STANDARD MOTOR PRODUCTS INC
Form 10-Q
August 02, 2017

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 June 30, 2017
or

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

Commission file number: 1-4743

Standard Motor Products, Inc.
(Exact name of registrant as specified in its charter)

New York	11-1362020
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

37-18 Northern Blvd., Long Island City,N.Y.	11101
(Address of principal executive offices)	(Zip Code)

(718) 392-0200
(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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes 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 definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer		Accelerated Filer
Non-Accelerated Filer	(Do not check if a smaller reporting company)	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 the close of business on July 31, 2017, there were 22,781,237 outstanding shares of the registrant’s Common Stock, par value $2.00 per share.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

INDEX

PART I - FINANCIAL INFORMATION

		Page No.
Item 1.	Consolidated Financial Statements:	
	Consolidated Statements of Operations (Unaudited) for the Three Months and Six Months Ended June 30, 2017 and 2016	3
	Consolidated Statements of Comprehensive Income (Unaudited) for the Three Months and Six Months Ended June 30, 2017 and 2016	4
	Consolidated Balance Sheets as of June 30, 2017 (Unaudited) and December 31, 2016	5
	Consolidated Statements of Cash Flows (Unaudited) for the Six Months Ended June 30, 2017 and 2016	6
	Consolidated Statement of Changes in Stockholders' Equity (Unaudited) for the Six Months Ended June 30, 2017	7
	Notes to Consolidated Financial Statements (Unaudited)	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	24
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	39
Item 4.	Controls and Procedures	40

PART II – OTHER INFORMATION

Item 1. Legal Proceedings	41
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	41
Item 6. Exhibits	42
Signatures	42

Index

PART I – FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
(In thousands, except share and per share data)	2017	2016	2017	2016
	(Unaudited)		(Unaudited)	
Net sales	$312,729	$288,977	$595,107	$527,888
Cost of sales	222,063	201,901	420,331	367,816
Gross profit	90,666	87,076	174,776	160,072
Selling, general and administrative expenses	60,076	54,758	117,436	107,756
Restructuring and integration expenses	1,235	771	2,782	1,012
Other income, net	314	297	630	559
Operating income	29,669	31,844	55,188	51,863
Other non-operating income, net	740	265	1,563	598
Interest expense	722	394	1,190	705
Earnings from continuing operations before taxes	29,687	31,715	55,561	51,756
Provision for income taxes	11,426	11,853	20,933	19,238
Earnings from continuing operations	18,261	19,862	34,628	32,518
Loss from discontinued operations, net of income taxes	(497)	(618)	(1,130)	(1,070)
Net earnings	$17,764	$19,244	$33,498	$31,448
Per Share Data:				
Net earnings per common share – Basic:				
Earnings from continuing operations	$0.80	$0.87	$1.52	$1.43
Discontinued operations	(0.02)	(0.02)	(0.05)	(0.04)
Net earnings per common share – Basic	$0.78	$0.85	$1.47	$1.39
Net earnings per common share – Diluted:				
Earnings from continuing operations	$0.78	$0.86	$1.48	$1.41
Discontinued operations	(0.02)	(0.02)	(0.04)	(0.04)
Net earnings per common share – Diluted	$0.76	$0.84	$1.44	$1.37
Dividend declared per share	$0.19	$0.17	$0.38	$0.34
Average number of common shares	22,820,079	22,705,310	22,833,263	22,673,811
Average number of common shares and dilutive common shares	23,329,082	23,018,730	23,332,480	22,988,502

See accompanying notes to consolidated financial statements (unaudited).

Index

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	2017	2016	2017	2016
	(Unaudited)		(Unaudited)	
Net earnings	$ 17,764	$ 19,244	$ 33,498	$ 31,448
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	2,733	(1,938)	5,456	(153)
Pension and postretirement plans:				
Amortization of:				
Prior service benefit	—	(14)	—	(27)
Unrecognized loss	(271)	115	(330)	390
Unrecognized actuarial gains	472	301	472	301
Foreign currency exchange rate changes	—	—	—	4
Income tax expense related to pension and postretirement plans	(81)	(164)	(57)	(272)
Pension and postretirement plans, net of tax	120	238	85	396
Total other comprehensive income (loss), net of tax	2,853	(1,700)	5,541	243
Comprehensive income	$ 20,617	$ 17,544	$ 39,039	$ 31,691

See accompanying notes to consolidated financial statements (unaudited).

Index

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)	June 30, 2017 (Unaudited)	December 31, 2016
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 16,389	$ 19,796
Accounts receivable, less allowances for discounts and doubtful accounts of $5,883 and $4,425 for 2017 and 2016, respectively	187,759	134,630
Inventories	340,886	312,477
Prepaid expenses and other current assets	9,436	7,318
Total current assets	554,470	474,221
Property, plant and equipment, net of accumulated depreciation of $191,874 and $191,551 for 2017 and 2016, respectively	81,973	78,499
Goodwill	67,401	67,231
Other intangibles, net	60,008	64,056
Deferred income taxes	50,407	51,127
Other assets	36,174	33,563
Total assets	$ 850,433	$ 768,697
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable	$78,946	$54,812
Current portion of long-term debt	46	43
Accounts payable	104,074	83,878
Sundry payables and accrued expenses	43,991	45,147
Accrued customer returns	45,779	40,176
Accrued rebates	36,797	29,127
Payroll and commissions	25,519	30,658
Total current liabilities	335,152	283,841
Long-term debt	101	120
Other accrued liabilities	13,573	12,380
Accrued asbestos liabilities	29,383	31,328
Total liabilities	378,209	327,669
Commitments and contingencies		
Stockholders' equity:		
Common stock – par value $2.00 per share:		
Authorized – 30,000,000 shares; issued 23,936,036 shares	47,872	47,872
Capital in excess of par value	101,183	96,850
Retained earnings	361,288	336,464
Accumulated other comprehensive income	(5,487)	(11,028)
Treasury stock – at cost (1,142,469 shares and 1,101,487 shares in 2017 and 2016, respectively)	(32,632)	(29,130)
Total stockholders' equity	472,224	441,028

Total liabilities and stockholders’ equity	$850,433	$768,697

See accompanying notes to consolidated financial statements (unaudited).

Index

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Six Months Ended June 30, 2017	2016
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$33,498	$31,448
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization	11,316	9,269
Amortization of deferred financing cost	172	167
Increase to allowance for doubtful accounts	1,230	412
Increase to inventory reserves	767	2,351
Amortization of deferred gain on sale of building	(524)	(524)
Equity income from joint ventures	(1,111)	(385)
Employee Stock Ownership Plan allocation	1,080	1,011
Stock-based compensation	4,005	2,736
Excess tax benefits related to exercise of employee stock grants	—	(137)
Decrease in deferred income taxes	749	1,383
Loss on discontinued operations, net of tax	1,130	1,070
Change in assets and liabilities:		
Increase in accounts receivable	(53,069)	(41,726)
Increase in inventories	(27,048)	(20,819)
Decrease (increase) in prepaid expenses and other current assets	(943)	4,073
Increase in accounts payable	17,475	18,989
Increase in sundry payables and accrued expenses	5,663	13,381
Net change in other assets and liabilities	(1,225)	1,029
Net cash provided by (used in) operating activities	(6,835)	23,728
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions of and investments in businesses	—	(67,289)
Capital expenditures	(8,843)	(10,134)
Other investing activities	2	5
Net cash used in investing activities	(8,841)	(77,418)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net borrowings under line-of-credit agreements	24,134	52,567
Net borrowings (payments) of long-term debt and capital lease obligations	(21)	109
Purchase of treasury stock	(5,176)	(377)
Increase in overdraft balances	1,488	2,472
Excess tax benefits related to the exercise of employee stock grants	—	137
Dividends paid	(8,674)	(7,705)
Net cash provided by financing activities	11,751	47,203
Effect of exchange rate changes on cash	518	82
Net decrease in cash and cash equivalents	(3,407)	(6,405)
CASH AND CASH EQUIVALENTS at beginning of period	19,796	18,800
CASH AND CASH EQUIVALENTS at end of period	$16,389	$12,395
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		

Interest	$956	$516
Income taxes	$19,499	$13,376

See accompanying notes to consolidated financial statements (unaudited).

Index

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
Six Months Ended June 30, 2017
(Unaudited)

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
(In thousands)						
Balance at December 31, 2016	$47,872	$96,850	$336,464	$ (11,028)	$(29,130)	$441,028
Net earnings	—	—	33,498	—	—	33,498
Other comprehensive income, net of tax	—	—	—	5,541	—	5,541
Cash dividends paid	—	—	(8,674)	—	—	(8,674)
Purchase of treasury stock	—	—	—	—	(5,333)	(5,333)
Stock-based compensation	—	3,319	—	—	686	4,005
Employee Stock Ownership Plan	—	1,014	—	—	1,145	2,159
Balance at June 30, 2017	$47,872	$101,183	$361,288	$ (5,487)	$(32,632)	$472,224

See accompanying notes to consolidated financial statements (unaudited).

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Basis of Presentation

Standard Motor Products, Inc. and subsidiaries (referred to as the “Company,” “we,” “us,” or “our”) is engaged in the manufacture and distribution of replacement parts for motor vehicles in the automotive aftermarket industry with a complementary focus on heavy duty, industrial equipment and the original equipment service market.

The accompanying unaudited financial information should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2016. The unaudited consolidated financial statements include our accounts and all domestic and international companies in which we have more than a 50% equity ownership. Our investments in unconsolidated affiliates are accounted for on the equity method, as we do not have a controlling financial interest but have the ability to exercise significant influence. All significant inter-company items have been eliminated.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the interim periods are not necessarily indicative of the results of operations for the entire year.

Reclassification

Certain prior period amounts in the accompanying consolidated financial statements and related notes have been reclassified to conform to the 2017 presentation.

Note 2. Summary of Significant Accounting Policies

The preparation of consolidated annual and quarterly financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of our consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. We have made a number of estimates and assumptions in the preparation of these consolidated financial statements. We can give no assurance that actual results will not differ from those estimates. Some of the more significant estimates include allowances for doubtful accounts, realizability of inventory, goodwill and other intangible assets, depreciation and amortization of long-lived assets, product liability, other postretirement benefits, asbestos, environmental and litigation matters, the valuation of deferred tax assets and sales return allowances.

