

CHICAGO RIVET & MACHINE CO

Form 10-K

March 20, 2018

[Table of Contents](#)

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

**For the fiscal year ended December 31, 2017**

**OR**

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

**Commission file number 000-01227**

**CHICAGO RIVET & MACHINE CO.**

**(Exact name of registrant as specified in its charter)**

**ILLINOIS**  
(State or other jurisdiction of  
incorporation or organization)

**36-0904920**  
(I.R.S. Employer  
Identification No.)

**901 Frontenac Road, Naperville, Illinois**  
(Address of principal executive offices)

**60563**  
(Zip Code)

**Registrant's telephone number, including area code: (630) 357-8500**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**  
**Common Stock, par value \$1.00 per share**

**Name of Each Exchange on Which Registered**  
**NYSE American**

**(Trading privileges only, not registered)**

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes      No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes      No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

## Edgar Filing: CHICAGO RIVET & MACHINE CO - Form 10-K

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if 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 Act). Yes No

The aggregate market value of common stock held by non-affiliates of the Company as of June 30, 2017 was \$29,342,085.

As of March 16, 2018, there were 966,132 shares of the Company's common stock outstanding.

### Documents Incorporated By Reference

(1) Portions of the Company's Annual Report to Shareholders for the year ended December 31, 2017 (the "2017 Report") are incorporated by reference in Parts I and II of this report.

(2) Portions of the Company's definitive Proxy Statement which is to be filed with the Securities and Exchange Commission in connection with the Company's 2018 Annual Meeting of Shareholders are incorporated by reference in Part III of this report.

**Table of Contents**

**CHICAGO RIVET & MACHINE CO.**

**YEAR ENDING DECEMBER 31, 2017**

<b>Item</b>	<b>Page</b>
<b>No.</b>	<b>No.</b>
<u>Part I</u>	
1. <u>Business</u>	3
1A. <u>Risk Factors</u>	4
1B. <u>Unresolved Staff Comments</u>	6
2. <u>Properties</u>	6
3. <u>Legal Proceedings</u>	6
4. <u>Mine Safety Disclosures</u>	6
<u>Part II</u>	
5. <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	8
6. <u>Selected Financial Data</u>	8
7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	8
7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	12
8. <u>Financial Statements and Supplementary Data</u>	12
9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	12
9A. <u>Controls and Procedures</u>	12
9B. <u>Other Information</u>	13
<u>Part III</u>	
10. <u>Directors, Executive Officers and Corporate Governance</u>	14
11. <u>Executive Compensation</u>	14
12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	14
13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	14
14. <u>Principal Accountant Fees and Services</u>	14
<u>Part IV</u>	
15. <u>Exhibits and Financial Statement Schedules</u>	15
16. <u>Form 10-K Summary</u>	15

**Table of Contents**

**PART I**

**ITEM 1 Business**

Chicago Rivet & Machine Co. (the Company) was incorporated under the laws of the State of Illinois in December 1927, as successor to the business of Chicago Rivet & Specialty Co. The Company operates in two segments of the fastener industry: fasteners and assembly equipment. The fastener segment consists of the manufacture and sale of rivets, cold-formed fasteners and parts, and screw machine products. The assembly equipment segment consists primarily of the manufacture of automatic rivet setting machines, automatic assembly equipment and parts and tools for such machines. For further discussion regarding the Company's operations and segments, see Note 6 of the financial statements which appears on page 10 of the Company's 2017 Annual Report to Shareholders. The 2017 Annual Report is filed as an exhibit to this report.

The principal market for the Company's products is the North American automotive industry. Sales are solicited by employees and by independent sales representatives.

The segments in which the Company operates are characterized by active and substantial competition. No single company dominates the industry. The Company's competitors include both larger and smaller manufacturers, and segments or divisions of large, diversified companies with substantial financial resources. Principal competitive factors in the market for the Company's products are price, quality and service.

