UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

xQUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

OR

oTRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____________to_____________

Commission File No.: 0-26823

ALLIANCE RESOURCE PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware	**73-1564280**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

1717 South Boulder Avenue, Suite 400, Tulsa, Oklahoma 74119

(Address of principal executive offices and zip code)

(918) 295-7600

(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. [X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [X] 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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (check one)

Large Accelerated Filer [X]	Accelerated Filer [ ]	Non-Accelerated Filer [ ] (Do not check if smaller reporting company)	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 [X] No

As of November 6, 2015, 74,188,784 common units are outstanding.

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PART I

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ALLIANCE RESOURCE PARTNERS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except unit data)

(Unaudited)

ASSETS		September 30, 2015		December 31, 2014
CURRENT ASSETS:				
Cash and cash equivalents	$	35,936	$	24,601
Trade receivables		171,402		184,187
Other receivables		628		1,025
Due from affiliates		168		7,221
Inventories		123,608		83,155
Advance royalties		7,663		9,416
Prepaid expenses and other assets		17,740		31,283
Total current assets		357,145		340,888
PROPERTY, PLANT AND EQUIPMENT:				
Property, plant and equipment, at cost		3,215,566		2,815,620
Less accumulated depreciation, depletion and amortization		(1,336,176)		(1,150,414)
Total property, plant and equipment, net		1,879,390		1,665,206
OTHER ASSETS:				
Advance royalties		26,887		15,895
Due from affiliate		-		11,047
Equity investments in affiliates		48,034		224,611
Goodwill (Note 4)		161,985		-
Other long-term assets		31,952		27,412
Total other assets		268,858		278,965
TOTAL ASSETS	$	2,505,393	$	2,285,059
LIABILITIES AND PARTNERS CAPITAL				
CURRENT LIABILITIES:				
Accounts payable	$	100,456	$	85,843
Due to affiliates		170		370
Accrued taxes other than income taxes		21,032		19,426
Accrued payroll and related expenses		47,514		57,656

Accrued interest		3,330		318
Workers compensation and pneumoconiosis benefits		8,893		8,868
Current capital lease obligations		1,333		1,305
Other current liabilities		27,003		17,109
Current maturities, long-term debt		142,159		230,000
Total current liabilities		351,890		420,895
LONG-TERM LIABILITIES:				
Long-term debt, excluding current maturities		810,889		591,250
Pneumoconiosis benefits		58,858		55,278
Accrued pension benefit		38,566		40,105
Workers compensation		49,084		49,797
Asset retirement obligations		107,820		91,085
Long-term capital lease obligations		14,602		15,624
Other liabilities		22,453		5,978
Total long-term liabilities		1,102,272		849,117
Total liabilities		1,454,162		1,270,012
COMMITMENTS AND CONTINGENCIES				
PARTNERS CAPITAL:				
Alliance Resource Partners, L.P. (ARLP) Partners Capital:				
Limited Partners - Common Unitholders 74,188,784 and 74,060,634 units outstanding, respectively		1,340,572		1,310,517
General Partners deficit		(257,593)		(260,088)
Accumulated other comprehensive loss		(33,669)		(35,847)
Total ARLP Partners Capital		1,049,310		1,014,582
Noncontrolling interest		1,921		465
Total Partners Capital		1,051,231		1,015,047
TOTAL LIABILITIES AND PARTNERS CAPITAL	$	2,505,393	$	2,285,059

See notes to condensed consolidated financial statements.

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ALLIANCE RESOURCE PARTNERS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except unit and per unit data)

(Unaudited)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
SALES AND OPERATING REVENUES:				
Coal sales	$ 547,466	$ 548,357	$ 1,632,493	$ 1,649,093
Transportation revenues	9,395	6,001	24,323	17,816
Other sales and operating revenues	9,584	14,970	74,765	43,019
Total revenues	566,445	569,328	1,731,581	1,709,928
EXPENSES:				
Operating expenses (excluding depreciation, depletion and amortization)	336,527	349,170	1,045,954	1,024,305
Transportation expenses	9,395	6,001	24,323	17,816
Outside coal purchases	2	3	326	7
General and administrative	17,948	16,995	52,336	54,201
Depreciation, depletion and amortization	84,661	69,646	242,730	203,539
Asset impairment charge	10,695	-	10,695	-
Total operating expenses	459,228	441,815	1,376,364	1,299,868
INCOME FROM OPERATIONS	107,217	127,513	355,217	410,060
Interest expense (net of interest capitalized for the three months ended September 30, 2015 of $152 and the nine months ended September 30, 2015 and 2014 of $518 and $833, respectively)	(7,352)	(8,584)	(23,626)	(25,395)
Interest income	285	432	1,421	1,238
Equity in (loss) income of affiliates, net	(17,221)	68	(49,049)	(13,546)
Other income	455	549	750	1,178
INCOME BEFORE INCOME TAXES	83,384	119,978	284,713	373,535
INCOME TAX EXPENSE	12	-	17	-
NET INCOME	83,372	119,978	284,696	373,535
LESS: NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTEREST	7	-	27	-
NET INCOME ATTRIBUTABLE TO ALLIANCE RESOURCE PARTNERS, L.P. (NET INCOME OF ARLP)	$ 83,379	$ 119,978	$ 284,723	$ 373,535
GENERAL PARTNERS INTEREST IN NET INCOME OF ARLP	$ 37,311	$ 35,316	$ 111,735	$ 103,465