There have been no material changes to our critical accounting policies and estimates from the information provided in Note 1 of the notes to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Recently Issued Accounting Pronouncements

The following table provides a brief description of recent accounting pronouncements that could have a material effect on our financial statements:

Standard	Description	Date of adoption	Effects on the financial statements or other significant matters
Standards that are not yet adopted as of June 30, 2017			
Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers	This standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. Under the new guidance, "an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services."	January 1, 2018, with early adoption permitted but not before January 1, 2017	The new standard provides entities the option of using either a full retrospective or a modified approach to adopt the guidance. To date we performed an assessment of the potential impacts of the pronouncement including certain contract reviews. Based on our initial assessment we do not anticipate that the adoption of this standard will have a material effect on our consolidated financial statements. We will be continuously assessing the new standard and reviewing contracts through January 1, 2018, the date of implementation. We are currently evaluating the method of adoption.
ASU 2015-14, Revenue from Contracts with Customers – Deferral of the Effective Date	This standard defers by one year the mandatory effective date of its revenue recognition standard, and provides entities the option to adopt the standard as of the original effective date.		
ASU 2016-02, Leases	This standard outlines the need to recognize a right-of-use asset and a lease liability for virtually all leases (other than leases that meet the definition of a short-term lease). For income statement purposes, the FASB retained the dual model, requiring leases to be classified as either operating or financing. Operating leases will result in straight-line expense while finance leases will result in a front-loaded expense pattern.	January 1, 2019, with early adoption permitted	The new standard must be adopted utilizing a modified retrospective transition, and provides for certain expedients. The new standard will require that we recognize all of our leases, including our current operating leases, on the balance sheet. We are currently in the process of taking an inventory of our leases and are evaluating the impact the new standard will have on our consolidated financial statements, and when we will adopt the new standard.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Standard	Description	Date of adoption	Effects on the financial statements or other significant matters
Standards that are not yet adopted as of June 30, 2017			
ASU 2016-15, Statement of Cash Flows	This standard is intended to reduce diversity in practice and to provide guidance as to how certain cash receipts and cash payments are presented and classified in the statement of cash flows.	January 1, 2018, with early adoption permitted	The new standard requires application using a retrospective transition method. We do not anticipate that the adoption of this standard will have a material effect on our consolidated financial statements.
ASU 2017-04, Simplifying the Test for Goodwill Impairment	This standard is intended to simplify the accounting for goodwill impairment. ASU 2017-04 removes Step 2 of the test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill.	January 1, 2020, with early adoption permitted	The new standard should be applied prospectively. We will consider the new standard when performing our annual impairment test and evaluate when we will adopt the new standard.
ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost	This standard requires employers that present operating income in their consolidated statement of operations to include only the service cost component of net periodic pension cost and net periodic postretirement benefit cost in operating expenses (together with other employee compensation costs). The other components of net benefit cost, including amortization of prior service cost/credit, and settlement and curtailment effects, are to be included in other non-operating income (expense). The new standard requires retrospective reclassification of the effects of the new standard on the statement of operations.	January 1, 2018, with early adopted permitted	The new standard will require that we retrospectively reclassify all components of net periodic pension cost and net periodic postretirement benefit cost, other than the service cost component, in our statement of operations from selling, general and administrated expenses, as presently reported, to other non-operating income (expense).

Index
STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Standard	Description	Date of adoption	Effects on the financial statements or other significant matters
Standards that were adopted			
ASU 2015-17, Balance Sheet Classification of Deferred Taxes	This standard requires entities with a classified balance sheet to present all deferred tax assets and liabilities as noncurrent. The new guidance requires entities to offset all deferred tax assets and liabilities (and valuation allowances) for each tax-paying jurisdiction within each tax-paying component. The net deferred tax must be presented as a single noncurrent amount.	January 1, 2017	The adoption of the new standard resulted in the reclassification of deferred tax assets previously reported as current deferred tax assets to noncurrent deferred tax assets in our consolidated balance sheets. We adopted the new standard retrospectively, and as such, all prior period current deferred tax assets in our consolidated balance sheets have also been reclassified to noncurrent deferred tax assets for comparative purposes.
ASU 2015-11, Simplifying the Measurement of Inventory	This standard changes the measurement principle for inventory from the lower of cost or market to lower of cost and net realizable value for entities that measure inventory using first-in, first-out or average cost. In addition, this standard eliminates the requirement for these entities to consider replacement cost or net realizable value less an approximate normal profit margin when measuring inventory.	January 1, 2017	The prospective adoption of the new standard did not have a material effect on our consolidated financial statements.
ASU 2016-09, Improvements to Employee Share-Based Payment Accounting	This standard requires (1) that the tax effects related to share-based payments at settlement (or expiration) be recorded through the tax provision (benefit) in the income statement rather than in equity as permitted under prior guidance under certain circumstances; (2) that all tax-related cash flows resulting from share-based payments be reported as operating activities on the statement of cash flows, a change from the current requirement to present windfall tax benefits as an inflow from financing activities and an outflow from operating activities; and (3) that when computing diluted earnings per share, the effect of "windfall" tax benefits be excluded from the hypothetical proceeds used to calculate the repurchase of shares under the treasury stock method.	January 1, 2017	We adopted the new standard prospectively. The adoption of the new standard did not have a material effect on our consolidated financial statements for the three months and six months ended June 30, 2017, and based upon the current price of our common stock, we do not expect that the adoption of the new standard will have a material effect on our consolidated financial statements for the year ended December 31, 2017.

Note 3. Business Acquisitions and Investments

2016 Business Acquisitions

In May 2016, we acquired the North American automotive ignition wire business of General Cable Corporation for approximately $67.5 million. The acquisition was paid for in cash funded by our revolving credit facility with JPMorgan Chase, as agent. The acquisition includes the purchase of certain assets and the assumption of certain liabilities of General Cable Corporation's (and certain of its affiliates) automotive ignition wire business in North America as well as 100% of the equity interests of a General Cable subsidiary in Nogales, Mexico.

The following table presents the allocation of the purchase price to the assets acquired and liabilities assumed, based on their fair values (in thousands):

Purchase Price		$67,451
Assets acquired and liabilities assumed:		
Receivables	$3,130	
Inventory	12,567	
Other current and noncurrent assets (1)	334	
Property, plant and equipment, net	2,660	
Intangible assets	42,440	
Goodwill	12,746	
Current liabilities	(6,426)	
Net assets acquired		$67,451

(1) Other current and noncurrent assets includes $0.2 million of cash acquired.

Intangible assets acquired of $42.4 million consists of customer relationships of $39.4 million that will be amortized on a straight-line basis over the estimated useful life of 15 years; a non-compete agreement of $2.2 million that will be amortized on a straight-line basis over the estimated useful life of 5 years; and a supply agreement of $0.8 million that will be amortized on a straight-line basis over the estimated useful life of 1 year. Goodwill of $12.7 million was allocated to the Engine Management Segment and is deductible for income tax purposes. The goodwill reflects relationships, business specific knowledge and the replacement cost of an assembled workforce associated with personal reputations, as well as the value of anticipated synergies.

Incremental net sales from the acquisition included in our consolidated statements of operations were $15 million and $38.4 million for the three months and six months ended June 30, 2017, respectively.

Note 4. Restructuring and Integration Expenses

The aggregated liabilities included in "sundry payables and accrued expenses" and "other accrued liabilities" in the consolidated balance sheet relating to the restructuring and integration activities as of December 31, 2016 and June 30, 2017 and activity for the six months ended June 30, 2017 consisted of the following (in thousands):

	Workforce Reduction	Other Exit Costs	Total
Exit activity liability at December 31, 2016	$ 2,576	$ —	$2,576
Restructuring and integration costs:			
Amounts provided for during 2017	1,788	994	2,782
Cash payments	(1,300)	(994)	(2,294)
Foreign Currency Exchange Rate Changes	84	—	84
Exit activity liability at June 30, 2017	$ 3,148	$ —	$3,148

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Restructuring Costs

Plant Rationalization Program

In February 2016, in connection with our ongoing efforts to improve operating efficiencies and reduce costs, we finalized our intention to implement a plant rationalization initiative. As part of the plant rationalization, certain production activities will be relocated from our Grapevine, Texas manufacturing facility to facilities in Greenville, South Carolina and Reynosa, Mexico, certain service functions will be relocated from Grapevine, Texas to our administrative offices in Lewisville, Texas, and our Grapevine, Texas facility will be closed. In addition, certain production activities will be relocated from our Greenville, South Carolina manufacturing facility to our manufacturing facility in Bialystok, Poland. Restructuring and integration expenses expected to be incurred related to the program of approximately $5.7 million, consisting of employee severance and relocation of certain machinery and equipment, will be recognized throughout the program. Through June 30, 2017, total restructuring and integration expenses related to the program of $4.8 million were recognized. We anticipate that the plant rationalization will be completed by the end of 2017.

Activity, by segment, for the six months ended June 30, 2017 related to our plant rationalization program consisted of the following (in thousands):

	Engine Management	Temperature Control	Other	Total
Exit activity liability at December 31, 2016	$ 11	$ 2,043	$ —	$2,054
Restructuring and integration costs:				
Amounts provided for during 2017	602	1,038	—	1,640
Cash payments	(613)	(1,132)	—	(1,745)
Exit activity liability at June 30, 2017	$ —	$ 1,949	$ —	$1,949

Orlando Plant Rationalization Program

In January 2017, to further our ongoing efforts to improve operating efficiencies and reduce costs, we finalized our intention to implement another plant rationalization initiative at our Orlando, Florida facility. As part of the plant rationalization, we will relocate production activities from our Orlando, Florida manufacturing facility to Independence, Kansas, and close our Orlando, Florida facility. Restructuring and integration expenses expected to be incurred related to the program of approximately $3.1 million, consisting of employee severance and relocation of certain machinery and equipment, will be recognized throughout the program. Through June 30, 2017, total restructuring and integration expenses related to the program of $0.6 million were recognized. We anticipate that the Orlando plant rationalization will be completed by the end of the second quarter of 2018.

Activity, by segment, for the six months ended June 30, 2017 related to our Orlando plant rationalization program consisted of the following (in thousands):

	Engine Management	Temperature Control	Other	Total
Exit activity liability at December 31, 2016	$ —	$ —	$ —	$—
Restructuring and integration costs:				
Amounts provided for during 2017	617	—	—	617

Cash payments	(87)	—	—	(87)
Exit activity liability at June 30, 2017	$ 530	$ —	$ —	$530

Integration Costs

Wire and Cable Relocation

In connection with our acquisition of the North American automotive ignition wire business of General Cable Corporation in May 2016, we expect to incur certain integration expenses, including costs to be incurred in connection with the consolidation of the General Cable Corporation Altoona, Pennsylvania distribution center into our existing wire distribution center in Edwardsville, Kansas and the relocation of certain machinery and equipment. In October 2016, we further announced our plan to relocate all production from the acquired Nogales, Mexico wire set assembly operation to our existing wire assembly facility in Reynosa, Mexico and to close the Nogales, Mexico plant. Integration expenses expected to be incurred related to the closure of the Nogales, Mexico plant include employee severance and the relocation of certain machinery and equipment. Total integration expenses of $2.6 million are expected to be incurred related to the program. Through June 30, 2017, integration expenses related to the program of $1.2 million were recognized. We anticipate that the wire and cable relocation program will be completed by the end of the first quarter of 2018.

Activity, by segment, for the six months ended June 30, 2017 related to our wire and cable relocation program consisted of the following (in thousands):

	Engine Management	Temperature Control	Other	Total
Exit activity liability at December 31, 2016	$ 522	$ —	$ —	$522
Restructuring and integration costs:				
Amounts provided for during 2017	525	—	—	525
Cash payments	(462)	—	—	(462)
Foreign Currency Exchange Rate Changes	84	—	—	84
Exit activity liability at June 30, 2017	$ 669	$ —	$ —	$669

Note 5. Sale of Receivables

From time to time, we sell undivided interests in certain of our receivables to financial institutions. We enter these agreements at our discretion when we determine that the cost of factoring is less than the cost of servicing our receivables with existing debt. Under the terms of the agreements, we retain no rights or interest, have no obligations with respect to the sold receivables, and do not service the receivables after the sale. As such, these transactions are being accounted for as a sale.

Pursuant to these agreements, we sold $224.3 million and $404.1 million of receivables during the three months and six months ended June 30, 2017, respectively, and $201.7 million and $367.6 million for the comparable periods in 2016. A charge in the amount of $6.4 million and $11.6 million related to the sale of receivables is included in selling, general and administrative expense in our consolidated statements of operations for the three months and six months ended June 30, 2017, respectively, and $4.9 million and $8.9 million for the comparable periods in 2016. If we do not enter into these arrangements or if any of the financial institutions with which we enter into these arrangements were to experience financial difficulties or otherwise terminate these arrangements, our financial condition, results of operations and cash flows could be materially and adversely affected by delays or failures to collect future trade accounts receivable.