The Company serves a variety of customers. Revenues are primarily derived from sales to customers involved, directly or indirectly, in the manufacture of automobiles and automotive components. Information concerning backlog of orders is not considered material to the understanding of the Company's business due to relatively short production cycles. The level of business activity for the Company is closely related to the overall level of industrial activity in the United States. During 2017, sales to one customer exceeded 10% of the Company's consolidated revenues. Sales to TI Group Automotive Systems, LLC accounted for approximately 19% of the Company's consolidated revenues in both 2017 and 2016. Sales to Fisher & Company accounted for approximately 12% of the Company's consolidated revenues in 2016.

The Company's business has historically been stronger during the first half of the year.

The Company purchases raw material from a number of sources, primarily within the United States. There are numerous sources of raw material, and the Company does not have to rely on a single source for any of its requirements.

Patents, trademarks, licenses, franchises and concessions are not of significant importance to the business of the Company.

The Company does not engage in significant research activities, but rather in ongoing product improvement and development. The amounts spent on product development activities in the last two years were not material.

At December 31, 2017, the Company employed 219 people.

The Company has no foreign operations. Sales to foreign customers represent approximately 12% of the Company's total sales.



## **Table of Contents**

### **ITEM 1A Risk Factors**

Our business is subject to a number of risks and uncertainties. If any of the events contemplated by the following risks actually occur, then our business, financial condition or results of operations could be materially adversely affected. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition and results of operations.

#### **We are dependent on the domestic automotive industry.**

Demand for our products is directly related to conditions in the domestic automotive industry, which is highly cyclical and is affected by a variety of factors, including regulatory requirements, international trade policies, and consumer spending and preferences. The domestic automotive industry is characterized by fierce competition, and has undergone major restructuring in recent years in response to overcapacity, narrowing profit margins, significant pension and health care liabilities and excess debt. Conditions in the domestic automotive industry declined significantly during the global recession of 2008 and 2009, resulting in a substantial decline in vehicle sales. Overall, automotive production in the United States declined approximately 50 percent between 2000 and 2009, before starting to recover in 2010. Although automotive production recently improved to pre-recession levels, any decline in the domestic automotive industry could have a material adverse effect on our business, results of operations and financial condition.

#### **We face intense competition.**

We compete with a number of other manufacturers and distributors that produce and sell products similar to ours. Price, quality and service are the primary elements of competition. Our competitors include a large number of independent domestic and international suppliers. We are not as large as a number of these companies and do not have as many financial or other resources. The competitive environment has also changed dramatically over the past several years as our customers, faced with intense international competition and pressure to reduce costs, have expanded their worldwide sourcing of components. As a result, we have experienced competition from suppliers in other parts of the world that benefit from economic advantages, such as lower labor costs, lower health care costs and fewer regulatory burdens. There can be no assurance that we will be able to compete successfully with existing or new competitors. Increased competition could have a material adverse effect on our business, results of operations and financial condition.

#### **We rely on sales to major customers.**

Our sales to two customers constituted approximately 19% and 31% of our consolidated revenues in 2017 and 2016, respectively. Sales to TI Group Automotive Systems, LLC accounted for approximately 19% of the Company's consolidated revenues in 2017 and 2016. Sales to Fisher & Company accounted for approximately 12% of the Company's consolidated revenues in 2016. The loss of any significant portion of our sales to these customers could have a material adverse effect on our business, results of operations and financial condition.

#### **We are subject to risks related to export sales.**

Our export sales have increased in recent years, and we are working to continue to expand our business relationships with customers outside of the United States. Export sales are subject to various risks, including risks related to changes in local economic, social and political conditions (particularly in emerging markets), changes in tariffs and trade policies and foreign currency exchange rate fluctuations, which could have a material adverse effect on our business, results of operations and financial condition.





## **Table of Contents**

### **Increases in our raw material costs or difficulties with our suppliers could negatively affect us.**

While we currently maintain alternative sources for raw materials, our business is subject to the risk of price fluctuations and periodic delays in the delivery of certain raw materials. At various times in recent years, we have been adversely impacted by increased costs for steel, our principal raw material, which we have been unable to wholly mitigate, as well as increases in other materials prices. Any continued fluctuation in the price or availability of our raw materials could have a material adverse impact on our business, results of operations and financial condition.

