

MSC INDUSTRIAL DIRECT CO INC
Form 10-Q
July 06, 2016
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 May 28, 2016

OR

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

For transition period from to

Commission File No.: 1-14130

MSC INDUSTRIAL DIRECT CO., INC.

(Exact name of registrant as specified in its charter)

New York 11-3289165
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

75 Maxess Road, Melville, New York 11747
(Address of principal executive offices) (Zip Code)

(516) 812-2000

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

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

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

As of June 30, 2016, 48,374,634 shares of Class A common stock and 13,085,282 shares of Class B common stock of the registrant were outstanding.

SAFE HARBOR STATEMENT

This Quarterly Report on Form 10-Q (the “Report”) contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Discussions containing such forward looking statements may be found in Items 2 and 3 of Part I and Item 1 of Part II of this Report, as well as within this Report generally. The words “believes,” “anticipates,” “thinks,” “expects,” “estimates,” “plans,” “intends,” and similar expressions are intended to identify forward looking statements. In addition, any statements which refer to expectations, projections or other characterizations of future events or circumstances are forward looking statements. We undertake no obligation to publicly disclose any revisions to these forward looking statements to reflect events or circumstances occurring subsequent to filing this Report with the Securities and Exchange Commission (the “SEC”). These forward looking statements are subject to risks and uncertainties, including, without limitation, those discussed in this section and Items 2 and 3 of Part I, as well as in Part II, Item 1A, “Risk Factors” of this Report, and in Part I, Item 1A, “Risk Factors” and in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the fiscal year ended August 29, 2015. In addition, new risks emerge from time to time and it is not possible for management to predict all such risk factors or to assess the impact of such risk factors on our business. Accordingly, future results may differ materially from historical results or from those discussed or implied by these forward looking statements. Given these risks and uncertainties, the reader should not place undue reliance on these forward looking statements. These risks and uncertainties include, but are not limited to:

- general economic conditions in the markets in which the Company operates;
- current economic, political, and social conditions;
- changing customer and product mixes;
- competition;
- industry consolidation and other changes in the industrial distribution sector;
- volatility in commodity and energy prices;
- the outcome of potential government or regulatory proceedings or future litigation;
- credit risk of our customers;
- risk of cancellation or rescheduling of customer orders;
- work stoppages or other business interruptions (including those due to extreme weather conditions) at transportation centers or shipping ports;
- risk of loss of key suppliers, key brands or supply chain disruptions;
- dependence on our information systems and the risks of business disruptions arising from changes to our information systems and disruptions due to catastrophic events, power outages, natural disasters, computer system or network failures, computer viruses, physical or electronics break-ins and cyber-attacks;
- retention of key personnel;
- failure to comply with applicable environmental, health and safety laws and regulations;
- goodwill and intangible assets recorded as a result of our acquisitions could be impaired; and
- risks associated with the integration of acquired businesses.

MSC INDUSTRIAL DIRECT CO., INC.

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PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

MSC INDUSTRIAL DIRECT CO., INC.

Condensed Consolidated Balance Sheets

(In thousands, except share data)

	May 28, 2016 (Unaudited)	August 29, 2015
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 32,328	\$ 38,267
Accounts receivable, net of allowance for doubtful accounts of \$12,410 and \$11,312, respectively	395,464	403,468
Inventories	462,141	506,631
Prepaid expenses and other current assets	39,387	39,067
Deferred income taxes	44,643	44,643
Total current assets	973,963	1,032,076
Property, plant and equipment, net	286,251	291,156
Goodwill	624,001	623,626
Identifiable intangibles, net	107,424	119,805
Other assets	31,500	34,543
Total assets	\$ 2,023,139	\$ 2,101,206
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Revolving credit note	\$ 40,000	\$ 188,000
Current maturities of long-term debt	44,635	25,515
Accounts payable	113,109	114,328
Accrued liabilities	95,773	94,494
Total current liabilities	293,517	422,337
Long-term debt, net of current maturities	177,875	214,789
Deferred income taxes and tax uncertainties	131,132	131,210
Total liabilities	602,524	768,336
Commitments and Contingencies		
Shareholders' Equity:		
Preferred stock; \$0.001 par value; 5,000,000 shares authorized; none issued and outstanding	—	—
Class A common stock (one vote per share); \$0.001 par value; 100,000,000 shares authorized; 56,701,173 and 56,400,070 shares issued, respectively	57	56

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Class B common stock (ten votes per share); \$0.001 par value; 50,000,000 shares authorized; 13,085,282 and 13,295,747 shares issued and outstanding, respectively	13	13
Additional paid-in capital	621,377	604,905
Retained earnings	1,322,057	1,232,381
Accumulated other comprehensive loss	(18,090)	(17,252)
Class A treasury stock, at cost, 8,325,473 and 8,037,696 shares, respectively	(504,799)	(487,233)
Total shareholders' equity	1,420,615	1,332,870
Total liabilities and shareholders' equity	\$ 2,023,139	\$ 2,101,206

See accompanying notes to condensed consolidated financial statements.