Note 6. Inventories

Inventories, which are stated at the lower of cost (determined by means of the first-in, first-out method) or market, consist of the following:

	June 30, 2017	December 31, 2016
	(In thousands)	
Finished goods	$222,414	$203,700
Work-in-process	8,597	6,823
Raw materials	109,875	101,954
Total inventories	$340,886	$312,477

Note 7. Acquired Intangible Assets

Acquired identifiable intangible assets consist of the following:

	June 30, 2017	December 31, 2016
	(In thousands)	
Customer relationships	$87,333	$ 87,070
Trademarks and trade names	6,800	6,800
Non-compete agreements	3,201	3,189
Patents	723	723
Supply agreements	800	800
Leaseholds	160	160
Total acquired intangible assets	99,017	98,742
Less accumulated amortization (1)	(40,031)	(35,830)
Net acquired intangible assets	$58,986	$ 62,912

(1) Applies to all intangible assets, except for trademarks and trade names totaling $5.2 million, which have indefinite useful lives and, as such, are not being amortized.

Total amortization expense for acquired intangible assets was $2.1 million and $4.2 million for the three months and six months ended June 30, 2017, respectively, and $1.5 million and $2.7 million for the comparable periods in 2016. Based on the current estimated useful lives assigned to our acquired intangible assets, amortization expense is estimated to be $3.8 million for the remainder of 2017, $7.6 million in 2018, $6.3 million in 2019, $5.9 million in 2020 and $30.2 million in the aggregate for the years 2021 through 2031.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Note 8. Credit Facilities and Long-Term Debt

Total debt outstanding is summarized as follows:

	June 30, 2017	December 31, 2016
	(In thousands)	
Revolving credit facilities	$78,946	$ 54,812
Other	147	163
Total debt	$79,093	$ 54,975
Current maturities of debt	$78,992	$ 54,855
Long-term debt	101	120
Total debt	$79,093	$ 54,975

Revolving Credit Facility

In October 2015, we entered into a Credit Agreement with JPMorgan Chase Bank, N.A., as agent, and a syndicate of lenders for a senior secured revolving credit facility with a line of credit of up to $250 million (with an additional $50 million accordion feature) and a maturity date in October 2020. The line of credit under the agreement also allows for a $10 million line of credit to Canada as part of the $250 million available for borrowing. Direct borrowings under the credit agreement bear interest at LIBOR plus a margin ranging from 1.25% to 1.75% based on our borrowing availability, or floating at the alternate base rate plus a margin ranging from 0.25% to 0.75% based on our borrowing availability, at our option. The credit agreement is guaranteed by certain of our subsidiaries and secured by certain of our assets.

Borrowings under the credit agreement are secured by substantially all of our assets, including accounts receivable, inventory and certain fixed assets, and those of certain of our subsidiaries. Availability under the credit agreement is based on a formula of eligible accounts receivable, eligible inventory, eligible equipment and eligible fixed assets. After taking into account outstanding borrowings under the credit agreement, there was an additional $162.2 million available for us to borrow pursuant to the formula at June 30, 2017. Outstanding borrowings under the credit agreement, which are classified as current liabilities, were $78.9 million and $54.8 million at June 30, 2017 and December 31, 2016, respectively. Borrowings under the credit agreement have been classified as current liabilities based upon the accounting rules and certain provisions in the agreement.

At June 30, 2017, the weighted average interest rate on our credit agreement was 2.5%, which consisted of $75 million in direct borrowings at 2.4% and an alternative base rate loan of $3.9 million at 4.5%. At December 31, 2016, the weighted average interest rate on our credit agreement was 2.3%, which consisted of $45 million in direct borrowings at 2% and an alternative base rate loan of $9.8 million at 4%. During the six months ended June 30, 2017, our average daily alternative base rate loan balance was $5.2 million, compared to a balance of $3 million for the six months ended June 30, 2016, and a balance of $2.6 million for the year ended December 31, 2016.

At any time that our borrowing availability is less than the greater of either (a) $25 million, or 10% of the commitments if fixed assets are not included in the borrowing base, or (b) $31.25 million, or 12.5% of the commitments if fixed assets are included in the borrowing base, the terms of the credit agreement provide for, among other provisions, a financial covenant requiring us, on a consolidated basis, to maintain a fixed charge coverage ratio of 1:1 at the end of each fiscal quarter (rolling four quarters). As of June 30, 2017, we were not subject to these covenants. The credit agreement permits us to pay cash dividends of $20 million and make stock repurchases of $20 million in any fiscal year subject to a minimum availability of $25 million. Provided specific conditions are met, the credit agreement also permits acquisitions, permissible debt financing, capital expenditures, and cash dividend payments and stock repurchases of greater than $20 million.

Deferred Financing Costs

We had deferred financing costs of $1.1 million and $1.3 million as of June 30, 2017 and December 31, 2016, respectively. Deferred financing costs are related to our revolving credit facility. Deferred financing costs as of June 30, 2017 are being amortized in the amounts of $0.2 million for the remainder of 2017, $0.3 million in 2018, $0.3 million in 2019 and $0.3 million in 2020.

Note 9. Accumulated Other Comprehensive Income

Changes in Accumulated Other Comprehensive Income by Component (in thousands)

	Three Months Ended June 30, 2017		
	Foreign Currency Translation Adjustments	Unrecognized Postretirement Benefit Costs (Credit)	Total
Balance at March 31, 2017	$ (8,529)	$ 189	$ (8,340)
Other comprehensive income before reclassifications	2,733	283	3,016
Amounts reclassified from accumulated other comprehensive income	—	(163)	(163)
Other comprehensive income, net	2,733	120	2,853
Balance at June 30, 2017	$ (5,796)	$ 309	$ (5,487)

	Six Months Ended June 30, 2017		
	Foreign Currency Translation Adjustments	Unrecognized Postretirement Benefit Costs (Credit)	Total
Balance at December 31, 2016	$ (11,252)	$ 224	$ (11,028)
Other comprehensive income before reclassifications	5,456	283	5,739
Amounts reclassified from accumulated other comprehensive income	—	(198)	(198)
Other comprehensive income, net	5,456	85	5,541
Balance at June 30, 2017	$ (5,796)	$ 309	$ (5,487)

Reclassifications Out of Accumulated Other Comprehensive Income (in thousands)

Details About Accumulated Other Comprehensive Income Components	Three Months Ended June 30, 2017	Six Months Ended June 30, 2017
Amortization of postretirement benefit plans:		
Prior service benefit (1)	$ —	$ —
Unrecognized (gain) loss (1)	(271)	(330)
Total before income tax	(271)	(330)
Income tax expense	108	132
Total reclassifications for the period	$ (163)	$ (198)

(1) These accumulated other comprehensive income components are included in the computation of net periodic postretirement benefit costs, which are included in selling, general and administrative expenses in our consolidated statements of operations (see Note 11 for additional details).

Note 10. Stock-Based Compensation Plans

We account for our stock-based compensation plans in accordance with the provisions of FASB ASC 718, Stock Compensation, which requires that a company 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 cost is recognized in the consolidated statement of operations over the period during which an employee is required to provide service in exchange for the award.

Restricted and Performance Stock Grants

As part of the 2016 Omnibus Incentive Plan, we currently grant shares of restricted stock to eligible employees and our independent directors and performance-based stock to eligible employees. Selected executives and other key personnel are granted performance awards whose vesting is contingent upon meeting various performance measures with a retention feature. Performance-based shares are subject to a three-year measuring period and the achievement of performance targets and, depending upon the achievement of such performance targets, they may become vested on the third anniversary of the date of grant. Each period we evaluate the probability of achieving the applicable targets, and we adjust our accrual accordingly. Restricted shares granted to employees become fully vested upon the third anniversary of the date of grant; and for selected key executives, certain additional restricted share grants vest 25% upon the attainment of age 60, 25% upon the attainment of age 63 and become fully vested upon the attainment of age 65. Restricted shares granted to directors become fully vested upon the first anniversary of the date of grant. Commencing with the 2015 grants, restricted and performance shares issued to certain key executives and directors are subject to a one or two year holding period upon the lapse of the three year vesting period. Forfeitures on restricted stock grants are estimated at 5% for employees and 0% for executives and directors, respectively, based on our evaluation of historical and expected future turnover.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Our restricted and performance-based share activity was as follows for the six months ended June 30, 2017:

	Shares	Weighted Average Grant Date Fair Value Per Share
Balance at December 31, 2016	822,848	$ 30.46
Granted	8,450	42.83
Vested	(14,634)	29.17
Forfeited	(4,150)	35.66
Balance at June 30, 2017	812,514	$ 30.59

We recorded compensation expense related to restricted shares and performance-based shares of $3.5 million ($2.2 million, net of tax) and $2.3 million ($1.5 million, net of tax) for the six months ended June 30, 2017 and 2016, respectively. The unamortized compensation expense related to our restricted and performance-based shares was $12.7 million at June 30, 2017, and is expected to be recognized as they vest over a weighted average period of 5.3 years and 0.8 years for employees and directors, respectively.

Note 11. Employee Benefits

We provided, and continue to provide, certain medical and dental care benefits to eligible retired U.S. and Canadian employees. Under the U.S. plan, for non-union employees, a Health Reimbursement Account ("HRA") was established beginning January 1, 2009 for each qualified U.S. retiree. Annually, and through the year ended December 31, 2016, a fixed amount was credited into the HRA to cover both medical and dental costs for all current and future eligible retirees. Under the Canadian plan, retiree medical and dental benefits were funded using insurance contracts. Premiums under the insurance contracts were funded on a pay-as-you-go basis. The postretirement medical plans to substantially all eligible U.S. and Canadian employees terminated on December 31, 2016. For U.S. plan participants, balances in the HRA accounts at December 31, 2016 will remain available for use until December 31, 2018. Any remaining balance at December 31, 2018 will be forfeited. Postretirement medical and dental benefits to eligible employees will continue to be provided to the 24 former union employees in the U.S.

The components of net periodic benefit cost for our postretirement benefit plans for the three months and six months ended June 30, 2017 and 2016 were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
Postretirement benefits	2017	2016	2017	2016
Service cost	$ —	$ —	$ —	$ —
Interest cost	2	3	4	6
Amortization of prior service cost	—	(14)	—	(27)
Actuarial net loss	(271)	115	(330)	390
Net periodic benefit cost (credit)	$ (269)	$ 104	$ (326)	$ 369

We maintain a defined contribution Supplemental Executive Retirement Plan for key employees. Under the plan, these employees may elect to defer a portion of their compensation and, in addition, we may at our discretion make contributions to the plan on behalf of the employees. In March 2017, we made company contributions to the plan of $0.3 million related to calendar year 2016.

We also have an Employee Stock Ownership Plan and Trust for employees who are not covered by a collective bargaining agreement. In connection therewith, we maintain an employee benefits trust to which we contribute shares of treasury stock. We are authorized to instruct the trustees to distribute such shares toward the satisfaction of our future obligations under the plan. The shares held in trust are not considered outstanding for purposes of calculating earnings per share until they are committed to be released. The trustees will vote the shares in accordance with their fiduciary duties. During the six months ended June 30, 2017, we contributed to the trust an additional 43,300 shares from our treasury and released 43,300 shares from the trust leaving 200 shares remaining in the trust as of June 30, 2017.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) – (Continued)

Note 12. Fair Value Measurements

The carrying value of our financial instruments consisting of cash and cash equivalents, deferred compensation, and short term borrowings approximate their fair value. In each instance, fair value is determined after considering Level 1 inputs under the three-level fair value hierarchy. For fair value purposes, the carrying value of cash and cash equivalents approximates fair value due to the short maturity of those investments. The fair value of the assets held by the deferred compensation plan are based on the quoted market prices of the underlying funds which are held in registered investment companies. The carrying value of our revolving credit facilities, classified as short term borrowings, equals fair market value because the interest rate reflects current market rates.