### **We may be adversely affected by labor relations issues.**

Although none of our employees are unionized, the domestic automakers and many of their suppliers, including many of our customers, have unionized work forces. Work stoppages or slow-downs experienced by automakers or their suppliers could result in slow-downs or closures of assembly plants where our products are included in assembled components. In the event that one or more of our customers or their customers experiences a material labor relations issue, our business, results of operations and financial condition could be materially adversely affected.

### **We may incur losses as a result of product liability, warranty or other claims that may be brought against us.**

We face risk of exposure to warranty and product liability claims in the event that our products fail to perform as expected or result, or are alleged to have resulted, in bodily injury, property damage or other losses. In addition, if any of our products are or are alleged to be defective, then we may be required to participate in a product recall. We may also be involved from time to time in legal proceedings and commercial or contractual disputes. Any losses or other liabilities related to these exposures could have a material adverse effect on our business, results of operations and financial condition.

### **We could be adversely impacted by environmental laws and regulations.**

Our operations are subject to environmental laws and regulations. Currently, environmental costs and liabilities with respect to our operations are not material, but there can be no assurance that we will not be adversely impacted by these costs and liabilities in the future either under present laws and regulations or those that may be adopted or imposed in the future.

### **We could be adversely impacted by the loss of the services of key employees.**

Successful operations depend, in part, upon the efforts of executive officers and other key employees. Our future success will depend, in part, upon our ability to attract and retain qualified personnel. Loss of the services of any of our key employees, or the inability to attract or retain employees could have a material adverse affect upon our business, financial condition and results of operations.

### **The price of our common stock is subject to volatility, and our stock is thinly traded.**

Various factors, such as general economic changes in the financial markets, announcements or significant developments with respect to the automotive industry, actual or anticipated variations in our or our competitors quarterly or annual financial results, the introduction of new products or technologies by us or our

## **Table of Contents**

competitors, changes in other conditions or trends in our industry or in the markets of any of our significant customers, changes in governmental regulation, or changes in securities analysts' estimates of our competitors or our industry, could cause the market price of our common stock to fluctuate substantially.

Our common stock is traded on the NYSE American (not registered, trading privileges only). The average daily trading volume for our common stock during 2017 was less than 2,000 shares per day. As a result, you may have difficulty selling shares of our common stock, and the price of our common stock may vary significantly based on trading volume.

## **ITEM 1B Unresolved Staff Comments**

None.

## **ITEM 2 Properties**

The Company's headquarters is located in Naperville, Illinois. It conducts its manufacturing and warehousing operations at three additional facilities. All of these facilities are described below. Each facility is owned by the Company and considered suitable and adequate for its present use. The Company also maintains a small sales and engineering office in Pembroke, Massachusetts in a leased office.

Of the properties described below, the Madison Heights, Michigan facility is used entirely in the fastener segment. The Albia, Iowa facility is used exclusively in the assembly equipment segment. The Tyrone, Pennsylvania and the Naperville, Illinois facilities are utilized in both operating segments.

### **Plant Locations and Descriptions**

Naperville, Illinois	Brick, concrete block and partial metal construction with metal roof.
Tyrone, Pennsylvania	Concrete block with small tapered beam type warehouse.
Albia, Iowa	Concrete block with prestressed concrete roof construction.
Madison Heights, Michigan	Concrete, brick and partial metal construction with metal roof.

## **ITEM 3 Legal Proceedings**

The Company is, from time to time involved in litigation, including environmental claims, in the normal course of business. While it is not possible at this time to establish the ultimate amount of liability with respect to contingent liabilities, including those related to legal proceedings, management is of the opinion that the aggregate amount of any such liabilities, for which provision has not been made, will not have a material adverse effect on the Company's financial position.