MSC INDUSTRIAL DIRECT CO., INC.

Condensed Consolidated Statements of Income

(In thousands, except per share data)

(Unaudited)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	May 28, 2016	May 30, 2015	May 28, 2016	May 30, 2015
Net sales	\$ 727,495	\$ 745,483	\$ 2,118,431	\$ 2,182,974
Cost of goods sold	400,467	407,066	1,163,640	1,193,534
Gross profit	327,028	338,417	954,791	989,440
Operating expenses	221,244	234,173	678,077	705,351
Income from operations	105,784	104,244	276,714	284,089
Other (expense) income:				
Interest expense	(1,204)	(1,807)	(4,055)	(4,786)
Interest income	164	166	491	606
Other income (expense), net	110	10	912	(370)
Total other expense	(930)	(1,631)	(2,652)	(4,550)
Income before provision for income taxes	104,854	102,613	274,062	279,539
Provision for income taxes	40,038	39,271	104,692	107,253
Net income	\$ 64,816	\$ 63,342	\$ 169,370	\$ 172,286
Per share information:				
Net income per common share:				
Basic	\$ 1.06	\$ 1.03	\$ 2.76	\$ 2.79
Diluted	\$ 1.05	\$ 1.03	\$ 2.75	\$ 2.78
Weighted average shares used in computing net income per common share:				
Basic	61,133	61,287	61,206	61,294
Diluted	61,369	61,424	61,364	61,510
Cash dividend declared per common share	\$ 0.43	\$ 0.40	\$ 1.29	\$ 4.20

See accompanying notes to condensed consolidated financial statements.

MSC INDUSTRIAL DIRECT CO., INC.

Condensed Consolidated Statements of Comprehensive Income

(In thousands)

(Unaudited)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	May 28, 2016	May 30, 2015	May 28, 2016	May 30, 2015
Net income, as reported	\$ 64,816	\$ 63,342	\$ 169,370	\$ 172,286
Foreign currency translation adjustments	2,556	59	(838)	(9,338)
Comprehensive income	\$ 67,372	\$ 63,401	\$ 168,532	\$ 162,948

See accompanying notes to condensed consolidated financial statements.

MSC INDUSTRIAL DIRECT CO., INC.

Condensed Consolidated Statement of Shareholders' Equity

Thirty-Nine Weeks Ended May 28, 2016

(In thousands)

(Unaudited)

	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Class A Treasury Stock		Total
	Shares	Amount	Shares	Amount				Shares	Amount at Cost	
Balance at August 29, 2015	56,400	\$ 56	13,296	\$ 13	\$ 604,905	\$ 1,232,381	\$ (17,252)	8,038	\$ (487,233)	\$ 1,332,870
Exchange of Class B common stock for Class A common stock	211	—	(211)	—	—	—	—	—	—	—
Exercise of common stock options	99	1	—	—	5,080	—	—	—	—	5,081
Common stock issued under associate stock purchase plan	—	—	—	—	1,090	—	—	(48)	1,806	2,896
Issuance of restricted common stock, net of cancellations	(9)	—	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	10,302	—	—	—	—	10,302
Purchase of treasury stock	—	—	—	—	—	—	—	335	(19,372)	(19,372)
Cash dividends on	—	—	—	—	—	(62,199)	—	—	—	(62,199)

Class A common stock Cash dividends on Class B common stock	—	—	—	—	—	(17,152)	—	—	—	(17,152)
Dividend equivalent units declared	—	—	—	—	—	(343)	—	—	—	(343)
Foreign currency translation adjustment	—	—	—	—	—	—	(838)	—	—	(838)
Net income	—	—	—	—	—	169,370	—	—	—	169,370
Balance at May 28, 2016	56,701	\$ 57	13,085	\$ 13	\$ 621,377	\$ 1,322,057	\$ (18,090)	8,325	\$ (504,799)	\$ 1,420,615

See accompanying notes to condensed consolidated financial statements.