LIMITED PARTNERS INTEREST IN NET INCOME OF ARLP	$	46,068	$	84,662	$	172,988	$	270,070
BASIC AND DILUTED NET INCOME OF ARLP PER LIMITED PARTNER UNIT (Note 10)	$	0.61	$	1.13	$	2.29	$	3.59
DISTRIBUTIONS PAID PER LIMITED PARTNER UNIT	$	0.675	$	0.625	$	1.9875	$	1.835
WEIGHTED AVERAGE NUMBER OF UNITS OUTSTANDING BASIC AND DILUTED		74,188,784		74,060,634		74,169,538		74,038,952

See notes to condensed consolidated financial statements.

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ALLIANCE RESOURCE PARTNERS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
NET INCOME	$ 83,372	$ 119,978	$ 284,696	$ 373,535
OTHER COMPREHENSIVE INCOME/(LOSS):				
Defined benefit pension plan:				
Amortization of net actuarial loss (1)	839	193	2,516	580
Total defined benefit pension plan adjustments	839	193	2,516	580
Pneumoconiosis benefits:				
Amortization of net actuarial gain (1)	(113)	(263)	(338)	(789)
Total pneumoconiosis benefits adjustments	(113)	(263)	(338)	(789)
OTHER COMPREHENSIVE INCOME/(LOSS)	726	(70)	2,178	(209)
COMPREHENSIVE INCOME	84,098	119,908	286,874	373,326
Less: Comprehensive loss attributable to noncontrolling interest	7	-	27	-
COMPREHENSIVE INCOME ATTRIBUTABLE TO ARLP	$ 84,105	$ 119,908	$ 286,901	$ 373,326

(1) Amortization of net actuarial (gain)/loss is included in the computation of net periodic benefit cost (see Notes 11 and 13 for additional details).

See notes to condensed consolidated financial statements.

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ALLIANCE RESOURCE PARTNERS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended September 30, 2015	2014
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	$ 528,895	$ 586,393
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property, plant and equipment:		
Capital expenditures	(159,182)	(233,659)
Changes in accounts payable and accrued liabilities	(3,093)	145
Proceeds from sale of property, plant and equipment	1,519	272
Proceeds from insurance settlement for property, plant and equipment	-	4,512
Purchases of equity investments in affiliates	(47,624)	(85,250)
Payments for acquisitions of businesses, net of cash acquired (Note 4)	(74,953)	-
Payments to affiliate for acquisition and development of coal reserves	-	(1,401)
Advances/loans to affiliate	(7,300)	-
Other	1,807	-
Net cash used in investing activities	(288,826)	(315,381)

CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under securitization facility	6,500	-
Payments under securitization facility	(6,500)	-
Payments on term loans	(20,319)	(12,500)
Borrowings under revolving credit facilities	463,000	221,800
Payments under revolving credit facilities	(200,000)	(301,800)
Payment on long-term debt	(205,000)	(18,000)
Payments on capital lease obligations	(994)	(1,113)
Contribution to consolidated company from affiliate noncontrolling interest	1,483	-
Net settlement of employee withholding taxes on vesting of Long-Term Incentive Plan	(2,719)	(2,991)
Cash contributions by General Partners	95	111
Distributions paid to Partners	(258,697)	(235,344)
Other	(5,583)	-
Net cash used in financing activities	(228,734)	(349,837)
NET CHANGE IN CASH AND CASH EQUIVALENTS	11,335	(78,825)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	24,601	93,654
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 35,936	$ 14,829
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ 20,164	$ 20,381
Cash paid for income taxes	$ 14	$ -
NON-CASH INVESTING AND FINANCING ACTIVITY:		
	$ 12,561	$ 18,069