Note 13. Earnings Per Share

The following are reconciliations of the earnings available to common stockholders and the shares used in calculating basic and dilutive net earnings per common share (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Basic Net Earnings Per Common Share:				
Earnings from continuing operations	$ 18,261	$ 19,862	$ 34,628	$ 32,518
Loss from discontinued operations	(497)	(618)	(1,130)	(1,070)
Net earnings available to common stockholders	$ 17,764	$ 19,244	$ 33,498	$ 31,448
Weighted average common shares outstanding	22,820	22,705	22,833	22,674
Earnings from continuing operations per common share	$ 0.80	$ 0.87	$ 1.52	$ 1.43
Loss from discontinued operations per common share	(0.02)	(0.02)	(0.05)	(0.04)
Basic net earnings per common share	$ 0.78	$ 0.85	$ 1.47	$ 1.39
Diluted Net Earnings Per Common Share:				
Earnings from continuing operations	$ 18,261	$ 19,862	$ 34,628	$ 32,518
Loss from discontinued operations	(497)	(618)	(1,130)	(1,070)
Net earnings available to common stockholders	$ 17,764	$ 19,244	$ 33,498	$ 31,448
Weighted average common shares outstanding	22,820	22,705	22,833	22,674
Plus incremental shares from assumed conversions:				
Dilutive effect of restricted stock and performance-based stock	509	314	499	315
Weighted average common shares outstanding – Diluted	23,329	23,019	23,332	22,989
Earnings from continuing operations per common share	$ 0.78	$ 0.86	$ 1.48	$ 1.41
Loss from discontinued operations per common share	(0.02)	(0.02)	(0.04)	(0.04)
Diluted net earnings per common share	$ 0.76	$ 0.84	$ 1.44	$ 1.37

The shares listed below were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive for the periods presented or because they were excluded under the treasury method (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Restricted and performance-based shares	228	338	240	341

Note 14. Industry Segments

We have two major reportable operating segments, each of which focuses on a specific line of replacement parts. Our Engine Management Segment manufactures and remanufactures ignition and emission parts, ignition wires, battery cables, fuel system parts and sensors for vehicle systems. Our Temperature Control Segment manufactures and remanufactures air conditioning compressors, air conditioning and heating parts, engine cooling system parts, power window accessories and windshield washer system parts.

The following tables show our segment net sales, intersegment revenue and operating income by our operating segments (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Segment Net Sales (a)				
Engine Management	$223,349	$198,848	$434,663	$379,529
Temperature Control	87,391	87,503	157,681	144,269
All Other	1,989	2,626	2,763	4,090
Consolidated	$312,729	$288,977	$595,107	$527,888
Intersegment Net Sales				
Engine Management	$5,831	$5,817	$13,143	$10,689
Temperature Control	2,095	2,121	4,124	3,715
All Other	(7,926)	(7,938)	(17,267)	(14,404)
Consolidated	$—	$—	$—	$—
Operating Income				
Engine Management	$26,489	$30,548	$53,774	$54,752
Temperature Control	8,262	5,647	12,229	7,814
All Other	(5,082)	(4,351)	(10,815)	(10,703)
Consolidated	$29,669	$31,844	$55,188	$51,863

(a) Segment net sales includes intersegment sales in our Engine Management and Temperature Control segments.

Note 15. Commitments and Contingencies

Asbestos

In 1986, we acquired a brake business, which we subsequently sold in March 1998 and which is accounted for as a discontinued operation. When we originally acquired this brake business, we assumed future liabilities relating to any alleged exposure to asbestos-containing products manufactured by the seller of the acquired brake business. In accordance with the related purchase agreement, we agreed to assume the liabilities for all new claims filed on or after September 2001. Our ultimate exposure will depend upon the number of claims filed against us on or after September 2001 and the amounts paid for indemnity and defense thereof. At June 30, 2017, approximately 1,595 cases were outstanding for which we may be responsible for any related liabilities. Since inception in September 2001 through June 30, 2017, the amounts paid for settled claims are approximately $22.1 million.

In evaluating our potential asbestos-related liability, we have considered various factors including, among other things, an actuarial study of the asbestos related liabilities performed by an independent actuarial firm, our settlement amounts and whether there are any co-defendants, the jurisdiction in which lawsuits are filed, and the status and results of settlement discussions. As is our accounting policy, we consider the advice of actuarial consultants with experience in assessing asbestos-related liabilities to estimate our potential claim liability. The methodology used to project asbestos-related liabilities and costs in our actuarial study considered: (1) historical data available from publicly available studies; (2) an analysis of our recent claims history to estimate likely filing rates into the future; (3) an analysis of our currently pending claims; and (4) an analysis of our settlements to date in order to develop average settlement values.

The most recent actuarial study was performed as of August 31, 2016. The updated study has estimated an undiscounted liability for settlement payments, excluding legal costs and any potential recovery from insurance carriers, ranging from $31 million to $47.7 million for the period through 2059. The change from the prior year study was a $2.3 million decrease for the low end of the range and a $3.4 million decrease for the high end of the range. The decrease in the estimated undiscounted liability from the prior year study at both the low end and high end of the range reflects our actual experience over the prior twelve months, our historical data and certain assumptions with respect to events that may occur in the future. Based on the information contained in the actuarial study and all other available information considered by us, we have concluded that no amount within the range of settlement payments was more likely than any other and, therefore, in assessing our asbestos liability we compare the low end of the range to our recorded liability to determine if an adjustment is required. Based upon the results of the August 31, 2016 actuarial study, a favorable adjustment to the asbestos liability was not recorded in our consolidated financial statements as the difference between our recorded liability and the liability in the actuarial report at the low end of the range was not material. Future legal costs, which are expensed as incurred and reported in loss from discontinued operations in the accompanying statement of operations, are estimated, according to the updated study, to range from $42.7 million to $78.6 million for the period through 2059.

We plan to perform an annual actuarial evaluation during the third quarter of each year for the foreseeable future. Given the uncertainties associated with projecting such matters into the future and other factors outside our control, we can give no assurance that additional provisions will not be required. We will continue to monitor the circumstances surrounding these potential liabilities in determining whether additional provisions may be necessary. At the present time, however, we do not believe that any additional provisions would be reasonably likely to have a material adverse effect on our liquidity or consolidated financial position.

Other Litigation

We are currently involved in various other legal claims and legal proceedings (some of which may involve substantial amounts), including claims related to commercial disputes, product liability, employment, and environmental. Although these legal claims and legal proceedings are subject to inherent uncertainties, based on our understanding and evaluation of the relevant facts and circumstances, we believe that the ultimate outcome of these matters will not, either individually or in the aggregate, have a material adverse effect on our business, financial condition or results of operations. We may at any time determine that settling any of these matters is in our best interests, which settlement may include substantial payments. Although we cannot currently predict the specific amount of any liability that may ultimately arise with respect to any of these matters, we will record provisions when the liability is considered probable and reasonably estimable. Significant judgment is required in both the determination of probability and the determination as to whether an exposure can be reasonably estimated. As additional information becomes available, we reassess our potential liability related to these matters. Such revisions of the potential liabilities could have a material adverse effect on our business, financial condition or results of operations.

Warranties

We generally warrant our products against certain manufacturing and other defects. These product warranties are provided for specific periods of time of the product depending on the nature of the product. As of June 30, 2017 and 2016, we have accrued $24.5 million and $26.9 million, respectively, for estimated product warranty claims included in accrued customer returns. The accrued product warranty costs are based primarily on historical experience of actual warranty claims.

The following table provides the changes in our product warranties (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Balance, beginning of period	$25,609	$26,404	$24,072	$23,395
Liabilities accrued for current year sales	25,693	25,418	51,423	47,999
Settlements of warranty claims	(26,774)	(24,876)	(50,967)	(44,448)
Balance, end of period	$24,528	$26,946	$24,528	$26,946

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements in this Report are indicated by words such as "anticipates," "expects," "believes," "intends," "plans," "estimates," "projects," "strategies" and similar expressi These statements represent our expectations based on current information and assumptions and are inherently subject to risks and uncertainties. Our actual results could differ materially from those which are anticipated or projected as a result of certain risks and uncertainties, including, but not limited to, changes in business relationships with our major customers and in the timing, size and continuation of our customers' programs; changes in our receivables factoring arrangements; the ability of our customers to achieve their projected sales; competitive product and pricing pressures; increases in production or material costs that cannot be recouped in product pricing; the performance of the aftermarket, heavy duty, industrial equipment and original equipment service markets; changes in the product mix and distribution channel mix; economic and market conditions; successful integration of acquired businesses; our ability to achieve benefits from our cost savings initiatives; product liability and environmental matters (including, without limitation, those related to asbestos-related contingent liabilities and remediation costs at certain properties); as well as other risks and uncertainties, such as those described under Risk Factors, Quantitative and Qualitative Disclosures About Market Risk and those detailed herein and from time to time in the filings of the Company with the SEC. Forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise. In addition, historical information should not be considered as an indicator of future performance. The following discussion should be read in conjunction with the unaudited consolidated financial statements, including the notes thereto, included elsewhere in this Report.

Business Overview

We are a leading independent manufacturer and distributor of replacement parts for motor vehicles in the automotive aftermarket industry with a complementary focus on heavy duty, industrial equipment and the original equipment service market. We are organized into two major operating segments, each of which focuses on specific lines of replacement parts. Our Engine Management Segment manufactures and remanufactures ignition and emission parts, ignition wires, battery cables, fuel system parts and sensors for vehicle systems. Our Temperature Control Segment manufactures and remanufactures air conditioning compressors, air conditioning and heating parts, engine cooling system parts, power window accessories, and windshield washer system parts.

We sell our products primarily to warehouse distributors, large retail chains, original equipment manufacturers and original equipment service part operations in the United States, Canada, Latin America, and Europe. Our customers consist of many of the leading warehouse distributors and auto parts retail chains, such as NAPA Auto Parts (National Automotive Parts Association, Inc.), Advance Auto Parts, Inc./CARQUEST Auto Parts, AutoZone, Inc., O'Reilly Automotive, Inc., Canadian Tire Corporation Limited and The Pep Boys Manny, Moe & Jack, as well as national program distribution groups, such as Auto Value and All Pro/Bumper to Bumper (Aftermarket Auto Parts Alliance, Inc.), Automotive Distribution Network LLC, The National Pronto Association ("Pronto"), Federated Auto Parts Distributors, Inc. ("Federated"), Pronto and Federated's affiliate, the Automotive Parts Services Group or The Group, Auto Plus and specialty market distributors. We distribute parts under our own brand names, such as Standard®, Blue Streak®, BWD®, Select®, Intermotor®, GP Sorensen®, TechSmart®, Tech Expert®, OEM®, LockSmart®, Four Seasons®, EVERCO®, ACi®, COMPRESSORWORKS® and Hayden® and through co-labels and private labels, such as CARQUEST®, Duralast®, Duralast Gold®, Import Direct®, Master Pro®, Omni-Spark®, Ultima Select®, Murray®, NAPA® Echlin®, NAPA Proformer™ Mileage Plus®, NAPA Temp Products™, NAPA® Belden®, Cold Power®, Driveworks™ and ToughOne™.

Our goal is to grow revenues and earnings and deliver returns in excess of our cost of capital by being the best-in-class, full-line, full-service supplier of premium products to the engine management and temperature control markets. Our management places significant emphasis on improving our financial performance by achieving operating efficiencies and improving asset utilization, while maintaining product quality and high customer order fill rates. We intend to continue to improve our operating efficiency, customer satisfaction and cost position by increasing cost effective vertical integration in key product lines through internal development and improving our cost effectiveness and competitive responsiveness to better serve our customer base, including sourcing certain products from low cost regions such as those in Asia without compromising product quality.