MSC INDUSTRIAL DIRECT CO., INC.

Condensed Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

	Thirty-Nine Weeks Ended	
	May 28, 2016	May 30, 2015
Cash Flows from Operating Activities:		
Net income	\$ 169,370	\$ 172,286
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	53,343	52,095
Stock-based compensation	10,302	11,299
Loss on disposal of property, plant, and equipment	539	665
Provision for doubtful accounts	5,496	4,305
Deferred income taxes and tax uncertainties	(78)	(88)
Excess tax benefits from stock-based compensation	(630)	(3,770)
Changes in operating assets and liabilities:		
Accounts receivable	1,990	(29,547)
Inventories	44,032	(62,832)
Prepaid expenses and other current assets	(348)	967
Other assets	2,892	3,356
Accounts payable and accrued liabilities	(1,086)	14,237
Total adjustments	116,452	(9,313)
Net cash provided by operating activities	285,822	162,973
Cash Flows from Investing Activities:		
Expenditures for property, plant and equipment	(34,714)	(38,176)
Net cash used in investing activities	(34,714)	(38,176)
Cash Flows from Financing Activities:		
Purchases of treasury stock	(19,372)	(26,411)
Payments of regular cash dividends	(79,351)	(74,143)
Payment of special cash dividend	—	(185,403)
Payments on capital lease and financing obligations	(600)	(1,574)
Excess tax benefits from stock-based compensation	630	3,770
Proceeds from sale of Class A common stock in connection with associate stock purchase plan	2,896	3,271
Proceeds from exercise of Class A common stock options	5,081	8,848
Borrowings under financing obligations	453	530
Borrowings under Credit Facility	88,000	306,000
Payment of borrowings under Credit Facility	(254,750)	(181,750)
Net cash used in financing activities	(257,013)	(146,862)

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Effect of foreign exchange rate changes on cash and cash equivalents	(34)	(226)
Net decrease in cash and cash equivalents	(5,939)	(22,291)
Cash and cash equivalents—beginning of period	38,267	47,154
Cash and cash equivalents—end of period	\$ 32,328	\$ 24,863
Supplemental Disclosure of Cash Flow Information:		
Cash paid for income taxes	\$ 101,178	\$ 88,553
Cash paid for interest	\$ 3,878	\$ 4,190

See accompanying notes to condensed consolidated financial statements.

MSC INDUSTRIAL DIRECT CO., INC.

Notes to Condensed Consolidated Financial Statements

(Dollar amounts and shares in thousands, except per share data)

(Unaudited)

Note 1. Basis of Presentation

The accompanying condensed consolidated financial statements include MSC Industrial Direct Co., Inc. ("MSC") and all of its subsidiaries (hereinafter referred to collectively as the "Company"). All intercompany balances and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation (consisting of normal recurring adjustments) have been included. Operating results for the thirteen and thirty-nine week periods ended May 28, 2016 are not necessarily indicative of the results that may be expected for the fiscal year ending September 3, 2016. For further information, refer to the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended August 29, 2015.

The Company's fiscal year ends on the Saturday closest to August 31 of each year. Unless the context requires otherwise, references to years contained herein pertain to the Company's fiscal year. The Company's 2016 fiscal year will be a 53-week accounting period that will end on September 3, 2016 and its 2015 fiscal year was a 52-week accounting period that ended on August 29, 2015.

Note 2. Net Income per Share

The Company's non-vested restricted stock awards contain non-forfeitable rights to dividends and meet the criteria of a participating security as defined by Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share". Under the two-class method, net income per share is computed by dividing net income allocated to common shareholders by the weighted average number of common shares outstanding for the period. In applying the two-class method, net income is allocated to both common shares and participating securities based on their respective weighted average shares outstanding for the period.