Accounts payable for purchase of property, plant and equipment			
Market value of common units issued under Long-Term Incentive and Directors Deferred Compensation Plans before minimum statutory tax withholding requirements	$ 7,389	$	8,417
Acquisition of businesses:			
Fair value of assets assumed	$ 273,196		

In 2010, we completed the sale of Trapeze Networks, Inc. (Trapeze) for $152.1 million. At the time the transaction closed, we received $136.9 million in cash, and the remaining $15.2 million was placed in escrow as partial security for our indemnity obligations under the sale agreement. As of March 31, 2013, we have collected a partial settlement of $4.2 million from the escrow, and we remain in negotiations with the buyer of Trapeze regarding the status of the escrow and certain claims raised by the buyer. Based on the current status of the negotiations, the amount of the escrow receivable on our Condensed Consolidated Balance Sheet is $3.8 million, which is our best estimate of the remaining amount to be collected.

Liquidity and Capital Resources

Significant factors affecting our cash liquidity include (1) cash provided by operating activities, (2) disposals of businesses and tangible assets, (3) exercises of stock options, (4) cash used for acquisitions, restructuring actions, capital expenditures, share repurchases, dividends, and senior subordinated note repurchases, and (5) our available credit facilities and other borrowing arrangements. We expect our operating activities to generate cash in 2013 and believe our sources of liquidity are sufficient to fund current working capital requirements, capital expenditures, contributions to our retirement plans, share repurchases, senior subordinated note repurchases, quarterly dividend payments, and our short-term operating strategies. However, we would require external financing were we to complete a significant acquisition. Our ability to continue to fund our future needs from business operations could be affected by many factors, including, but not limited to: economic conditions worldwide, customer demand, competitive market forces, customer acceptance of our product mix, and commodities pricing.

The following table is derived from our Condensed Consolidated Cash Flow Statements:

	Three Months Ended	
	March 31, 2013	**April 1, 2012**
	(In thousands)	
Net cash provided by (used for):		
Operating activities	$ (71,726)	$ 12,748
Investing activities	(11,100)	(8,144)
Financing activities	161,768	(21,711)
Effects of currency exchange rate changes on cash and cash equivalents	(4,631)	4,408
Increase (decrease) in cash and cash equivalents	74,311	(12,699)
Cash and cash equivalents, beginning of period	395,095	382,716
Cash and cash equivalents, end of period	$ 469,406	$ 370,017

Net cash used for operating activities totaled $71.7 million for the three months ended March 31, 2013 compared to a source of cash of $12.7 million for the three months ended April 1, 2012. The most significant factor impacting the increased cash used for operating activities was the change in operating assets and liabilities. For the three months ended March 31, 2013, changes in operating assets and liabilities were a use of cash of $114.7 million, as compared to a use of cash of $23.0 million for the comparable period of 2012.

The most significant use of cash for operating activities in 2013 related to taxes. Accrued taxes were a use of cash of $70.0 million for the three months ended March 31, 2013, compared to a source of cash of $5.1 million for the three months ended April 1, 2012. For the three months ended March 31, 2013, we made planned payments of two significant tax items. First, we paid $38.5 million of our estimated 2012 tax liability related to the sale of the Thermax and Raydex cable business in 2012. We recognized a $211.6 million pre-tax gain on the sale of this business in 2012. Second, we paid $30.0 million to settle a tax sharing agreement dispute with Cooper Industries. We reached the settlement and recognized a $21.0 million tax benefit in 2012. There were no significant tax payments made for the three months ended April 1, 2012.

Net cash used for investing activities totaled $11.1 million for the three months ended March 31, 2013 compared to $8.1 million for the three months ended April 1, 2012. Investing activities for the three months ended March 31, 2013 included payments for acquisitions, net of cash acquired, of $9.5 million, capital expenditures of $6.4 million, the receipt of proceeds from previously disposed businesses of $3.7 million, and the receipt of $1.1 million of proceeds from the sale of tangible assets, primarily real estate in the Broadcast segment. Investing activities for the three months ended April 1, 2012 included capital expenditures of $7.6 million and a payment related to a previous acquisition of $0.6 million.