Seasonality. Historically, our operating results have fluctuated by quarter, with the greatest sales occurring in the second and third quarters of the year and revenues generally being recognized at the time of shipment. It is in these quarters that demand for our products is typically the highest, specifically in the Temperature Control Segment of our business. In addition to this seasonality, the demand for our Temperature Control products during the second and third quarters of the year may vary significantly with the summer weather and customer inventories. For example, a cool summer, as we experienced in both 2014 and 2013, may lessen the demand for our Temperature Control products, while a warm summer, as we experienced in 2016, may increase such demand. As a result of this seasonality and variability in demand of our Temperature Control products, our working capital requirements typically peak near the end of the second quarter, as the inventory build up of air conditioning products is converted to sales and payments on the receivables associated with such sales have yet to be received. During this period, our working capital requirements are typically funded by borrowing from our revolving credit facility.

Inventory Management. We face inventory management issues as a result of warranty and overstock returns. Many of our products carry a warranty ranging from a 90-day limited warranty to a lifetime limited warranty, which generally covers defects in materials or workmanship and failure to meet industry published specifications and/or the result of installation error. In addition to warranty returns, we also permit our customers to return new, undamaged products to us within customer-specific limits (which are generally limited to a specified percentage of their annual purchases from us) in the event that they have overstocked their inventories. In addition, the seasonality of our Temperature Control Segment requires that we increase our inventory during the winter season in preparation of the summer selling season and customers purchasing such inventory have the right to make returns.

In order to better control warranty and overstock return levels, we have in place procedures for authorized warranty returns, including for warranty returns which result from installation error, placed restrictions on the amounts customers can return and instituted a program to better estimate potential future product returns. In addition, with respect to our air conditioning compressors, which are our most significant customer product warranty returns, we established procedures whereby a warranty will be voided if a customer does not provide acceptable proof that complete air conditioning system repair was performed in accordance with approved procedures.

Discounts, Allowances and Incentives. We offer a variety of usual customer discounts, allowances and incentives. First, we offer cash discounts for paying invoices in accordance with the specified discount terms of the invoice. Second, we offer pricing discounts based on volume purchased from us and participation in our cost reduction initiatives. These discounts are principally in the form of “off-invoice” discounts and are immediately deducted from sales at the time of sale. For those customers that choose to receive a payment on a quarterly basis instead of “off-invoice,” we accrue for such payments as the related sales are made and reduce sales accordingly. Finally, rebates and discounts are provided to customers as advertising and sales force allowances, and allowances for warranty and overstock returns are also provided. Management analyzes historical returns, current economic trends, and changes in customer demand when evaluating the adequacy of the sales returns and other allowances. Significant management judgments and estimates must be made and used in connection with establishing the sales returns and other allowances in any accounting period. We account for these discounts and allowances as a reduction to revenues, and record them when the related sales are recorded.

Interim Results of Operations:

Comparison of the Three Months Ended June 30, 2017 to the Three Months Ended June 30, 2016

Sales. Consolidated net sales for the three months ended June 30, 2017 were $312.7 million, an increase of $23.7 million, or 8.2%, compared to $289 million in the same period of 2016. Consolidated net sales increased due to the higher results achieved by our Engine Management Segment.

The following table summarizes consolidated net sales by segment and by major product group within each segment for the three months ended June 30, 2017 and 2016 (in thousands):

	Three Months Ended June 30,	
	2017	2016
Engine Management:		
Ignition, Emission and Fuel System Parts	$ 178,105	$ 166,028
Wire and Cable	45,244	32,820
Total Engine Management	223,349	198,848
Temperature Control:		
Compressors	49,644	49,743
Other Climate Control Parts	37,747	37,760
Total Temperature Control	87,391	87,503
All Other	1,989	2,626
Total	$ 312,729	$ 288,977

Engine Management’s net sales increased $24.5 million, or 12.3%, to $223.3 million for the three months ended June 30, 2017. Net sales in the ignition, emissions and fuel systems parts product group for the three months ended June 30, 2017 were $178.1 million, an increase of $12.1 million, or 7.3%, compared to $166 million in the same period of 2016. Net sales in the wire and cable product group for the three months ended June 30, 2017 were $45.2 million, an increase of $12.4 million, or 37.8%, compared to $32.8 million in the three months ended June 30, 2016. In May 2016, we acquired the North American automotive ignition wire business of General Cable Corporation. Incremental net sales from the acquisition of $15 million were included in net sales of the wire and cable product group for the three months ended June 30, 2017. Excluding the incremental sales from the acquisition, net sales in the wire and cable product group declined $2.6 million, or 7.9%, and Engine Management net sales increased $9.5 million, or 4.8%, compared to the same period of 2016.

Temperature Control’s net sales were essentially flat for the three months ended June 30, 2017. Net sales in both the compressors product group and other climate control parts product group were essentially unchanged for the three months ended June 30, 2017 when compared to net sales for the three months ended June 30, 2016. Demand for our Temperature Control products may vary significantly with summer weather conditions and customer inventories.

Gross Margins. Gross margins, as a percentage of consolidated net sales, decreased to 29% in the second quarter of 2017, compared to 30.1% in the second quarter of 2016. The following table summarizes gross margins by segment for the three months ended June 30, 2017 and 2016, respectively (in thousands):

Three Months Ended June 30,	Engine Management	Temperature Control	Other	Total
2017				
Net sales	$ 223,349	$ 87,391	$1,989	$312,729
Gross margins	65,599	23,111	1,956	90,666
Gross margin percentage	29.4 %	26.4 %	—	29 %
2016				
Net sales	$ 198,848	$ 87,503	$2,626	$288,977
Gross margins	63,831	20,584	2,661	87,076
Gross margin percentage	32.1 %	23.5 %	—	30.1 %

Compared to the second quarter of 2016, gross margins at Engine Management decreased 2.7 percentage points from 32.1% to 29.4%, and gross margins at Temperature Control increased 2.9 percentage points from 23.5% to 26.4%. The gross margin percentage decrease in Engine Management compared to the prior year reflects inefficiencies and redundant costs incurred during our various planned production moves. The gross margin percentage increase in Temperature Control compared to the prior year resulted primarily from transferring production manufacturing to our lower cost Reynosa, Mexico facility.

Selling, General and Administrative Expenses. Selling, general and administrative expenses ("SG&A") increased to $60.1 million, or 19.2% of consolidated net sales, in the second quarter of 2017, as compared to $54.8 million, or 18.9% of consolidated net sales, in the second quarter of 2016. The $5.3 million increase in SG&A expenses as compared to the second quarter of 2016 is principally due to (1) higher selling and marketing costs, higher distribution expenses, and higher costs incurred in our accounts receivable factoring program, all associated with the increased sales volumes; and (2) incremental expenses from our acquisition of the North American automotive ignition wire business of General Cable Corporation, including amortization of intangible assets acquired.

Restructuring and Integration Expenses. Restructuring and integration expenses for the second quarter of 2017 were $1.2 million compared to restructuring and integration expenses of $0.8 million for the second quarter of 2016. The $0.4 million year-over-year increase in restructuring and integration expenses reflects the impact of the plant rationalization program that commenced in February 2016, the wire and cable relocation program announced in October 2016, and the Orlando plant rationalization program that commenced in January 2017.

Other Income, net. Other income, net was $0.3 million in both the second quarter of 2017 and 2016. During 2017 and 2016, we recognized $0.3 million of deferred gain related to the sale-leaseback of our Long Island City, New York facility.

Operating Income. Operating income decreased to $29.7 million in the second quarter of 2017, compared to $31.8 million in the second quarter of 2016. The year-over year decrease in operating income of $2.1 million is the result of the impact of lower gross margins as a percentage of consolidated net sales, higher SG&A expenses and higher restructuring and integration expenses, which more than offset the impact of higher consolidated net sales.

Other Non-Operating Income, Net. Other non-operating income, net was $0.7 million in the second quarter of 2017, compared to $0.3 million in the second quarter of 2016. The year-over-year improvement in other non-operating income, net resulted primarily from the increase in equity income from our joint ventures.

Interest Expense. Interest expense increased to $0.7 million in the second quarter of 2017, compared to $0.4 million in the second quarter of 2016. The year-over-year increase interest expense reflects the impact of higher year-over-year average interest rates on our revolving credit facility.

Index

Income Tax Provision. The income tax provision in the second quarter of 2017 was $11.4 million at an effective tax rate of 38.5% compared to $11.9 million at an effective tax rate of 37.4% for the same period in 2016. The higher year-over-year effective tax rate is the result of a change in the mix of pre-tax income from the lower foreign tax rate jurisdictions to the U.S.

Loss from Discontinued Operations. Loss from discontinued operations, net of tax, reflects legal expenses associated with our asbestos-related liability. We recorded $0.5 million and $0.6 million as a loss from discontinued operations for the second quarter of 2017 and 2016, respectively. As discussed more fully in Note 15 in the notes to our consolidated financial statements (unaudited), we are responsible for certain future liabilities relating to alleged exposure to asbestos containing products.

Comparison of the Six Months Ended June 30, 2017 to the Six Months Ended June 30, 2016

Sales. Consolidated net sales for the six months ended June 30, 2017 were $595.1 million, an increase of $67.2 million, or 12.7%, compared to $527.9 million in the same period of 2016. Consolidated net sales increased due to the higher results achieved by both our Engine Management and Temperature Control Segments.

The following table summarizes consolidated net sales by segment and by major product group within each segment for the six months ended June 30, 2017 and 2016 (in thousands):

	Six Months Ended June 30,	
	2017	2016
Engine Management:		
Ignition, Emission and Fuel System Parts	$ 343,258	$ 320,135
Wire and Cable	91,405	59,394
Total Engine Management	434,663	379,529
Temperature Control:		
Compressors	87,545	77,000
Other Climate Control Parts	70,136	67,269
Total Temperature Control	157,681	144,269
All Other	2,763	4,090
Total	$ 595,107	$ 527,888

Engine Management's net sales increased $55.1 million, or 14.5%, to $434.7 million for the first six months of 2017. Net sales in the ignition, emissions and fuel systems parts product group for the six months ended June 30, 2017 were $343.3 million, an increase of $23.2 million, or 7.2%, compared to $320.1 million in the same period of 2016. Net sales in the wire and cable product group for the six months ended June 30, 2017 were $91.4 million, an increase of $32 million, or 53.9%, compared to $59.4 million in the first six months of 2016. In May 2016, we acquired the North American automotive ignition wire business of General Cable Corporation. Incremental net sales from the acquisition of $38.4 million were included in net sales of the wire and cable product group for the six months ended June 30, 2017. Excluding the incremental sales from the acquisition, net sales in the wire and cable product group declined $6.4 million, or 10.8%, and Engine Management net sales increased $16.7 million, or 4.4%, compared to the first six months of 2016.

Temperature Control's net sales increased $13.4 million, or 9.3%, to $157.7 million for the first six months of 2017. Net sales in the compressors product group for the six months ended June 30, 2017 were $87.5 million, an increase of $10.5 million, or 13.6%, compared to $77 million in the same period of 2016. Net sales in the other climate control parts product group for the six months ended June 30, 2017 were $70.1 million, an increase of $2.8 million, or 4.2%, compared to $67.3 million in the first six months of 2016. Demand for our Temperature Control products during the second and third quarter of each year may vary significantly with summer weather conditions and customer inventories.

Index

Gross Margins. Gross margins, as a percentage of consolidated net sales, decreased to 29.4% in the first six months of 2017, compared to 30.3% during the same period in 2016. The following table summarizes gross margins by segment for the six months ended June 30, 2017 and 2016 (in thousands):

Six Months Ended June 30,	Engine Management		Temperature Control		Other	Total	
2017							
Net sales	$ 434,663		$ 157,681		$2,763	$595,107	
Gross margins	129,723		40,818		4,235	174,776	
Gross margin percentage	29.8	%	25.9	%	—	29.4	%
2016							
Net sales	$ 379,529		$ 144,269		$4,090	$527,888	
Gross margins	121,107		34,674		4,291	160,072	
Gross margin percentage	31.9	%	24	%	—	30.3	%

Compared to the first six months of 2016, gross margins at Engine Management decreased 2.1 percentage points from 31.9% to 29.8%, and gross margins at Temperature Control increased 1.9 percentage points from 24% to 25.9%. The gross margin percentage decrease in Engine Management compared to the prior year reflects inefficiencies and redundant costs incurred during our various planned production moves. The gross margin percentage increase in Temperature Control compared to the prior year resulted primarily from transferring production manufacturing to our lower cost Reynosa, Mexico facility.

