

MOOG INC.  
Form 10-Q  
August 01, 2016  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-Q

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(Mark One)

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

For the quarterly period ended July 2, 2016

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-05129

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INC.  
(Exact name of registrant as specified in its charter)

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|---|--|
| New York State<br>(State or other jurisdiction of incorporation or organization)  | 16-0757636<br>(I.R.S. Employer Identification No.) |
| East Aurora, New York<br>(Address of principal executive offices)<br>(716) 652-2000<br>(Telephone number including area code) | 14052-0018<br>(Zip Code)                           |

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Former name, former address and former fiscal year, if changed since last report.

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares outstanding of each class of common stock as of July 26, 2016 was:

Class A common stock, \$1.00 par value, 32,538,249 shares

Class B common stock, \$1.00 par value, 3,337,934 shares

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 QUARTERLY REPORT ON FORM 10-Q  
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## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

Moog Inc.

Consolidated Condensed Balance Sheets  
(Unaudited)

| (dollars in thousands)  | July 2,<br>2016 | October 3,<br>2015 |
|---|-----------------|--------------------|
| <b>ASSETS</b>   |                 |                    |
| Current assets  |                 |                    |
| Cash and cash equivalents   | \$394,429       | \$309,853          |
| Receivables   | 647,987         | 698,419            |
| Inventories   | 500,734         | 493,360            |
| Deferred income taxes   | 93,121          | 91,210             |
| Prepaid expenses and other current assets   | 36,415          | 34,653             |
| Total current assets  | 1,672,686       | 1,627,495          |
| Property, plant and equipment, net of accumulated depreciation of \$713,435 and \$677,168, respectively | 518,233         | 536,756            |
| Goodwill  | 746,590         | 737,212            |
| Intangible assets, net  | 119,284         | 143,723            |
| Other assets  | 43,932          | 41,285             |
| Total assets  | \$3,100,725     | \$3,086,471        |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                 |                    |
| Current liabilities   |                 |                    |
| Short-term borrowings   | \$1,377         | \$83               |
| Current installments of long-term debt  | 184             | 34                 |
| Accounts payable  | 150,091         | 165,973            |
| Accrued salaries, wages and commissions   | 124,898         | 125,270            |
| Customer advances   | 174,700         | 167,423            |
| Contract loss reserves  | 31,413          | 30,422             |
| Other accrued liabilities   | 102,432         | 116,300            |
| Total current liabilities   | 585,095         | 605,505            |
| Long-term debt, excluding current installments  | 1,108,438       | 1,075,067          |
| Long-term pension and retirement obligations  | 288,732         | 348,239            |
| Deferred income taxes   | 77,803          | 60,209             |
| Other long-term liabilities   | 3,107           | 2,919              |
| Total liabilities   | 2,063,175       | 2,091,939          |
| Commitments and contingencies (Note 17)   | —               | —                  |
| Redeemable noncontrolling interest  | 7,875           | —                  |
| Shareholders' equity  |                 |                    |
| Common stock  | 51,280          | 51,280             |
| Other shareholders' equity  | 978,395         | 943,252            |
| Total shareholders' equity  | 1,029,675       | 994,532            |
| Total liabilities and shareholders' equity  | \$3,100,725     | \$3,086,471        |
| See accompanying Notes to Consolidated Condensed Financial Statements.                                  |                 |                    |

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## Moog Inc.

Consolidated Condensed Statements of Earnings  
(Unaudited)

| (dollars in thousands, except per share data)                                | Three Months Ended |                 | Nine Months Ended |                 |
|--|--------------------|-----------------|-------------------|-----------------|
|  | July 2,<br>2016    | July 4,<br>2015 | July 2,<br>2016   | July 4,<br>2015 |
| Net sales  | \$613,260          | \$ 634,539      | \$1,792,859       | \$1,902,308     |
| Cost of sales  | 429,598            | 443,963         | 1,268,550         | 1,354,264       |
| Gross profit   | 183,662            | 190,576         | 524,309           | 548,044         |
| Research and development   | 36,006             | 34,157          | 110,535           | 96,882          |
| Selling, general and administrative  | 88,553             | 90,733          | 254,318           | 280,718         |
| Interest   | 8,662              | 7,916           | 25,919            | 20,953          |
| Restructuring  | (39 )              | 6,604           | 8,303             | 6,604           |
| Other  | (1,082 )           | 442             | (2,600 )          | 1,327           |
| Earnings before income taxes   | 51,562             | 50,724          | 127,834           | 141,560         |
| Income taxes   | 15,916             | 14,393          | 35,121            | 37,871          |
| Net earnings attributable to common shareholders and noncontrolling interest | \$35,646           | \$ 36,331       | \$92,713          | \$ 103,689      |
| Net earnings (loss) attributable to noncontrolling interest                  | (665 )             | —               | (889 )            | —               |
| Net earnings attributable to common shareholders                             | \$36,311           | \$ 36,331       | \$93,602          | \$ 103,689      |
| Net earnings per share attributable to common shareholders                   |                    |                 |                   |                 |
| Basic  | \$1.01             | \$ 0.95         | \$2.57            | \$2.62          |
| Diluted  | \$1.00             | \$ 0.94         | \$2.55            | \$2.59          |
| Average common shares outstanding  |                    |                 |                   |                 |
| Basic  | 36,038,340         | 38,389,629      | 36,411,428        | 39,555,423      |
| Diluted  | 36,267,975         | 38,744,620      | 36,663,165        | 39,963,142      |