Net cash provided by financing activities for the three months ended March 31, 2013 totaled $161.8 million compared to cash used for financing activities of $21.7 million for the three months ended April 1, 2012. The most significant financing activities for the three months ended March 31, 2013 were the issuance of $388.2 million of 5.5% senior subordinated notes due 2023 and the subsequent repayment of $194.1 million of borrowings outstanding under the revolving credit component of our senior secured credit facility. Financing activities for the three months ended March 31, 2013 also included payments under our share repurchase program of $31.3 million and payments of debt issuance costs of $6.8 million. The most significant financing activity for the three months ended April 1, 2012 was payments under our share repurchase program of $25.0 million.

Our cash and cash equivalents balance was $469.4 million as of March 31, 2013. Of this amount, $281.3 million was held outside of the U.S. in our foreign operations. Substantially all of the foreign cash and cash equivalents are readily convertible into U.S. dollars or other foreign currencies. Our strategic plan does not require the repatriation of foreign cash in order to fund our operations in the U.S., and it is our current intention to permanently reinvest the foreign cash and cash equivalents outside of the U.S. If we were to repatriate the foreign cash to the U.S., we may be required to accrue and pay U.S. taxes in accordance with applicable U.S. tax rules and regulations as a result of the repatriation.

Our outstanding debt obligations as of March 31, 2013 consisted of $5.2 million aggregate principal of 9.25% senior subordinated notes due 2019, $700.0 million aggregate principal of 5.5% senior subordinated notes due 2022, $385.9 million aggregate principal of 5.5% senior subordinated notes due 2023, and $242.2 million of term loan borrowings due 2017. As of March 31, 2013, there were no outstanding borrowings under the revolving credit component of our senior secured credit facility, we were in compliance with all of the covenants of the facility, and we had $386.8 million in available borrowing capacity. Additional discussion regarding our various borrowing arrangements is included in Note 7 to the Condensed Consolidated Financial Statements.

Forward-Looking Statements

Statements in this report other than historical facts are forward looking statements made in reliance upon the safe harbor of the Private Securities Litigation Reform Act of 1995. Forward looking statements include any statements regarding future revenues, costs and expenses, operating income, earnings per share, margins, cash flows, dividends, and capital expenditures. These forward looking statements are based on forecasts and projections about the markets and industries which we serve and about general economic conditions. They reflect management s beliefs and expectations. They are not guarantees of future performance, and they involve risk and uncertainty. Our actual results may differ materially from these expectations. Changes in the global economy may impact our results. Turbulence in financial markets may increase our borrowing costs. Additional factors that may cause actual results to differ from our expectations include: our reliance on key distributors in marketing products; our ability to execute and realize the expected benefits from strategic initiatives (including revenue growth, cost control and productivity improvement programs); changes in the level of economic activity in our major geographic markets; difficulties in realigning manufacturing capacity and capabilities among our global manufacturing facilities; the competitiveness of the global broadcast, enterprise, and industrial markets; variability in our quarterly and annual effective tax rates; changes in accounting rules and interpretations of those rules which may affect our reported earnings; changes in currency exchange rates and political and economic uncertainties in the countries where we conduct business; demand for our products; the cost and availability of materials including copper, plastic compounds derived from fossil fuels, electronic components, and other materials; energy costs; our ability to achieve acquisition performance

expectations and to integrate acquired businesses successfully; our ability to develop and introduce new products; having to recognize charges that would reduce income as a result of impairing goodwill and other intangible assets; security risks and the potential for business interruption from operating in volatile countries; disruptions or failures of our (or our suppliers or customers) systems or operations in the event of a major earthquake, weather event, cyber-attack, terrorist attack, or other catastrophic event that could cause delays in completing sales, providing services, or performing other mission-critical functions; and other factors.

For a more complete discussion of risk factors, please see our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission on February 28, 2013. We disclaim any duty to update any forward-looking statements as a result of new information, future developments, or otherwise.

Item 3: Quantitative and Qualitative Disclosures about Market Risks

The following table provides information about our financial instruments that are sensitive to changes in interest rates. The table presents principal amounts by expected maturity dates and fair values as of March 31, 2013.

	Principal Amount by Expected Maturity			Fair
	2013	Thereafter	Total	Value
		(In thousands, except interest rates)		
Variable-rate term loan	$ 15,328	$ 226,856	$ 242,184	$ 242,184
Average interest rate		4.25%		
Fixed-rate senior subordinated notes due 2022	$	$ 700,000	$ 700,000	$ 719,250
Average interest rate		5.50%		
Fixed-rate senior subordinated notes due 2023	$	$ 385,920	$ 385,920	$ 384,716
Average interest rate		5.50%		
Fixed-rate senior subordinated notes due 2019	$	$ 5,221	$ 5,221	$ 5,824
Average interest rate		9.75%		
Total			$ 1,333,325	$ 1,351,974

Item 7A of our 2012 Annual Report on Form 10-K provides more information as to the practices and instruments that we use to manage market risks. There were no material changes in our exposure to market risks since December 31, 2012.