Selling, General and Administrative Expenses. SG&A expenses increased to $117.4 million, or 19.7% of consolidated net sales, in the six months ended June 30, 2017, as compared to $107.8 million, or 20.4% of consolidated net sales, in the same period of 2016. The $9.6 million increase in SG&A expenses as compared to the first six months of 2016 is principally due to (1) higher selling and marketing costs, higher distribution expenses, and higher costs incurred in our accounts receivable factoring program, all associated with increased sales volumes; and (2) incremental expenses from our acquisition of the North American automotive ignition wire business of General Cable Corporation, including amortization of intangible assets acquired.

Restructuring and Integration Expenses. Restructuring and integration expenses for the six months ended June 30, 2017 were $2.8 million compared to restructuring and integration expenses of $1 million in the same period of 2016. The $1.8 million year-over-year increase in restructuring and integration expenses reflects the impact of the plant rationalization program that commenced in February 2016, the wire and cable relocation program announced in October 2016, and the Orlando plant rationalization program that commenced in January 2017.

Other Income, Net. Other income, net was $0.6 million in both the six months ended June 30, 2017 and 2016. During 2017 and 2016, we recognized $0.5 million of deferred gain related to the sale-leaseback of our Long Island City, New York facility.

Operating Income. Operating income was $55.2 million in the first six months of 2017, compared to $51.9 million for the same period in 2016. The year-over-year increase in operating income of $3.3 million is the result of higher consolidated net sales offset, in part, by lower gross margins as a percentage of consolidated net sales, higher SG&A expenses and higher restructuring and integration expenses.

Other Non-Operating Income, Net. Other non-operating income, net was $1.6 million in the first six months of 2017, compared to other non-operating income, net of $0.6 million in the first six months of 2016. The year-over-year improvement in other non-operating income, net resulted primarily from the increase in equity income from our joint ventures and the favorable impact of changes in foreign currency exchange rates.

Interest Expense. Interest expense increased to $1.2 million in the first six months of 2017, compared to $0.7 million for the same period in 2016. The year-over-year increase reflects the impact of higher average outstanding borrowings during the first six months of 2017 when compared to the same period in 2016, and the higher year-over-year average interest rates on our revolving credit facility. The year-over-year increase in our average outstanding borrowings resulted primarily from the impact of our May 2016 acquisition of the North American automotive ignition wire business of General Cable Corporation for approximately $67.5 million which was funded by our revolving credit facility.

Income Tax Provision. The income tax provision for the six months ended June 30, 2017 was $20.9 million at an effective tax rate of 37.7%, compared to $19.2 million at an effective tax rate of 37.2% for the same period in 2016. The higher year-over-year effective tax rate is the result of a change in the mix of pre-tax income from the lower foreign tax rate jurisdictions to the U.S.

Loss from Discontinued Operations. Loss from discontinued operations, net of tax, reflects legal expenses associated with our asbestos-related liability. We recorded $1.1 million as a loss from discontinued operations for both the six months ended June 30, 2017 and 2016. As discussed more fully in Note 15 in the notes to our consolidated financial statements (unaudited), we are responsible for certain future liabilities relating to alleged exposure to asbestos containing products.

Restructuring and Integration Programs

Plant Rationalization Program

In February 2016, in connection with our ongoing efforts to improve operating efficiencies and reduce costs, we finalized our intention to implement a plant rationalization initiative. As part of the plant rationalization, certain production activities will be relocated from our Grapevine, Texas manufacturing facility to facilities in Greenville, South Carolina and Reynosa, Mexico, certain service functions will be relocated from Grapevine, Texas to our administrative offices in Lewisville, Texas, and our Grapevine, Texas facility will be closed. In addition, certain production activities will be relocated from our Greenville, South Carolina manufacturing facility to our manufacturing facility in Bialystok, Poland. The following table summarizes the Plant Rationalization Program’s current forecast estimate through the end of the program, and the amounts incurred through June 30, 2017:

	Forecast	Amounts Incurred Through June 30, 2017
	(In thousands)	
Restructuring and integration expense	$5,700	$4,845
Capital expenditures	4,000	3,693
Temporary incremental operating expense	2,800	2,332
Total	$12,500	$10,870

Temporary incremental operating expense consists of labor and overhead inefficiencies during the program resulting from running duplicate facilities.

Wire and Cable Relocation

In connection with our acquisition of the North American automotive ignition wire business of General Cable Corporation in May 2016, we expect to incur certain integration expenses, including costs to be incurred in connection with the consolidation of the General Cable Corporation Altoona, Pennsylvania distribution center into our existing wire distribution center in Edwardsville, Kansas and the relocation of certain machinery and equipment. In October 2016, we further announced our plan to relocate all production from the acquired Nogales, Mexico wire set assembly operation to our existing wire assembly facility in Reynosa, Mexico and to close the Nogales, Mexico plant. The following table summarizes the Wire and Cable Relocation Program's current forecast estimate through the end of the program, and the amounts incurred through June 30, 2017:

	Forecast	Amounts Incurred Through June 30, 2017
	(In thousands)	
Restructuring and integration expense	$2,600	$ 1,239
Capital expenditures	1,100	556
Temporary incremental operating expense	3,300	1,961
Total	$7,000	$ 3,756

Temporary incremental operating expense consists of labor and overhead inefficiencies during the program resulting from running duplicate facilities.

Orlando Plant Rationalization Program

In January 2017, to further our ongoing efforts to improve operating efficiencies and reduce costs, we finalized our intention to implement another plant rationalization initiative at our Orlando, Florida facility. As part of the plant rationalization, we plan to relocate production activities from our Orlando, Florida manufacturing facility to Independence, Kansas, and close our Orlando, Florida facility. The following table summarizes the Orlando Plant Rationalization Program's current forecast estimate through the end of the program, and the amounts incurred through June 30, 2017:

	Forecast	Amounts Incurred Through June 30, 2017
	(In thousands)	
Restructuring and integration expense	$3,100	$ 617
Capital expenditures	800	228
Total	$3,900	$ 845

For a detailed discussion on the restructuring and integration costs, see Note 4, "Restructuring and Integration Expenses," of the notes to our consolidated financial statements (unaudited).

Liquidity and Capital Resources

Operating Activities. During the first six months of 2017, cash used in operating activities was $6.8 million compared to cash provided by operating activities of $23.7 million in the same period of 2016. The year-over-year decrease in operating cash flow is primarily the result of the larger year-over-year increase in accounts receivable, the larger year-over-year increase in inventories, the smaller year-over-year increase in sundry payables and accrued expenses, and the year-over-year increase in prepaid expenses and other current assets compared to the year-over-year decrease in prepaid expenses and other current assets in the same period of 2016 offset, in part, by the increase in net earnings.

Net earnings during the first six months of 2017 were $33.5 million compared to $31.4 million in the first six months of 2016. During the first six months of 2017, (1) the increase in receivables was $53.1 million compared to the year-over-year increase in receivables of $41.7 million in 2016; (2) the increase in inventories was $27 million compared to the year-over-year increase in inventories of $20.8 million in 2016; (3) the increase in sundry payables and accrued expenses was $5.7 million compared to the year-over-year increase in sundry payables and accrued expenses of $13.4 million in 2016; and (4) the increase in prepaid expenses and other current assets was $0.9 million compared to the year-over-year decrease in prepaid expenses and other current assets of $4.1 million in 2016. The higher year-over-year increase in receivables as compared to 2016 reflects the impact of the higher year-over-year net sales, while the comparative increase in inventories is the result of “safety stock” built in connection with our restructuring and integration programs. We continue to actively manage our working capital to maximize our operating cash flow.

Investing Activities. Cash used in investing activities was $8.8 million in the first six months of 2017, compared to $77.4 million in the same period of 2016. Investing activities during the first six months of 2017 consisted of capital expenditures of $8.8 million. Investing activities during the first six months of 2016 consisted of (1) our acquisition of certain assets and the assumption of certain liabilities of General Cable Corporation's automotive ignition wire business in North America as well as 100% of the equity interests of a General Cable subsidiary in Nogales, Mexico for $67.3 million, net of cash acquired and (2) capital expenditures of $10.1 million.

Financing Activities. Cash provided by financing activities was $11.8 million in the first six months of 2017, compared to $47.2 million in the same period of 2016. During the first six months of 2017, borrowings under our revolving credit facility of $24.1 million were used to fund our operating cash flow, purchase shares of our common stock, pay dividends and fund our capital expenditures. During the first six months of 2016, borrowings under our revolving credit facility of $52.6 million, along with cash provided by operating activities, were used to fund the acquisition of the North American automotive ignition business of General Cable Corporation, purchase shares of our common stock, pay dividends and fund capital expenditures. During the first six months of 2017, we made cash payments for the repurchase of our common stock of $5.2 million as compared to $0.4 million in 2016. Dividends of $8.7 million were paid in the first six months of 2017 as compared to $7.7 million in the comparable period last year. In January 2017, our Board of Directors voted to increase our quarterly dividend from $0.17 per share in 2016 to $0.19 per share in 2017.

In October 2015, we entered into a Credit Agreement with JPMorgan Chase Bank, N.A., as agent, and a syndicate of lenders for a senior secured revolving credit facility with a line of credit of up to $250 million (with an additional $50 million accordion feature) and a maturity date in October 2020. The line of credit under the agreement also allows for a $10 million line of credit to Canada as part of the $250 million available for borrowing. Direct borrowings under the credit agreement bear interest at LIBOR plus a margin ranging from 1.25% to 1.75% based on our borrowing availability, or floating at the alternate base rate plus a margin ranging from 0.25% to 0.75% based on our borrowing availability, at our option. The credit agreement is guaranteed by certain of our subsidiaries and secured by certain of our assets.

Borrowings under the credit agreement are secured by substantially all of our assets, including accounts receivable, inventory and certain fixed assets, and those of certain of our subsidiaries. Availability under the credit agreement is based on a formula of eligible accounts receivable, eligible inventory, eligible equipment and eligible fixed assets. After taking into account outstanding borrowings under the credit agreement, there was an additional $162.2 million available for us to borrow pursuant to the formula at June 30, 2017. Outstanding borrowings under the credit agreement, which are classified as current liabilities, were $78.9 million and $54.8 million at June 30, 2017 and December 31, 2016, respectively. Borrowings under the credit agreement have been classified as current liabilities based upon the accounting rules and certain provisions in the agreement.

At June 30, 2017, the weighted average interest rate on our credit agreement was 2.5%, which consisted of $75 million in direct borrowings at 2.4% and an alternative base rate loan of $3.9 million at 4.5%. At December 31, 2016, the weighted average interest rate on our credit agreement was 2.3%, which consisted of $45 million in direct borrowings at 2% and an alternative base rate loan of $9.8 million at 4%. During the six months ended June 30, 2017, our average daily alternative base rate loan balance was $5.2 million, compared to a balance of $3 million for the six months ended June 30, 2016, a balance of $2.6 million for the year ended December 31, 2016.

At any time that our borrowing availability is less than the greater of either (a) $25 million, or 10% of the commitments if fixed assets are not included in the borrowing base, or (b) $31.25 million, or 12.5% of the commitments if fixed assets are included in the borrowing base, the terms of the credit agreement provide for, among other provisions, a financial covenant requiring us, on a consolidated basis, to maintain a fixed charge coverage ratio of 1:1 at the end of each fiscal quarter (rolling four quarters). As of June 30, 2017, we were not subject to these covenants. The credit agreement permits us to pay cash dividends of $20 million and make stock repurchases of $20 million in any fiscal year subject to a minimum availability of $25 million. Provided specific conditions are met, the credit agreement also permits acquisitions, permissible debt financing, capital expenditures, and cash dividend payments and stock repurchases of greater than $20 million.