## **ITEM 4 Mine Safety Disclosures**

Not applicable.

---

**Table of Contents****Executive Officers of the Registrant**

The names, ages and positions of all executive officers of the Company, as of March 19, 2018, are listed below. Officers are elected annually by the Board of Directors at the meeting of the directors immediately following the Annual Meeting of Shareholders. There are no family relationships among these officers, nor any arrangement or understanding between any officer and any other person pursuant to which the officer was selected.

<b>Name and Age of Officer</b>		<b>Position</b>	<b>Years an Officer</b>
John A. Morrissey	82	Chairman, Chief Executive Officer	37
Michael J. Bourg	55	President, Chief Operating Officer and Treasurer	19

- Mr. Morrissey has been Chairman of the Board of Directors of the Company since November 1979, and Chief Executive Officer since August 1981. He has been a director of the Company since 1968.
- Mr. Bourg has been President, Chief Operating Officer and Treasurer of the Company since May 2006. Prior to that, he served in various executive roles since joining the Company in December 1998. He has been a director of the Company since May 2006.

---

**Table of Contents**

**PART II**

**ITEM 5 Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The Company's common stock is traded on the NYSE American (trading privileges only, not registered). As of March 5, 2018 there were approximately 160 shareholders of record of such stock. The information on the market price of, and dividends paid with respect to, the Company's common stock, set forth in the section entitled "Information on Company's Common Stock" which appears on page 12 of the 2017 Annual Report is incorporated herein by reference. The 2017 Annual Report is filed as an exhibit to this report. See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations - Dividends," for additional information about the Company's dividend policy.

Under the terms of a stock repurchase authorization originally approved by the Board of Directors of the Company in February of 1990, as amended, the Company is authorized to repurchase up to an aggregate of 200,000 shares of its common stock, in the open market or in private transactions, at prices deemed reasonable by management. Cumulative purchases under the repurchase authorization have amounted to 162,996 shares at an average price of \$15.66 per share. The Company has not purchased any shares of its common stock since 2002.

**ITEM 6 Selected Financial Data**

As a Smaller Reporting Company as defined in Rule 12b-2 of the Exchange Act and in item 10(f)(1) of Regulation S-K, we have elected scaled disclosure reporting obligations with respect to this item and therefore are not required to provide the information requested by this Item 6.

**ITEM 7 Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Forward-Looking Statements**

This discussion contains certain "forward-looking statements" which are inherently subject to risks and uncertainties that may cause actual events to differ materially from those discussed herein. Factors which may cause such differences in events include those disclosed above under "Risk Factors" and elsewhere in this Form 10-K. As stated elsewhere in this filing, such factors include, among other things: conditions in the domestic automotive industry, upon which we rely for sales revenue, the intense competition in our markets, the concentration of our sales to a major customer, risks related to export sales, the price and availability of raw materials, labor relations issues, losses related to product liability, warranty and recall claims, costs relating to environmental laws and regulations, and the loss of the services of our key employees. Many of these factors are beyond our ability to control or predict. Readers are cautioned not to place undue reliance on these forward-looking statements. We undertake no obligation to publish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

**RESULTS OF OPERATIONS**

Financial results for 2017 were positive, although not as strong as those reported in 2016. Net sales were \$35,764,714 in 2017 compared to \$37,022,378 in 2016, a decline of \$1,257,664, or 3.4%. Net income for 2017 was \$2,079,082, or \$2.15 per share, compared to \$2,356,980, or \$2.44 per share, in 2016.



## **Table of Contents**

### **2017 Compared to 2016**

Fastener segment revenues were \$7,658,239 in the fourth quarter of 2017, a decline of \$73,195, or 0.9%, from \$7,731,434 reported in the fourth quarter of 2016. Fastener segment revenues for the full year were \$31,977,964 in 2017 compared with \$33,126,599 in 2016, a decline of \$1,148,635, or 3.5%. Our fastener segment relies on the automotive sector for the majority of its revenues. Domestic automobile and light truck sales declined approximately 2% during 2017, which negatively impacted our sales. During 2017, fastener segment margins were pressured due to greater quality related expenses and a reversal of the favorable raw material prices experienced in 2016. These factors contributed to a net reduction in gross margin for the fastener segment of \$103,117 in the fourth quarter and \$1,128,434 for the full year of 2017 compared to 2016.