See accompanying Notes to Consolidated Condensed Financial Statements.

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Moog Inc.

Consolidated Condensed Statements of Comprehensive Income  
(Unaudited)

|  | Three Months Ended |                 | Nine Months Ended |                 |
|--|--------------------|-----------------|-------------------|-----------------|
|  | July 2,<br>2016    | July 4,<br>2015 | July 2,<br>2016   | July 4,<br>2015 |
| (dollars in thousands)   |                    |                 |                   |                 |
| Net earnings attributable to common shareholders and noncontrolling interest | \$35,646           | \$36,331        | \$92,713          | \$103,689       |
| Other comprehensive income (loss), net of tax:                               |                    |                 |                   |                 |
| Foreign currency translation adjustment                                      | (25,439 )          | 12,067          | (33,683 )         | (68,212 )       |
| Retirement liability adjustment  | 5,313              | 3,498           | 14,396            | 14,988          |
| Change in accumulated income (loss) on derivatives                           | (2,327 )           | 465             | (1,396 )          | 392             |
| Other comprehensive income (loss), net of tax                                | (22,453 )          | 16,030          | (20,683 )         | (52,832 )       |
| Comprehensive income   | \$13,193           | \$52,361        | \$72,030          | \$50,857        |
| Comprehensive income (loss) attributable to noncontrolling interest          | (665 )             | —               | (889 )            | —               |
| Comprehensive income attributable to common shareholders                     | \$13,858           | \$52,361        | \$72,919          | \$50,857        |
| See accompanying Notes to Consolidated Condensed Financial Statements.       |                    |                 |                   |                 |

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Moog Inc.  
Consolidated Condensed Statements of Cash Flows  
(Unaudited)

|  | Nine Months Ended |                 |
|--|-------------------|-----------------|
| (dollars in thousands)   | July 2,<br>2016   | July 4,<br>2015 |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                   |                 |
| Net earnings attributable to common shareholders and noncontrolling interest               | \$92,713          | \$103,689       |
| Adjustments to reconcile net earnings to net cash provided (used) by operating activities: |                   |                 |
| Depreciation   | 58,674            | 59,468          |
| Amortization   | 16,485            | 19,010          |
| Deferred income taxes  | 7,765             | 14,569          |
| Equity-based compensation expense  | 2,794             | 4,569           |
| Other  | 6,967             | 4,212           |
| Changes in assets and liabilities providing (using) cash:                                  |                   |                 |
| Receivables  | 43,214            | 51,547          |
| Inventories  | (9,959)           | (4,763)         |
| Accounts payable   | (16,456)          | 7,332           |
| Customer advances  | 9,689             | (5,008)         |
| Accrued expenses   | (7,106)           | (21,182)        |
| Accrued income taxes   | 686               | (8,205)         |
| Net pension and post retirement liabilities  | (38,828)          | (23,817)        |
| Other assets and liabilities   | (5,858)           | 5,407           |
| Net cash provided by operating activities  | 160,780           | 206,828         |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                   |                 |
| Acquisitions of businesses, net of cash acquired   | (11,016)          | —               |
| Purchase of property, plant and equipment  | (42,605)          | (57,712)        |
| Other investing transactions   | 1,164             | 12,597          |
| Net cash used by investing activities  | (52,457)          | (45,115)        |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |                   |                 |
| Net short-term repayments  | —                 | (3,337)         |
| Proceeds from revolving lines of credit  | 274,670           | 335,185         |
| Payments on revolving lines of credit  | (261,570)         | (425,185)       |
| Proceeds from long-term debt   | 20,000            | —               |
| Payments on long-term debt   | (10,047)          | (5,250)         |
| Proceeds from senior notes, net of issuance costs  | —                 | 294,430         |
| Proceeds from sale of treasury stock   | 2,229             | 11,437          |
| Purchase of outstanding shares for treasury  | (42,203)          | (297,417)       |
| Proceeds from sale of stock held by SECT   | 2,897             | 7,328           |
| Purchase of stock held by SECT   | (1,634)           | (12,121)        |
| Purchase of stock held by SERP Trust   | (2,300)           | (7,328)         |
| Excess tax benefits from equity-based payment arrangements                                 | 442               | 5,973           |
| Other financing transactions   | (1,909)           | —               |
| Net cash used by financing activities  | (19,425)          | (96,285)        |
| Effect of exchange rate changes on cash  | (4,322)           | (19,276)        |
| Increase in cash and cash equivalents  | 84,576            | 46,152          |
| Cash and cash equivalents at beginning of period   | 309,853           | 231,292         |