In order to reduce our accounts receivable balances and improve our cash flow, we sell undivided interests in certain of our receivables to financial institutions. We enter these agreements at our discretion when we determine that the cost of factoring is less than the cost of servicing our receivables with existing debt. Under the terms of the agreements, we retain no rights or interest, have no obligations with respect to the sold receivables, and do not service the receivables after the sale. As such, these transactions are being accounted for as a sale.

Pursuant to these agreements, we sold $224.3 million and $404.1 million of receivables during the three months and six months ended June 30, 2017, respectively, and $201.7 million and $367.6 million for the comparable periods in 2016. A charge in the amount of $6.4 million and $11.6 million related to the sale of receivables is included in selling, general and administrative expense in our consolidated statements of operations for the three months and six months ended June 30, 2017, respectively, and $4.9 million and $8.9 million for the comparable periods in 2016. If we do not enter into these arrangements or if any of the financial institutions with which we enter into these arrangements were to experience financial difficulties or otherwise terminate these arrangements, our financial condition, results of operations and cash flows could be materially and adversely affected by delays or failures to collect future trade accounts receivable.

In February 2017, our Board of Directors authorized the purchase of up to $20 million of our common stock under a stock repurchase program. Stock will be purchased from time to time, in the open market or through private transactions, as market conditions warrant. Under this program, during the six months ended June 30, 2017, we repurchased 109,291 shares of our common stock at a total cost of $5.3 million. As of June 30, 2017, there was approximately $14.7 million available for future repurchases under the program. In July 2017, we repurchased an additional 17,689 shares of our common stock under the program at a total cost of $0.9 million, thereby reducing the amount available for future stock repurchases under the Board of Directors authorization to $13.8 million.

In February 2016, in connection with our ongoing efforts to improve operating efficiencies and reduce costs, we finalized our intention to implement a plant rationalization initiative. As part of the plant rationalization, certain production activities will be relocated from our Grapevine, Texas manufacturing facility to facilities in Greenville, South Carolina and Reynosa, Mexico, certain service functions will be relocated from Grapevine, Texas to our administrative offices in Lewisville, Texas, and our Grapevine, Texas facility will be closed. In addition, certain production activities will be relocated from our Greenville, South Carolina manufacturing facility to our manufacturing facility in Bialystok, Poland. One-time plant rationalization costs of approximately $12.5 million are expected to be incurred, consisting of restructuring and integration expenses of approximately $5.7 million related to employee severance and relocation of certain machinery and equipment; capital expenditures of approximately $4 million; and temporary incremental operating expenses of approximately $2.8 million, which consists of labor and overhead inefficiencies during the program resulting from running duplicate facilities. Substantially all of the one-time plant rationalization costs are expected to result in future cash expenditures and will be recognized throughout the program. As of June 30, 2017, cash expenditures of approximately $8.9 million have been made related to the program. We anticipate that the plant rationalization will be completed by the end of 2017.

In connection with our acquisition of the North American automotive ignition wire business of General Cable Corporation in May 2016, we expect to incur certain integration expenses, including costs to be incurred in connection with the consolidation of the General Cable Corporation Altoona, Pennsylvania distribution center into our existing wire distribution center in Edwardsville, Kansas and the relocation of certain machinery and equipment. In October 2016, we further announced our plan to relocate all production from the acquired Nogales, Mexico wire set assembly operation to our existing wire assembly facility in Reynosa, Mexico and to close the Nogales, Mexico plant. Integration expenses expected to be incurred related to the closure of the Nogales, Mexico plant include employee severance and the relocation of certain machinery and equipment. One-time plant rationalization costs related to the program of approximately $7 million are expected to be incurred, consisting of restructuring and integration expenses of approximately $2.6 million, capital expenditures of $1.1 million and temporary incremental operating expenses of approximately $3.3 million. Substantially all of the one-time rationalization costs are expected to result in future cash expenditures and will be recognized throughout the program. As of June 30, 2017, cash expenditures of approximately $3.2 million have been made related to the program. We anticipate that the wire and cable relocation program will be completed by the end of the first quarter of 2018.

Index

In January 2017, to further our ongoing efforts to improve operating efficiencies and reduce costs, we finalized our intention to implement another plant rationalization initiative at our Orlando, Florida facility. As part of the plant rationalization, we plan to relocate production activities from our Orlando, Florida manufacturing facility to Independence, Kansas, and close our Orlando, Florida facility. One-time plant rationalization costs related to the program of approximately $3.9 million are expected to be incurred, consisting of restructuring and integration expenses of approximately $3.1 million and capital expenditures of $0.8 million. Substantially all of the one-time rationalization costs are expected to result in future cash expenditures and will be recognized throughout the program. As of June 30, 2017, cash expenditures of approximately $0.3 million have been made related to the program. We anticipate that the Orlando plant rationalization program will be completed by the end of the second quarter of 2018.

We anticipate that our cash flow from operations, available cash and available borrowings under our revolving credit facility will be adequate to meet our future liquidity needs for at least the next twelve months. Significant assumptions underlie this belief, including, among other things, that there will be no material adverse developments in our business, liquidity or capital requirements. If material adverse developments were to occur in any of these areas, there can be no assurance that our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our revolving credit facility in amounts sufficient to enable us to pay the principal and interest on our indebtedness, or to fund our other liquidity needs. In addition, if we default on any of our indebtedness, or breach any financial covenant in our revolving credit facility, our business could be adversely affected. For further information regarding the risks of our business, please refer to the Risk Factors section of our Annual Report on Form 10-K for the year ending December 31, 2016.

The following table summarizes our contractual commitments as of June 30, 2017 and expiration dates of commitments through 2026 (a) (b):

(In thousands)	2017	2018	2019	2020	2021	2022-2026	Total
Lease obligations	$4,447	$8,650	$6,944	$5,864	$5,677	$8,653	$40,235
Postretirement benefits	620	56	51	46	41	133	947
Severance payments related to restructuring and integration	868	2,054	143	83	—	—	3,148
Total commitments	$5,935	$10,760	$7,138	$5,993	$5,718	$8,786	$44,330

(a) Indebtedness under our revolving credit facilities is not included in the table above as it is reported as a current liability in our consolidated balance sheets. As of June 30, 2017, amounts outstanding under our revolving credit facilities were $78.9 million.

(b) We anticipate total aggregate future severance payments of approximately $4.5 million related to the plant rationalization program, the wire and cable relocation program and the Orlando plant rationalization program. Amounts accrued at June 30, 2017 approximate $3.1 million, with the balance of $1.4 million to be accrued over the remaining implementation period of the programs. All programs are expected to be completed by the end of 2018.

Critical Accounting Policies

We have identified the policies below as critical to our business operations and the understanding of our results of operations. The impact and any associated risks related to these policies on our business operations is discussed throughout “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” where such policies affect our reported and expected financial results. There have been no material changes to our critical accounting policies and estimates from the information provided in Note 1 of the notes to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016. You should be aware that preparation of our consolidated quarterly financial statements in this Report requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of our consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. We can give no assurances that actual results will not differ from those estimates. Although we do not believe that there is a reasonable likelihood that there will be a material change in the future estimate or in the assumptions that we use in calculating the estimate, unforeseen changes in the industry, or business could materially impact the estimate and may have a material adverse effect on our business, financial condition and results of operations.

Revenue Recognition. We derive our revenue primarily from sales of replacement parts for motor vehicles from both our Engine Management and Temperature Control Segments. We recognize revenues when products are shipped and title has been transferred to a customer, the sales price is fixed and determinable, and collection is reasonably assured. For some of our sales of remanufactured products, we also charge our customers a deposit for the return of a used core component which we can use in our future remanufacturing activities. Such deposit is not recognized as revenue but rather carried as a core liability. The liability is extinguished when a core is actually returned to us. We estimate and record provisions for cash discounts, quantity rebates, sales returns and warranties in the period the sale is recorded, based upon our prior experience and current trends. As described below, significant management judgments and estimates must be made and used in estimating sales returns and allowances relating to revenue recognized in any accounting period.

Inventory Valuation. Inventories are valued at the lower of cost and net realizable value. Cost is determined on the first-in, first-out basis. Where appropriate, standard cost systems are utilized for purposes of determining cost; the standards are adjusted as necessary to ensure they approximate actual costs. Estimates of lower of cost and net realizable value of inventory are determined by comparing the actual cost of the product to the estimated selling prices in the ordinary course of business less reasonably predictable costs of completion, disposal and transportation of the inventory.

We also evaluate inventories on a regular basis to identify inventory on hand that may be obsolete or in excess of current and future projected market demand. For inventory deemed to be obsolete, we provide a reserve on the full value of the inventory. Inventory that is in excess of current and projected use is reduced by an allowance to a level that approximates our estimate of future demand. Future projected demand requires management judgment and is based upon (a) our review of historical trends and (b) our estimate of projected customer specific buying patterns and trends in the industry and markets in which we do business. Using rolling twelve month historical information, we estimate future demand on a continuous basis. As such, the historical volatility of such estimates has been minimal.

We utilize cores (used parts) in our remanufacturing processes for air conditioning compressors, diesel injectors, diesel pumps and turbo charges. The production of air conditioning compressors, diesel injectors, diesel pumps and turbo charges involves the rebuilding of used cores, which we acquire either in outright purchases from used parts brokers or from returns pursuant to an exchange program with customers. Under such exchange programs, we reduce our inventory, through a charge to cost of sales, when we sell a finished good compressor, diesel injector, diesel pump or turbo charger and put back to inventory the used core exchanged at standard cost through a credit to cost of sales when it is actually received from the customer.

Sales Returns and Other Allowances and Allowance for Doubtful Accounts. We must make estimates of potential future product returns related to current period product revenue. We analyze historical returns, current economic trends, and changes in customer demand when evaluating the adequacy of the sales returns and other allowances. Significant judgments and estimates must be made and used in connection with establishing the sales returns and other allowances in any accounting period. At June 30, 2017, the allowance for sales returns was $45.8 million.

Similarly, we must make estimates of the uncollectability of our accounts receivable. We specifically analyze accounts receivable and analyze historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. At June 30, 2017, the allowance for doubtful accounts and for discounts was $5.9 million.

New Customer Acquisition Costs. New customer acquisition costs refer to arrangements pursuant to which we incur change-over costs to induce a new customer to switch from a competitor's brand. In addition, change-over costs include the costs related to removing the new customer's inventory and replacing it with Standard Motor Products inventory commonly referred to as a stocklift. New customer acquisition costs are recorded as a reduction to revenue when incurred.

Accounting for Income Taxes. As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax expense together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income, and to the extent we believe that it is more likely than not that the deferred tax assets will not be recovered, we must establish a valuation allowance. To the extent we establish a valuation allowance or increase or decrease this allowance in a period, we must include an expense or recovery, respectively, within the tax provision in the statement of operations.

We maintain valuation allowances when it is more likely than not that all or a portion of a deferred asset will not be realized. In determining whether a valuation allowance is warranted, we evaluate factors such as prior earnings history, expected future earnings, carryback and carryforward periods and tax strategies. We consider all positive and negative evidence to estimate if sufficient future taxable income will be generated to realize the deferred tax asset. We consider cumulative losses in recent years as well as the impact of one-time events in assessing our pre-tax earnings. Assumptions regarding future taxable income require significant judgment. Our assumptions are consistent with estimates and plans used to manage our business which includes restructuring and integration initiatives that are expected to generate significant savings in future periods.