Assembly equipment segment revenues were \$800,884 in the fourth quarter of 2017, a decline of \$218,661, or 21.4%, compared to the strong results in the fourth quarter of 2016, when revenues were \$1,019,545. For the full year 2017, assembly equipment segment revenues were \$3,786,750, a decline of \$109,029, or 2.8%, compared to \$3,895,779 reported in 2016. The decrease in fourth quarter and full year sales was primarily due to a reduction in the number of rivet setting machines shipped compared to the prior year periods. These declines were partially offset by an increase in machine parts and tool sales during 2017. The net decline in assembly equipment segment sales was the primary cause of the \$83,200 reduction in segment margins in the fourth quarter of 2017, however through effective cost controls, margins for the year were relatively unchanged.

Selling and administrative expenses were \$5,548,541 in 2017 compared to \$5,559,436 in 2016, a decline of \$10,895, or 0.2%. Profit sharing expense declined \$118,000 for the year due to lower operating profit and payroll expense declined \$83,000 due to reduced headcount. Largely offsetting these reductions was approximately \$167,000 in expenses related to the implementation of a new ERP system at one of our locations. As a percentage of net sales, selling and administrative expenses were 15.5% compared to 15% in 2016.

Other income was \$100,901 in 2017 compared to \$65,255 in 2016. Other income is primarily comprised of interest income which increased during the year due to rising interest rates and greater amounts invested in certificates of deposit compared to the prior year.

The Company's effective income tax rates were 15.7% and 33.6% in 2017 and 2016, respectively. The rate was lower than the U.S. federal statutory rate in 2017 primarily due to the enactment of the Tax Cuts and Jobs Act (the Act) in December 2017. Among other changes, the Act reduced the maximum corporate tax rate from 35% to 21% beginning in 2018. Although the lower tax rate takes effect in 2018, deferred tax assets and liabilities should be measured using the enacted tax rate expected to apply in the years in which they are expected to be settled. The Company recorded a one-time net income tax benefit of \$432,000 in the fourth quarter of 2017 as a result of the revaluation of the Company's deferred tax assets and liabilities to reflect the lower future U.S. corporate tax rates. The 2016 rate was lower than the U.S. federal statutory rate primarily due to the Domestic Production Activities Deduction allowed under Internal Revenue Code Section 199.

### **DIVIDENDS**

In determining to pay dividends, the Board considers current profitability, the outlook for longer-term profitability, known and potential cash requirements and the

## **Table of Contents**

overall financial condition of the Company. The Company paid four regular quarterly dividends totaling \$.80 per share during 2017. In addition, an extra dividend of \$.35 per share was paid during the first quarter, bringing the total distribution for the year to \$1.15 per share. On February 19, 2018, the Board of Directors declared a regular quarterly dividend of \$.21 per share, an increase of 5% from the prior quarter, payable March 20, 2018 to shareholders of record on March 5, 2018. This continues the uninterrupted record of consecutive quarterly dividends paid by the Company to its shareholders that extends over 84 years. At that same meeting, the Board also declared an extra dividend of \$.30 per share payable March 20, 2018 to shareholders of record on March 5, 2018.

## **PROPERTY, PLANT AND EQUIPMENT**

Capital expenditures during 2017 totaled \$1,337,941. The fastener segment accounted for \$1,093,539 of the total, including \$904,312 for production equipment. Cold heading and screw machine equipment additions were \$303,992, quality control equipment additions were \$281,983, additions for equipment to perform secondary operations on parts were \$261,143 and \$57,194 was expended for general plant equipment. The remainder of the fastener segment additions relate to building improvements and technology equipment. Assembly equipment segment additions totaled \$178,761, primarily for production equipment. Additional investments of \$65,641 were made in 2017 for building improvements that benefit both operating segments.