Item 4: Controls and Procedures

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of the principal executive officer and principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, the principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

There was no change in our internal control over financial reporting during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1: Legal Proceedings

We are a party to various legal proceedings and administrative actions that are incidental to our operations. These proceedings include personal injury cases, 100 of which were pending as of May 3, 2013, in which we are one of many defendants. Electricians have filed a majority of these cases, primarily in Pennsylvania and Illinois, generally seeking compensatory, special, and punitive damages. Typically in these cases, the claimant alleges injury from alleged exposure to a heat-resistant asbestos fiber. Our alleged predecessors had a small number of products that contained the fiber, but ceased production of such products more than 20 years ago. Through May 3, 2013, we have been dismissed, or reached agreement to be dismissed, in more than 500 similar cases without any going to trial, and with only a relatively small number of these involving any payment to the claimant. In our opinion, the proceedings and actions in which we are involved should not, individually or in the aggregate, have a material adverse effect on our financial condition, operating results, or cash flows. However, since the trends and outcome of this litigation are inherently uncertain, we cannot give absolute assurance regarding the future resolution of such litigation, or that such litigation may not become material in the future.

We are a former owner of a property located in Kingston, Canada. The Ontario, Canada Ministry of the Environment is seeking to require current and former owners of the Kingston property to delineate and remediate soil and groundwater contamination at the site, which we believe was caused by Nortel (a former owner of the site). We are in the process of assessing whether we have any liability for the site, as well as the scope of contamination, cost of remediation, allocation of costs among the parties, and the other parties financial viability. Based on our current information, we do not believe this matter should have a material adverse effect on our financial condition, operating results, or cash flows. However, since the outcome of this matter is uncertain, we cannot give absolute assurance regarding its future resolution, or that such matter may not become material in the future.

Item 1A: Risk Factors

There have been no material changes with respect to risk factors as previously disclosed in our 2012 Annual Report on Form 10-K.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

Set forth below is information regarding our stock repurchases for the three months ended March 31, 2013.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
January 1, 2013 through February 3, 2013		$		$ 225,000,000
February 4, 2013 through March 3, 2013				225,000,000
March 4, 2013 through March 31, 2013	612,982	50.98	612,982	193,750,000
Total	612,982	$ 50.98	612,982	$ 193,750,000

(1) In July 2011, our Board of Directors authorized a share repurchase program, which allows us to purchase up to $150.0 million of our common stock through open market repurchases, negotiated

transactions, or other means, in accordance with applicable securities laws and other restrictions. The program does not have an expiration date and may be suspended at any time at the discretion of the Company. In November 2012, our Board of Directors authorized an extension of the share repurchase program, which allows us to purchase up to an additional $200.0 million of our common stock through open market repurchases, negotiated transactions, or other means, in accordance with applicable securities laws and other restrictions. This program will be funded by cash on hand and free cash flow. From inception of the program to March 31, 2013, we have repurchased 4.3 million shares of our common stock under the programs for an aggregate cost of $156.3 million and an average price of $36.17.

Item 6: Exhibits

Exhibits

Exhibit 4.1	Supplemental Indenture, dated as of March 27, 2013, relating to 9.25% Senior Subordinated Notes due 2019
Exhibit 4.2	Supplemental Indenture, dated as of March 27, 2013, relating to 5.5% Senior Subordinated Notes due 2022
Exhibit 31.1	Certificate of the Chief Executive Officer pursuant to § 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certificate of the Chief Financial Officer pursuant to § 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certificate of the Chief Executive Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certificate of the Chief Financial Officer pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 101.INS	XBRL Instance Document
Exhibit 101.SCH	XBRL Taxonomy Extension Schema
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation
Exhibit 101.DEF	XBRL Taxonomy Extension Definition
Exhibit 101.LAB	XBRL Taxonomy Extension Label
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation

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.

	BELDEN INC.
Date: May 8, 2013	By: /s/ John S. Stroup John S. Stroup President, Chief Executive Officer and Director
Date: May 8, 2013	By: /s/ Henk Derksen Henk Derksen Senior Vice President, Finance, and Chief Financial Officer
Date: May 8, 2013	By: /s/ John S. Norman John S. Norman Vice President, Controller, and Chief Accounting Officer