The valuation allowance of $0.5 million as of June 30, 2017 is intended to provide for the uncertainty regarding the ultimate realization of our U.S. foreign tax credit carryovers and foreign net operating loss carryovers. The assessment of the adequacy of our valuation allowance is based on our estimates of taxable income in these jurisdictions and the period over which our deferred tax assets will be recoverable.

In the event that actual results differ from these estimates, or we adjust these estimates in future periods for current trends or expected changes in our estimating assumptions, we may need to modify the level of the valuation allowance which could materially impact our business, financial condition and results of operations.

In accordance with generally accepted accounting practices, we recognize in our financial statements only those tax positions that meet the more-likely-than-not-recognition threshold. We establish tax reserves for uncertain tax positions that do not meet this threshold. As of June 30, 2017, we do not believe there is a need to establish a liability for uncertain tax positions. Penalties and interest associated with income tax matters are included in the provision for income taxes in our consolidated statement of operations.

Valuation of Long Lived and Intangible Assets and Goodwill. At acquisition, we estimate and record the fair value of purchased intangible assets, which primarily consists of customer relationships, trademarks and trade names, patents and non-compete agreements. The fair values of these intangible assets are estimated based on our assessment. Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. Goodwill and certain other intangible assets having indefinite lives are not amortized to earnings, but instead are subject to periodic testing for impairment. Intangible assets determined to have definite lives are amortized over their remaining useful lives.

We assess the impairment of long lived assets, identifiable intangibles assets and goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. With respect to goodwill and identifiable intangible assets having indefinite lives, we test for impairment on an annual basis or in interim periods if an event occurs or circumstances change that may indicate the fair value is below its carrying amount. Factors we consider important, which could trigger an impairment review, include the following: (a) significant underperformance relative to expected historical or projected future operating results; (b) significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and (c) significant negative industry or economic trends. We review the fair values using the discounted cash flows method and market multiples.

When performing our evaluation of goodwill for impairment, if we conclude qualitatively that it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, than the two-step impairment test is not required. If we are unable to reach this conclusion, then we would perform the two-step impairment test. Initially, the fair value of the reporting unit is compared to its carrying amount. To the extent the carrying amount of a reporting unit exceeds the fair value of the reporting unit; we are required to perform a second step, as this is an indication that the reporting unit goodwill may be impaired. In this step, we compare the implied fair value of the reporting unit goodwill with the carrying amount of the reporting unit goodwill and recognize a charge for impairment to the extent the carrying value exceeds the implied fair value. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all of the assets (recognized and unrecognized) and liabilities of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill. In addition, identifiable intangible assets having indefinite lives are reviewed for impairment on an annual basis using a methodology consistent with that used to evaluate goodwill.

Intangible assets having definite lives and other long-lived assets are reviewed for impairment whenever events such as product discontinuance, plant closures, product dispositions or other changes in circumstances indicate that the carrying amount may not be recoverable. In reviewing for impairment, we compare the carrying value of such assets to the estimated undiscounted future cash flows expected from the use of the assets and their eventual disposition. When the estimated undiscounted future cash flows are less than their carrying amount, an impairment loss is recognized equal to the difference between the assets fair value and their carrying value.

There are inherent assumptions and estimates used in developing future cash flows requiring our judgment in applying these assumptions and estimates to the analysis of identifiable intangibles and long lived asset impairment including projecting revenues, interest rates, tax rates and the cost of capital. Many of the factors used in assessing fair value are outside our control and it is reasonably likely that assumptions and estimates will change in future periods. These changes can result in future impairments. In the event our planning assumptions were modified resulting in impairment to our assets, we would be required to include an expense in our statement of operations, which could materially impact our business, financial condition and results of operations.

Postretirement Medical Benefits. Each year, we calculate the costs of providing retiree benefits under the provisions of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 712, Nonretirement Postemployment Benefits. The determination of postretirement plan obligations and their associated costs requires the use of actuarial computations to estimate participant plan benefits the employees will be entitled to. The key assumptions used in making these calculations are the eligibility criteria of participants and the discount rate used to value the future obligation. The discount rate reflects the yields available on high-quality, fixed-rate debt securities.

Share-Based Compensation. The provisions of FASB ASC 718, Stock Compensation, require the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors based on estimated fair values on the grant date. The value of the portion of the award that is ultimately expected to vest is recognized as expense on a straight-line basis over the requisite service periods in our consolidated statement of operations. Forfeitures are estimated at the time of grant based on historical trends in order to estimate the amount of share-based awards that will ultimately vest. We monitor actual forfeitures for any subsequent adjustment to forfeiture rates.

Environmental Reserves. We are subject to various U.S. Federal, state and local environmental laws and regulations and are involved in certain environmental remediation efforts. We estimate and accrue our liabilities resulting from such matters based upon a variety of factors including the assessments of environmental engineers and consultants who provide estimates of potential liabilities and remediation costs. Such estimates are not discounted to reflect the time value of money due to the uncertainty in estimating the timing of the expenditures, which may extend over several years. Potential recoveries from insurers or other third parties of environmental remediation liabilities are recognized independently from the recorded liability, and any asset related to the recovery will be recognized only when the realization of the claim for recovery is deemed probable.

Asbestos Litigation. We are responsible for certain future liabilities relating to alleged exposure to asbestos-containing products. In accordance with our accounting policy, our most recent actuarial study as of August 31, 2016 estimated an undiscounted liability for settlement payments, excluding legal costs and any potential recovery from insurance carriers, ranging from $31 million to $47.7 million for the period through 2059. Based on the information contained in the actuarial study and all other available information considered by us, we have concluded that no amount within the range of settlement payments was more likely than any other and, therefore, in assessing our asbestos liability we compare the low end of the range to our recorded liability to determine if an adjustment is required. Based upon the results of the August 31, 2016 actuarial study, a favorable adjustment to the asbestos liability was not recorded in our consolidated financial statements as the difference between our recorded liability and the liability in the actuarial report at the low end of the range was not material. In addition, according to the updated study, future legal costs, which are expensed as incurred and reported in loss from discontinued operations in the accompanying statement of operations, are estimated to range from $42.7 million to $78.6 million for the period through 2059. We will continue to perform an annual actuarial analysis during the third quarter of each year for the foreseeable future. Based on this analysis and all other available information, we will continue to reassess the recorded liability and, if deemed necessary, record an adjustment to the reserve, which will be reflected as a loss or gain from discontinued operations.

Other Loss Reserves. We have other loss exposures, for such matters as legal claims and legal proceedings. Establishing loss reserves for these matters requires estimates, judgment of risk exposure, and ultimate liability. We record provisions when the liability is considered probable and reasonably estimable. Significant judgment is required in both the determination of probability and the determination as to whether an exposure can be reasonably estimated. As additional information becomes available, we reassess our potential liability related to these matters. Such revisions of the potential liabilities could have a material adverse effect on our business, financial condition or results of operations.

Recently Issued Accounting Pronouncements

For a detailed discussion on recently issued accounting pronouncements and their impact on our consolidated financial statements, see Note 2, “Summary of Significant Accounting Policies” of the notes to our consolidated financial statements (unaudited).

Index

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative and Qualitative Disclosure about Market Risk

We are exposed to market risk, primarily related to foreign currency exchange and interest rates. These exposures are actively monitored by management. Our exposure to foreign exchange rate risk is due to certain costs, revenues and borrowings being denominated in currencies other than one of our subsidiary's functional currency. Similarly, we are exposed to market risk as the result of changes in interest rates, which may affect the cost of our financing. It is our policy and practice to use derivative financial instruments only to the extent necessary to manage exposures. We do not hold or issue derivative financial instruments for trading or speculative purposes. As of June 30, 2017, we do not have any derivative financial instruments.

Exchange Rate Risk

We have exchange rate exposure, primarily, with respect to the Canadian Dollar, the Euro, the British Pound, the Polish Zloty, the Mexican Peso, the Taiwan Dollar, the Chinese Yuan Renminbi and the Hong Kong Dollar. As of June 30, 2017 and December 31, 2016, our monetary assets and liabilities which are subject to this exposure are immaterial, therefore the potential immediate loss to us that would result from a hypothetical 10% change in foreign currency exchange rates would not be expected to have a material impact on our earnings or cash flows. This sensitivity analysis assumes an unfavorable 10% fluctuation in the exchange rates affecting the foreign currencies in which monetary assets and liabilities are denominated and does not take into account the incremental effect of such a change on our foreign currency denominated revenues.

Interest Rate Risk

We manage our exposure to interest rate risk through the proportion of fixed rate debt and variable rate debt in our debt portfolio. To manage a portion of our exposure to interest rate changes, we have in the past entered into interest rate swap agreements. We invest our excess cash in highly liquid short-term investments. Substantially all of our debt is variable rate debt as of June 30, 2017 and December 31, 2016.

In addition, from time to time, we sell undivided interests in certain of our receivables to financial institutions. We enter these agreements at our discretion when we determine that the cost of factoring is less than the cost of servicing our receivables with existing debt. During the three months and six months ended June 30, 2017, we sold $224.3 million and $404.1 million of receivables, respectively. Depending upon the level of sales of receivables pursuant these agreements, the effect of a hypothetical, instantaneous and unfavorable change of 100 basis points in the margin rate may have an approximate $2.2 million and $4 million negative impact on our earnings or cash flows during the three months and six months ended June 30, 2017, respectively. The charge related to the sale of receivables is included in selling, general and administrative expenses in our consolidated statements of operations.

Other than the aforementioned, there have been no significant changes to the information presented in Item 7A (Market Risk) of our Annual Report on Form 10-K for the year ended December 31, 2016.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Exchange Act, as of the end of the period covered by this Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Report.

(b) Changes in Internal Control Over Financial Reporting.

During the quarter ended June 30, 2017, we have not made any changes in the Company’s internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

We review, document and test our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in the 2013 Internal Control – Integrated Framework. We may from time to time make changes aimed at enhancing their effectiveness and to ensure that our systems evolve with our business. These efforts may lead to various changes in our internal control over financial reporting.

Index

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information required by this Item is incorporated herein by reference to the information set forth in Item 1, "Consolidated Financial Statements" of this Report under the captions "Asbestos" and "Other Litigation" appearing in Note 15, "Commitments and Contingencies," of the notes to our consolidated financial statements (unaudited).

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information relating to the Company's purchases of its common stock for the second quarter of 2017:

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased Under the Plans or Programs (2)
April 1 – 30, 2017	30,543	$ 48.09	30,543	$ 16,971,511
May 1 – 31, 2017	22,619	48.89	22,619	15,865,734
June 1 – 30, 2017	23,762	50.46	23,762	14,666,639
Total	76,924	$ 49.06	76,924	$ 14,666,639

(1) All shares were purchased through the publicly announced stock repurchase programs in open-market transactions.

(2) In February 2017, our Board of Directors authorized the purchase of up to $20 million of our common stock under a stock repurchase program. Stock will be purchased from time to time, in the open market or through private transactions, as market conditions warrant. Under this program, during the three months and six months ended June 30, 2017, we repurchased 76,924 shares and 109,291 shares of our common stock, respectively, at a total cost of $3.8 million and $5.3 million, respectively. As of June 30, 2017, there was approximately $14.7 million available for future stock purchases under the program. In July 2017, we repurchased an additional 17,689 shares of our common stock under the program at a total cost of $0.9 million, thereby reducing the amount available for future stock repurchases under the Board of Directors authorization to $13.8 million.

Index

ITEM 6. EXHIBITS

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

STANDARD MOTOR PRODUCTS, INC.
(Registrant)

Date: August 2, 2017 /s/ James J. Burke
James J. Burke
Executive Vice President Finance,
Chief Financial Officer
(Principal Financial and Accounting Officer)

Index

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

EXHIBIT INDEX

Exhibit Number	
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document

** In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to the Original Filing shall be deemed to be “furnished” and not “filed.”