Total capital expenditures in 2016 were \$2,027,860. Fastener segment additions accounted for \$1,683,953 of the total, including \$758,467 for the substantial completion of the H & L Tool building expansion that was begun in 2015. Cold heading and screw machine equipment additions totaled \$180,818 while secondary processing equipment totaled \$301,932. Inspection equipment comprised \$247,330 of the fastener segment additions and the remaining additions of \$195,406 were for various general plant equipment. Assembly equipment segment additions in 2016 were \$189,568, for production equipment. Investments for the benefit of both operating segments, primarily for building improvements, totaled \$154,339 during 2016.

Depreciation expense amounted to \$1,231,546 in 2017 and \$1,242,357 in 2016.

## **LIQUIDITY AND CAPITAL RESOURCES**

Working capital at December 31, 2017 was approximately \$17 million, an increase of \$.6 million from the beginning of the year. The most significant factor in the change was the net increase in cash and certificates of deposit as a result of continued profitable operations in 2017 and the reduction in capital expenditures compared to the prior year. The Company's holdings in cash, cash equivalents and certificates of deposit amounted to \$9 million at the end of 2017, an increase of \$.6 million. The Company's investing activities in 2017 consisted primarily of capital expenditures of \$1.3 million. The only financing activity during 2017 was the payment of approximately \$1.1 million in dividends.

Management believes that current cash, cash equivalents and operating cash flow will be sufficient to provide adequate working capital for the next twelve months.

## **Off-Balance Sheet Arrangements**

The Company has not entered into, and has no current plans to enter into, any off-balance sheet financing arrangements.

**Table of Contents**

**APPLICATION OF CRITICAL ACCOUNTING POLICIES**

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of revenue and expenses during the reporting period. A summary of critical accounting policies can be found in Note 1 of the financial statements.

**NEW ACCOUNTING STANDARDS**

The Company's financial statements and financial condition were not, and are not expected to be, materially impacted by new, or proposed, accounting standards. A summary of recent accounting pronouncements can be found in Note 1 of the financial statements.

**OUTLOOK FOR 2018**

We started 2018 with a more cautious outlook than a year ago. U.S. auto and light truck sales, not unexpectedly, declined from their recent peaks during 2017 and are forecast to decline further in 2018. With the majority of our fastener segment revenues coming from the automotive sector, revenue growth may be more difficult as a result. During 2017, we did add a number of non-automotive customers in the fastener segment which should help offset any shortfalls related to lower domestic automobile production. Additionally, we experienced increases in the cost of our primary raw materials during 2017 and have seen further increases in early 2018. Increases in costs can be difficult to recover in some of the markets we serve as certain customers expect prices of their parts to be held constant over the multi-year life of that part. Both of these factors will contribute to a more challenging environment for our fastener segment operations. The assembly equipment segment reported results in 2017 that were comparable to those of the prior year, however we entered 2018 with less of a machine order backlog than a year ago which will make achieving similar results for that segment more difficult.

The recently enacted tax reform and the expected increase in interest rates are two more variables that will impact results in 2018. In anticipation of the challenges ahead, we will continue our efforts to improve operational efficiency as a means of improving margins. We will also continue our efforts to develop new customer relationships and build on existing ones in all the markets we serve by emphasizing our experience, product quality and customer service in a very competitive global marketplace.

Over the last five years, we have invested \$10.7 million in equipment and facilities upgrades in order to increase our capabilities, expand production capacity and improve operating efficiency. These investments, which we feel are necessary to remain competitive, have been made possible by our consistent profitability during that period. That profitability has also allowed us to pay dividends of \$4.7 million over the same period and declare an additional special dividend of \$.3 million, to be paid in the first quarter of 2018.