|  |           |           |
|--|-----------|-----------|
| Cash and cash equivalents at end of period | \$394,429 | \$277,444 |
|--|-----------|-----------|

See accompanying Notes to Consolidated Condensed Financial Statements.



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Moog Inc.

Notes to Consolidated Condensed Financial Statements

Nine Months Ended July 2, 2016

(Unaudited)

(dollars in thousands, except per share data)

Note 1 - Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared by management in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments consisting of normal recurring adjustments considered necessary for the fair presentation of results for the interim period have been included. The results of operations for the three and nine months ended July 2, 2016 are not necessarily indicative of the results expected for the full year. The accompanying unaudited consolidated condensed financial statements should be read in conjunction with the financial statements and notes thereto included in our Form 10-K for the fiscal year ended October 3, 2015. All references to years in these financial statements are to fiscal years.

Recent Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." This ASU is intended to change the criteria for reporting discontinued operations and enhance convergence of the FASB's and the International Accounting Standard Board's (IASB) reporting requirements for discontinued operations. The provisions of this ASU are effective for fiscal years beginning after December 15, 2014 and interim periods within those fiscal years. We adopted this amendment in the first quarter of 2016. The adoption of this standard did not have any impact on our financial statements.

Note 2 - Acquisition and Divestiture

In 2016, we acquired a 70% ownership in Linear Mold and Engineering, a Livonia, Michigan-based company specializing in metal additive manufacturing that provides engineering, manufacturing and production consulting services to customers across a wide range of industries, including aerospace, defense, energy and industrial. The purchase price, net of acquired cash, was \$22,765 consisting of \$11,016 in cash, issuance of a \$1,280 unsecured note and assumption of \$10,469 of debt. The acquisition also includes a redeemable noncontrolling interest in the remaining 30%, which is exercisable beginning three years from the date of acquisition. This acquisition is included in our Aircraft Controls segment. The purchase price allocation is subject to adjustments as we obtain additional information for our estimates during the measurement period.

In 2015, we sold the Rochester, New York and Erie, Pennsylvania life sciences operations of our Medical Devices segment for \$2,988 in cash.

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## Note 3 - Receivables

Receivables consist of:

|  | July 2,<br>2016 | October 3,<br>2015 |
|--|-----------------|--------------------|
| Accounts receivable                            | \$273,918       | \$291,188          |
| Long-term contract receivables:                |                 |                    |
| Amounts billed                                 | 122,219         | 113,565            |
| Unbilled recoverable costs and accrued profits | 243,071         | 286,395            |
| Total long-term contract receivables           | 365,290         | 399,960            |
| Other  | 12,923          | 12,557             |
| Total receivables                              | 652,131         | 703,705            |
| Less allowance for doubtful accounts           | (4,144 )        | (5,286 )           |
| Receivables                                    | \$647,987       | \$698,419          |

We securitize certain trade receivables in transactions that are accounted for as secured borrowings (Securitization Program). We maintain a subordinated interest in a portion of the pool of trade receivables that are securitized. The retained interest, which is included in Receivables in the consolidated condensed balance sheets, is recorded at fair value, which approximates the total amount of the designated pool of accounts receivable. Refer to Note 6, Indebtedness, for additional disclosures related to the Securitization Program.

## Note 4 - Inventories

Inventories, net of reserves, consist of:

|                                   | July 2,<br>2016 | October 3,<br>2015 |
|-----------------------------------|-----------------|--------------------|
| Raw materials and purchased parts | \$192,187       | \$188,843          |
| Work in progress                  | 240,123         | 243,373            |
| Finished goods                    | 68,424          | 61,144             |
| Inventories                       | \$500,734       | \$493,360          |

There are no material inventoried costs relating to long-term contracts where revenue is accounted for using the percentage of completion, cost-to-cost method of accounting as of July 2, 2016 or October 3, 2015.

