Internal Revenue Code (“IRC”), the trustee performed certain tests of employee contributions to ensure that highly compensated employees do not contribute on average a higher percentage of their income than that of non-highly compensated employees. Additionally, the trustee performed a test of employee contributions to determine that individual participant contribution levels did not exceed the 2014 IRS contribution limit of \$17,500 for participants under age 50 or \$23,000 (including catch-up contributions) for participants age 50 and over. An immaterial amount of refunds were required for the years ended December 31, 2014 and 2013.

(c) Participant Accounts

Contributions are invested as directed by each participant in 14 separate investment funds. Each participant may designate how the contributions to his or her account are to be allocated among the 14 funds. Participants are required to allocate contributions to the funds in increments of 1% of total contributions. In the event a participant fails to submit an allocation, contributions will be invested in the Vanguard LifeStrategy Conservative Growth Fund. In addition to the above initial election, participants may elect, by contacting the trustee, to transfer monies among the investment funds in 1% increments of the total funds credited to their account. Interest, dividends and other income

(losses) earned by each investment fund, net of administrative fees, are reinvested in the same fund. Such amounts are allocated to participants based upon the proportion of a participant's balance to the total fund balance.

Table of Contents

AIRGAS, INC. 401(k) PLAN

Notes to Financial Statements (continued)

(d) Participant Loans

The Plan administrator may, upon the application of a participant, direct the trustee to make a loan to such a participant. The maximum the participant may borrow is limited to the lesser of 50% of the participant's Plan account balance or \$50,000. The minimum loan amount is \$1,000 and loans are secured by 50% of the participant's Plan account balance. Participant loans bear interest at a rate equal to the prime rate (as of the date of the loan) plus 2% and provide for periodic repayment over a reasonable period of time not to exceed five years for general purpose loans and 30 years for principal residence loans. The prime rate was 3.25% at December 31, 2014 and 2013. Interest rates on outstanding participant loans at both December 31, 2014 and 2013 ranged from 3.25% to 11.00%, with weighted average interest rates of 5.36% and 5.37% at December 31, 2014 and 2013, respectively. Interest rates on outstanding participant loans that are lower than the prime rate (as of the date of the loan) plus 2% can exist if loans were grandfathered into the Plan through plan-to-plan transfers of certain companies acquired by Airgas and those plans had different provisions than the Plan.

When a participant defaults on a loan obtained from the Plan, the Plan administrator will report the amount of default to the IRS as a distribution from the Plan. The Plan participant may then be subject to taxes and penalties related to the distribution.

(e) Vesting

Participants are immediately vested in all contributions. In addition, all earnings (losses) on such investments are fully vested.

(f) Payment of Benefits

Upon retirement, death or termination of service, participants or beneficiaries are entitled to a distribution equal to the total value of their accounts. Such distributions are generally payable in cash.

Participants experiencing serious financial hardships may be entitled to a distribution upon approval by the Plan administrator.

(g) Administrative Expenses

Recordkeeping, loan administrative fees and administrative fees related to processing Qualified Domestic Relations Orders ("QDROs") are paid by Plan participants. Loan origination fees are paid by Plan participants and included in notes receivable from participants on the Plan's statements of net assets available for benefits. Stock administration, compliance testing, audit, legal, hardship withdrawal processing and company acquisition processing fees are paid by Airgas.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting and present net assets available for benefits and changes in those net assets.

(b) New Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board issued updated guidance on the disclosure requirements for certain investments measured at fair value using the net asset value per share (or its equivalent) practical expedient as permitted under U.S. generally accepted accounting principles ("GAAP"). The new guidance removes the requirement to categorize such investments within the fair value hierarchy. This guidance will be effective for the Plan beginning on January 1, 2016 and is not expected to significantly change the Plan's current fair value disclosures.

(c) Investments

Units of the Airgas Common Stock Fund are valued based on the combined quoted market prices of the underlying shares of Airgas common stock and a money market component. Investments in shares of registered investment companies (or mutual funds) are valued at the net asset values of shares held by the Plan at year-end. Units of the Vanguard Retirement Savings Trust III (the "Trust") are valued at the net asset value at year-end (discussed below). The Plan invests in fully benefit-responsive investment contracts through the Trust. In accordance with the accounting guidance for fully benefit-responsive investment contracts held by employee benefit plans, the statements of net assets available for benefits present the fair value of the Trust and the adjustment from fair value to contract value. The fair

value of the Plan's interest in the Trust is based on information reported by the Trust at year-end. Depending on the

7

Table of Contents

AIRGAS, INC. 401(k) PLAN

Notes to Financial Statements (continued)

mix of investments, fair value is determined based on the expected future cash flows for each contract discounted to present value, and the aggregate market values of the underlying investments in mutual funds, bond trusts and other investments. The contract value of the Trust represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of investments are recorded on a trade-date basis. The average cost method is followed in determining the cost of investments sold. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Investment options as of December 31, 2014 were as follows:

The Airgas Common Stock Fund invests in Airgas common stock to provide for the possibility of long-term growth through increases in the value of the stock, although a portion of the fund may be invested in cash or cash equivalents to maintain liquidity and avoid excessive turnover of Airgas common stock held in the fund. The fund value per unit was \$56.59 and \$54.99 at December 31, 2014 and 2013, respectively. The value per share of Airgas common stock was \$115.18 and \$111.85 at December 31, 2014 and 2013, respectively. At December 31, 2014, 3,543 Plan participants were invested in the fund.