The positive results in the past year would not have been possible without the conscientious efforts of our dedicated employees, who consistently strive to meet the challenges that characterize today's manufacturing environment. We are grateful for their contributions towards meeting our customers' expectations related to quality, price and service. We also take this opportunity to thank our customers for having the confidence in us to be a part of their success and our shareholders for their continued support.





**Table of Contents**

**ITEM 7A Quantitative and Qualitative Disclosures About Market Risk**

As a Smaller Reporting Company as defined in Rule 12b-2 of the Exchange Act and in item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations with respect to this item and therefore are not required to provide the information requested by this Item 7A.

**ITEM 8 Financial Statements and Supplementary Data**

See the section entitled "Consolidated Financial Statements" which appears on page 18 of this report.

**ITEM 9 Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**ITEM 9A Controls and Procedures**

Disclosure Controls and Procedures.

The Company's management, with the participation of the Company's Chief Executive Officer and President, Chief Operating Officer and Treasurer (the Company's principal financial officer), has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

Management's Report on Internal Control Over Financial Reporting.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Company's management, with the participation of the Company's Chief Executive Officer and President, Chief Operating Officer and Treasurer (the Company's principal financial officer), assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2017, based on the 2013 criteria established in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, the Company's management has concluded that the Company's internal controls over financial reporting are effective as of December 31, 2017.

Management's assessment of internal control has not been audited, as the attestation report requirement for non-accelerated filers was permanently removed from the Sarbanes-Oxley Act by Section 989C of the Dodd-Frank Act as adopted by the SEC.

Changes in Internal Control Over Financial Reporting.

**Table of Contents**

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**ITEM 9B Other Information**

None.

**Table of Contents**

**PART III**

**ITEM 10 Directors, Executive Officers and Corporate Governance**

The information in the Company's 2018 Proxy Statement (i) with respect to the Board of Directors' nominees for directors that is not related to security ownership in "Security Ownership of Management" (ii) in the third paragraph in "Additional Information Concerning the Board of Directors and Committees" and (iii) in "Section 16(a) Beneficial Ownership Reporting Compliance" is incorporated herein by reference. The 2018 Proxy Statement is to be filed with the Securities and Exchange Commission in connection with the Company's 2018 Annual Meeting of Shareholders. The information called for with respect to executive officers of the Company is included in Part I of this Report on Form 10-K under the caption "Executive Officers of the Registrant."

The Company has adopted a code of ethics for its principal executive officer, chief operating officer and senior financial officers. A copy of this code of ethics was filed as Exhibit 14 to the Company's Annual Report on Form 10-K dated March 29, 2005.

**ITEM 11 Executive Compensation**

The information set forth in the Company's 2018 Proxy Statement in "Compensation of Directors and Executive Officers" is incorporated herein by reference.

The Compensation Committee of the Board of Directors currently consists of Directors Edward L. Chott and William T. Divane, Jr.

**ITEM 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information set forth in the Company's 2018 Proxy Statement in "Principal Shareholders" and the information with respect to security ownership of the Company's directors and officers set forth in "Security Ownership of Management" is incorporated herein by reference.

The Company does not have any equity compensation plans or arrangements.

**ITEM 13 Certain Relationships and Related Transactions, and Director Independence**

The information set forth in the Company's 2018 Proxy Statement in (i) "Additional Information Concerning the Board of Directors and Committees" "Policy Regarding Related Person Transactions" and (ii) the first paragraph under "Additional Information Concerning the Board of Directors and Committees" is incorporated herein by reference.

**ITEM 14 Principal Accountant Fees and Services**

The information set forth in the Company's 2018 Proxy Statement in "Ratification of Selection of Independent Auditor Audit and Non-Audit Fees" is incorporated herein by reference.

**Table of Contents**

**PART IV**

**ITEM 15 Exhibits and Financial Statement Schedules**

(a) The following documents are filed as a part of this report:

1. Financial Statements:

See the section entitled Consolidated Financial Statements which appears on page 18 of this report.