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The following table sets forth the computation of basic and diluted net income per common share under the two-class method for the thirteen and thirty-nine weeks ended May 28, 2016 and May 30, 2015, respectively:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	May 28, 2016	May 30, 2015	May 28, 2016	May 30, 2015
Net income as reported	\$ 64,816	\$ 63,342	\$ 169,370	\$ 172,286
Less: Distributed net income available to participating securities	(81)	(101)	(251)	(1,439)
Less: Undistributed net income available to participating securities	(170)	(258)	(442)	—
Numerator for basic net income per share:				
Undistributed and distributed net income available to common shareholders	\$ 64,565	\$ 62,983	\$ 168,677	\$ 170,847
Add: Undistributed net income allocated to participating securities	170	258	442	—
Less: Undistributed net income reallocated to participating securities	(170)	(257)	(441)	—
Numerator for diluted net income per share:				
Undistributed and distributed net income available to common shareholders	\$ 64,565	\$ 62,984	\$ 168,678	\$ 170,847
Denominator:				
Weighted average shares outstanding for basic net income per share	61,133	61,287	61,206	61,294
Effect of dilutive securities	236	137	158	216

MSC INDUSTRIAL DIRECT CO., INC.

Notes to Condensed Consolidated Financial Statements

(Dollar amounts and shares in thousands, except per share data)

(Unaudited)

Weighted average shares outstanding for diluted net income per share	61,369	61,424	61,364	61,510
Net income per share Two-class method:				
Basic	\$ 1.06	\$ 1.03	\$ 2.76	\$ 2.79
Diluted	\$ 1.05	\$ 1.03	\$ 2.75	\$ 2.78

Antidilutive stock options of 639 and 1,009 were not included in the computation of diluted earnings per share for the thirteen and thirty-nine week periods ended May 28, 2016. Antidilutive stock options of 741 and 736 were not included in the computation of diluted earnings per share for the thirteen and thirty-nine week periods ended May 30, 2015.

Note 3. Stock-Based Compensation

The Company accounts for all share-based payments in accordance with ASC Topic 718, "Compensation—Stock Compensation" ("ASC 718"). Stock based compensation expense included in operating expenses for the thirteen and thirty-nine week periods ended May 28, 2016 and May 30, 2015 was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	May 28, 2016	May 30, 2015	May 28, 2016	May 30, 2015
Stock options(1)	\$ 1,044	\$ 1,029	\$ 3,296	\$ 3,699
Restricted share awards	1,420	1,852	4,619	6,381
Restricted stock units	785	142	2,197	967
Associate Stock Purchase Plan	54	74	190	252
Total stock-based compensation	\$ 3,303	\$ 3,097	\$ 10,302	\$ 11,299

(1) Tax benefits related to these expenses for the thirteen week periods ended May 28, 2016 and May 30, 2015 were \$396 and \$391, respectively, and for the thirty-nine week periods ended May 28, 2016 and May 30, 2015 were \$1,252 and \$1,406, respectively.

Stock options

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	Thirty-Nine Weeks Ended	
	May 28, 2016	May 30, 2015
Expected life (in years)	3.9	3.9
Risk-free interest rate	1.09 %	1.09 %
Expected volatility	21.82 %	24.49 %
Expected dividend yield	2.40 %	1.70 %
Weighted-average grant-date fair value	\$ 8.03	\$ 14.06

MSC INDUSTRIAL DIRECT CO., INC.

Notes to Condensed Consolidated Financial Statements

(Dollar amounts and shares in thousands, except per share data)

(Unaudited)

A summary of the Company's stock option activity for the thirty-nine week period ended May 28, 2016 is as follows:

	Options	Weighted-Average Exercise Price per Share	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding on August 29, 2015	1,274	\$ 73.10		
Granted	586	58.90		
Exercised	(99)	51.25		
Canceled/Forfeited	(56)	75.87		
Outstanding on May 28, 2016	1,705	\$ 69.40	4.7	\$ 14,405
Exercisable on May 28, 2016	672	\$ 70.48	3.2	\$ 4,799

The unrecognized share based compensation cost related to stock option expense at May 28, 2016 was \$8,285 and will be recognized over a weighted average period of 2.7 years. The total intrinsic value of options exercised, which represents the difference between the exercise price and market value of common stock measured at each individual exercise date, during the thirty-nine week periods ended May 28, 2016 and May 30, 2015 was \$2,164 and \$2,466, respectively.

Restricted share awards

A summary of the non-vested restricted share award ("RSA") activity under the Company's 2005 Omnibus Incentive Plan and 2015 Omnibus Incentive Plan for the thirty-nine week period ended May 28, 2016 is as follows:

	Shares	Weighted-Average Grant-Date Fair Value
Non-vested restricted share awards at August 29, 2015	391	\$ 75.39
Granted	1	62.31
Vested	(110)	67.34

Canceled/Forfeited	(10)		78.25
Non-vested restricted share awards at May 28, 2016	272	\$	78.47

The fair value of each RSA is the closing stock price on the New York Stock Exchange of the Company's Class A common stock on the date of grant. Upon vesting, a portion of the RSA award may be withheld to satisfy the minimum statutory withholding taxes. The remaining RSAs will be settled in shares of the Company's Class A common stock when vested. The unrecognized compensation cost related to RSAs at May 28, 2016 was \$10,845 and will be recognized over a weighted average period of 2.5 years.