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## Note 5 - Goodwill and Intangible Assets

The changes in the carrying amount of goodwill are as follows:

|                              | Aircraft<br>Controls | Space<br>and<br>Defense<br>Controls | Industrial<br>Systems | Components | Medical<br>Devices | Total     |
|------------------------------|----------------------|-------------------------------------|-----------------------|------------|--------------------|-----------|
| Balance at October 3, 2015   | \$188,525            | \$158,213                           | \$110,843             | \$217,763  | \$61,868           | \$737,212 |
| Acquisitions                 | 21,076               | —                                   | —                     | —          | —                  | 21,076    |
| Foreign currency translation | (7,637 )             | (73 )                               | (4,512 )              | 591        | (67 )              | (11,698 ) |
| Balance at July 2, 2016      | \$201,964            | \$158,140                           | \$106,331             | \$218,354  | \$61,801           | \$746,590 |

Goodwill at July 2, 2016, in our Medical Devices reporting unit, is net of a \$38,200 accumulated impairment loss.

The components of intangible assets are as follows:

|                    |                                      | July 2, 2016                |                             | October 3, 2015             |                             |
|--------------------|--------------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
|                    | Weighted-<br>Average<br>Life (years) | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization |
| Customer-related   | 11                                   | \$165,598                   | \$(114,990 )                | \$171,779                   | \$(110,697 )                |
| Program-related    | 19                                   | 65,971                      | (25,586 )                   | 75,720                      | (27,463 )                   |
| Technology-related | 9                                    | 70,304                      | (51,056 )                   | 73,299                      | (49,723 )                   |
| Marketing-related  | 9                                    | 25,116                      | (17,322 )                   | 25,997                      | (16,648 )                   |
| Other              | 9                                    | 4,729                       | (3,480 )                    | 4,772                       | (3,313 )                    |
| Intangible assets  | 12                                   | \$331,718                   | \$(212,434 )                | \$351,567                   | \$(207,844 )                |

Substantially all acquired intangible assets other than goodwill are being amortized. Customer-related intangible assets primarily consist of customer relationships. Program-related intangible assets consist of long-term programs represented by current contracts and probable follow on work. Technology-related intangible assets primarily consist of technology, patents, intellectual property and software. Marketing-related intangible assets primarily consist of trademarks, trade names and non-compete agreements.

Amortization of acquired intangible assets was \$4,989 and \$16,285 for the three and nine months ended July 2, 2016 and \$5,994 and \$18,788 for the three and nine months ended July 4, 2015. Based on acquired intangible assets recorded at July 2, 2016, amortization is expected to be approximately \$21,000 in 2016, \$17,500 in 2017, \$16,800 in 2018, \$15,200 in 2019 and \$13,400 in 2020.

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## Note 6 - Indebtedness

Short-term borrowings consist of:

|                       | July 2,<br>2016 | October 3,<br>2015 |
|-----------------------|-----------------|--------------------|
| Lines of credit       | \$97            | \$ 83              |
| Other short-term debt | 1,280           | —                  |
| Short-term borrowings | \$1,377         | \$ 83              |

We maintain short-term line of credit facilities with banks throughout the world that are principally demand lines subject to revision by the banks.

Long-term debt consists of:

|                                  | July 2,<br>2016 | October 3,<br>2015 |
|----------------------------------|-----------------|--------------------|
| U.S. revolving credit facility   | \$688,100       | \$675,000          |
| Senior notes                     | 300,000         | 300,000            |
| Securitization program           | 120,000         | 100,000            |
| Obligations under capital leases | 522             | 101                |
| Senior debt                      | 1,108,622       | 1,075,101          |
| Less current installments        | (184 )          | (34 )              |
| Long-term debt                   | \$1,108,438     | \$1,075,067        |

On June 28, 2016, we amended our U.S. revolving credit facility. The amendment extended the maturity of the credit facility to June 28, 2021. Our U.S. revolving credit facility has a capacity of \$1,100,000 and provides an expansion option, which permits us to request an increase of up to \$200,000 to the credit facility upon satisfaction of certain conditions. The credit facility is secured by substantially all of our U.S. assets.

On November 21, 2014, we completed the sale of \$300,000 aggregate principal amount of 5.25% senior notes due December 1, 2022 at par with interest paid semiannually on June 1 and December 1 of each year. The aggregate net proceeds of \$294,430 were used to repay indebtedness under our U.S. bank credit facility, thereby increasing the unused portion of our revolving credit facility.