The Vanguard Explorer Fund Admiral Shares seeks to provide long-term growth of capital by investing in a diversified group of small-company stocks with prospects for above-average growth. The value per share was \$86.45 and \$96.15 at December 31, 2014 and 2013, respectively. At December 31, 2014, 2,462 Plan participants were invested in the fund.

The Vanguard International Growth Fund Admiral Shares seeks to provide long-term growth of capital by investing in stocks of high-quality, seasoned companies based outside the United States. The value per share was \$68.47 and \$74.22 at December 31, 2014 and 2013, respectively. At December 31, 2014, 2,738 Plan participants were invested in the fund.

The Vanguard U.S. Growth Fund Admiral Shares seeks to provide long-term growth of capital by investing in large, high-quality, seasoned U.S. companies with records of exceptional growth and above-average prospects for future growth. The value per share was \$77.39 and \$74.25 at December 31, 2014 and 2013, respectively. At December 31, 2014, 2,176 Plan participants were invested in the fund.

The Vanguard Institutional Index Fund seeks to provide long-term growth of capital and income from dividends by holding each of the 500 stocks that make up the unmanaged Standard & Poor's 500 Composite Stock Price Index, a widely recognized benchmark of U.S. market performance. The value per share was \$188.67 and \$169.28 at December 31, 2014 and 2013, respectively. At December 31, 2014, 3,163 Plan participants were invested in the fund.

The Vanguard Wellington Fund Admiral Shares seeks to provide income and long-term growth of capital, without undue risk to capital, by investing approximately 65% of its assets in stocks and the remaining 35% in bonds. The value per share was \$67.61 and \$65.53 at December 31, 2014 and 2013, respectively. At December 31, 2014, 2,477 Plan participants were invested in the fund.

The Vanguard Morgan Growth Fund Admiral Shares seeks to provide long-term capital appreciation by investing in mid-sized and large companies that are expected to have above average growth in sales and profits. The value per share was \$78.51 and \$79.34 at December 31, 2014 and 2013, respectively. At December 31, 2014, 971 Plan participants were invested in the fund.

The Vanguard Windsor II Fund Admiral Shares seeks to provide long-term capital appreciation and income by investing mainly in mid-sized and large companies whose stocks are considered by the fund's advisor to be undervalued. The value per share was \$66.20 and \$65.24 at December 31, 2014 and 2013, respectively. At December 31, 2014, 1,044 Plan participants were invested in the fund.

The Vanguard LifeStrategy Growth Fund seeks to provide long-term growth of capital and income by investing in four Vanguard funds: a domestic stock fund, an international stock fund, a bond fund and an asset allocation fund. The portfolio's asset allocation ranges are expected to be 80% stocks and 20% bonds. The value per share was \$28.81 and \$27.62 at December 31, 2014 and 2013, respectively. At December 31, 2014, 2,175 Plan participants were invested in the fund.

The Vanguard LifeStrategy Moderate Growth Fund seeks to provide income and long-term growth of capital and income by investing in four Vanguard funds: a domestic stock fund, an international stock fund, a bond fund and an asset allocation fund. The portfolio's asset allocation ranges are expected to be 60% stocks and 40% bonds.

Table of Contents

AIRGAS, INC. 401(k) PLAN

Notes to Financial Statements (continued)

The value per share was \$24.08 and \$23.11 at December 31, 2014 and 2013, respectively. At December 31, 2014, 1,675 Plan participants were invested in the fund.

The Vanguard LifeStrategy Conservative Growth Fund seeks to provide income and moderate long-term growth of capital and income by investing in five Vanguard funds: a domestic stock fund, an international stock fund, two bond funds and an asset allocation fund. The portfolio's asset allocation ranges are expected to be 40% stocks and 60% bonds and short-term cash investments. The value per share was \$18.44 and \$18.05 at December 31, 2014 and 2013, respectively. At December 31, 2014, 10,743 Plan participants were invested in the fund.

The Vanguard LifeStrategy Income Fund seeks to provide a high level of income by investing in four Vanguard funds: a stock fund, two bond funds and an asset allocation fund. The portfolio's asset allocation ranges are expected to be 20% stocks, 60% bonds and 20% short-term cash reserves. The value per share was \$14.91 and \$14.32 at December 31, 2014 and 2013, respectively. At December 31, 2014, 849 Plan participants were invested in the fund.

The Vanguard Total Bond Market Index Fund Institutional Shares seeks to provide a high level of interest income by attempting to match the performance of the unmanaged Barclay's Capital Aggregate Bond Index, a widely recognized measure of the entire taxable U.S. bond market. The value per share was \$10.87 and \$10.56 at December 31, 2014 and 2013, respectively. At December 31, 2014, 2,269 Plan participants were invested in the fund.

The Vanguard Retirement Savings Trust III seeks stability of principal and a high level of current income consistent with a two-to-three year average maturity. The Trust is a tax-exempt common collective trust invested primarily in fully-benefit responsive investment contracts issued by insurance companies and commercial banks, and similar types of fixed-principal investments. The Trust intends to maintain a constant net asset value of \$1.00 per share. The principal and interest of these contracts are not guaranteed. At December 31, 2014, 3,061 Plan participants were invested in the Trust.