2. Financial Statement Schedules:

Financial statement schedules and supplementary information has been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

3. Exhibits:

See the section entitled Exhibits which appears on page 16 of this report.

**ITEM 16 Form 10-K Summary**

None.

**Table of Contents**

**CHICAGO RIVET & MACHINE CO.**

**EXHIBITS**

**Exhibit**

**Number**

- |      |  |
|------|--|
| 3.1  | <u>Articles of Incorporation, as last amended August 18, 1997. Incorporated by reference to the Company's report on Form 10-K, dated March 27, 1998. File number 0000-01227</u>  |
| 3.2  | <u>Amended and Restated By-Laws, as amended through February 15, 2016 Incorporated by reference to the Company's report on Form 10-K, dated March 21, 2016. File number 0000-01227</u>   |
| 13*  | <u>Annual Report to Shareholders for the year ended December 31, 2017.</u>   |
| 14   | <u>Code of Ethics for Principal Executive and Senior Financial Officers. Incorporated by reference to the Company's report on Form 10-K, dated March 29, 2005. File number 0000-01227</u>  |
| 21   | <u>Subsidiaries of the Registrant.</u>   |
| 31.1 | <u>Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>  |
| 31.2 | <u>Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>  |
| 32.1 | <u>Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>  |
| 32.2 | <u>Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>  |
| 101  | Interactive Data File. Includes the following financial and related information from Chicago Rivet & Machine Co.'s Annual Report on Form 10-K for the year ended December 31, 2017 formatted in Extensible Business Reporting Language (XBRL):(1) Consolidated Balance Sheets, (2) Consolidated Statements of Income, (3) Consolidated Statements of Retained Earnings, (4) Consolidated Statements of Cash Flows, and (5) Notes to Consolidated Financial Statements. |

\* Only the portions of this exhibit which are specifically incorporated herein by reference shall be deemed to be filed herewith.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Chicago Rivet & Machine Co. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Chicago Rivet & Machine Co.

By /s/Michael J. Bourg  
Michael J. Bourg  
President and Chief Operating Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

/s/John A. Morrissey	Chairman of the Board of Directors, Chief Executive Officer (Principal Executive Officer) and Member of the Executive Committee	March 20, 2018
John A. Morrissey		
/s/Michael J. Bourg	President, Chief Operating Officer, Treasurer (Principal Financial and Accounting Officer), Director and Member of the Executive Committee	March 20, 2018
Michael J. Bourg		
/s/Edward L. Chott	Director, Member of the Audit Committee	March 20, 2018
Edward L. Chott		
/s/Kent H. Cooney	Director, Member of the Audit Committee	March 20, 2018
Kent H. Cooney		
/s/William T. Divane, Jr.	Director, Member of the Audit Committee	March 20, 2018
William T. Divane, Jr.		
/s/Walter W. Morrissey	Director, Member of the Executive Committee	March 20, 2018
Walter W. Morrissey		
/s/John L. Showel	Director	March 20, 2018
John L. Showel		

**Table of Contents**

**CHICAGO RIVET & MACHINE CO.**

**CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements, together with the notes thereto and the report thereon of Crowe Horwath LLP dated March 20, 2018, appearing on pages 4 to 11 of the accompanying 2017 Annual Report, are incorporated herein by reference. With the exception of the aforementioned information and the information incorporated in Items 1, 5 and 8 herein, the 2017 Annual Report is not to be deemed filed as part of this Form 10-K Annual Report.

Consolidated Financial Statements from 2017 Annual Report (Exhibit 13 hereto):

Consolidated Balance Sheets (page 4 of 2017 Annual Report)

Consolidated Statements of Income (page 5 of 2017 Annual Report)

Consolidated Statements of Retained Earnings (page 5 of 2017 Annual Report)

Consolidated Statements of Cash Flows (page 6 of 2017 Annual Report)

Notes to Consolidated Financial Statements (pages 7, 8, 9, and 10 of 2017 Annual Report)

Report of Independent Registered Public Accounting Firm (page 11 of 2017 Annual Report)