Restricted stock units

A summary of the Company's non-vested Restricted Stock Unit ("RSU") award activity for the thirty-nine week period ended May 28, 2016 is as follows:

MSC INDUSTRIAL DIRECT CO., INC.

Notes to Condensed Consolidated Financial Statements

(Dollar amounts and shares in thousands, except per share data)

(Unaudited)

	Shares	Weighted- Average Grant- Date Fair Value
Non-vested restricted stock unit awards at August 29, 2015	62	\$ 55.09
Granted	207	58.83
Vested	(2)	58.89
Canceled/Forfeited	(4)	58.78
Non-vested restricted stock unit awards at May 28, 2016	263	\$ 57.94

The fair value of each RSU is the closing stock price on the New York Stock Exchange of the Company's Class A common stock on the date of grant. Upon vesting, a portion of the RSU award may be withheld to satisfy the minimum statutory withholding taxes. The remaining RSUs will be settled in shares of the Company's Class A common stock when vested. These awards accrue dividend equivalents on outstanding units (in the form of additional stock units) based on dividends declared on the Company's Class A common stock and these dividend equivalents convert to unrestricted common stock on the vesting dates of the underlying RSUs. The dividend equivalents are not included in the RSU table above. The unrecognized compensation cost related to the RSUs at May 28, 2016 was \$9,503 and is expected to be recognized over a weighted average period of 3.3 years.

Note 4. Fair Value

Fair value accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following fair value hierarchy prioritizes the inputs used to measure fair value into three levels, with Level 1 being of the highest priority. The three levels of inputs used to measure fair value are as follows:

Level 1—Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2—Include other inputs that are directly or indirectly observable in the marketplace.

Level 3—Unobservable inputs which are supported by little or no market activity.

In connection with the construction of the Company's customer fulfillment center in Columbus, Ohio, the Company entered into an arrangement during fiscal 2013 with the Columbus-Franklin County Finance Authority ("Finance Authority") which provides savings on state and local sales taxes imposed on construction materials to entities that finance the transactions through them. Under this arrangement, the Finance Authority issued taxable bonds to finance the structure and site improvements of the Company's customer fulfillment center. The bonds (\$27,023 outstanding at both May 28, 2016 and August 29, 2015) are classified as available for sale securities in accordance with ASC Topic 320. The securities are recorded at fair value in Other Assets in the Consolidated Balance Sheet. The fair values of these securities are based on observable inputs in non-active markets, which are therefore classified as Level 2 in the hierarchy. The Company did not record any gains or losses on these securities during the thirty-nine week period ended May 28, 2016. The outstanding principal amount of each bond bears interest at the rate of 2.4% per year.

Interest is payable on a semiannual basis in arrears on each interest payment date.

In addition, based on borrowing rates currently available to the Company for borrowings with similar terms, the carrying values of the Company's capital lease obligations also approximate fair value. The fair value of the Company's long-term debt, including current maturities, is estimated based on quoted market prices for the same or similar issues or on current rates offered to the Company for debt of the same remaining maturities. The carrying amount of the Company's debt at May 28, 2016 approximates its fair value.

The Company's financial instruments, other than those presented in the disclosure above, include cash, receivables, accounts payable, and accrued liabilities. Management believes the carrying amount of the aforementioned financial

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MSC INDUSTRIAL DIRECT CO., INC.

Notes to Condensed Consolidated Financial Statements

(Dollar amounts and shares in thousands, except per share data)

(Unaudited)

instruments is a reasonable estimate of fair value as of May 28, 2016 and August 29, 2015 due to the short-term maturity of these items.

During the thirty-nine weeks ended May 28, 2016 and May 30, 2015, the Company had no measurements of non-financial assets or liabilities at fair value on a non-recurring basis subsequent to their initial recognition.

Note 5. Debt and Capital Lease Obligations

Debt at May 28, 2016 and August 29, 2015 consisted of the following:

May	August
28,	29,
2016	2015