On April 15, 2016, we amended the Securitization Program. The amendment increased our borrowing capacity to \$120,000 and extended the maturity to April 13, 2018. Under the Securitization Program, we sell certain trade receivables and related rights to an affiliate, which in turn sells an undivided variable percentage ownership interest in the trade receivables to a financial institution, while maintaining a subordinated interest in a portion of the pool of trade receivables. Interest for the Securitization Program is based on 30-day LIBOR plus an applicable margin. A commitment fee is also charged based on a percentage of the unused amounts available and is not material. The agreement governing the Securitization Program contains restrictions and covenants which include limitations on the making of certain restricted payments, creation of certain liens, and certain corporate acts such as mergers, consolidations and sale of substantially all assets. The Securitization Program has a minimum borrowing requirement equal to the lesser of either 80% of our borrowing capacity or 100% of our borrowing base, which is a subset of the trade receivables sold under this agreement. As of July 2, 2016, our minimum borrowing requirement was \$96,000.

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## Note 7 - Product Warranties

In the ordinary course of business, we warrant our products against defects in design, materials and workmanship typically over periods ranging from twelve to sixty months. We determine warranty reserves needed by product line based on historical experience and current facts and circumstances. Activity in the warranty accrual is summarized as follows:

|   | Three Months             |                 | Nine Months              |                 |
|---|--------------------------|-----------------|--------------------------|-----------------|
|   | Ended<br>July 2,<br>2016 | July 4,<br>2015 | Ended<br>July 2,<br>2016 | July 4,<br>2015 |
| Warranty accrual at beginning of period | \$20,398                 | \$17,618        | \$18,660                 | \$19,953        |
| Warranties issued during current year   | 2,609                    | 2,358           | 7,952                    | 6,057           |
| Adjustments to pre-existing warranties  | (879 )                   | (391 )          | (1,227 )                 | (1,976 )        |
| Reductions for settling warranties      | (1,898 )                 | (2,306 )        | (4,946 )                 | (5,462 )        |
| Foreign currency translation            | (350 )                   | 322             | (559 )                   | (971 )          |
| Warranty accrual at end of period       | \$19,880                 | \$17,601        | \$19,880                 | \$17,601        |

## Note 8 - Derivative Financial Instruments

We principally use derivative financial instruments to manage interest rate risk associated with long-term debt and foreign exchange risk related to foreign operations and foreign currency transactions. We enter into derivative financial instruments with a number of major financial institutions to minimize counterparty credit risk.

## Derivatives designated as hedging instruments

Interest rate swaps are used to adjust the proportion of total debt that is subject to variable and fixed interest rates. The interest rate swaps are designated as hedges of the amount of future cash flows related to interest payments on variable-rate debt that, in combination with the interest payments on the debt, convert a portion of the variable-rate debt to fixed-rate debt. At July 2, 2016, we had interest rate swaps with notional amounts totaling \$125,000. The interest rate swaps effectively convert this amount of variable-rate debt to fixed-rate debt at 2.49%, including the applicable margin of 1.63% as of July 2, 2016. The interest will revert back to variable rates based on LIBOR plus the applicable margin upon the maturity of the interest rate swaps. These interest rate swaps mature at various times between December 5, 2016 and June 5, 2017.

We use foreign currency contracts as cash flow hedges to effectively fix the exchange rates on future payments and revenue. To mitigate exposure in movements between various currencies, including the Philippine peso and the British pound, we had outstanding foreign currency forwards with notional amounts of \$67,045 at July 2, 2016. These contracts mature at various times through March 2, 2018.

These interest rate swaps and foreign currency contracts are recorded in the consolidated condensed balance sheets at fair value and the related gains or losses are deferred in shareholders' equity as a component of Accumulated Other Comprehensive Income (Loss) (AOCI). These deferred gains and losses are reclassified into the consolidated condensed statements of earnings during the periods in which the related payments or receipts affect earnings. However, to the extent the interest rate swaps and foreign currency contracts are not perfectly effective in offsetting the change in the value of the payments and revenue being hedged, the ineffective portion of these contracts is recognized in earnings immediately. Ineffectiveness was not material in the first nine months of 2016 or 2015.

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## Derivatives not designated as hedging instruments

We also have foreign currency exposure on balances, primarily intercompany, that are denominated in foreign currencies and are adjusted to current values using period-end exchange rates. The resulting gains or losses are recorded in the consolidated condensed statements of earnings. To minimize foreign currency exposure, we had foreign currency contracts with notional amounts of \$115,916 at July 2, 2016. The foreign currency contracts are recorded in the consolidated condensed balance sheets at fair value and resulting gains or losses are recorded in the consolidated condensed statements of earnings. We recorded the following gains or losses on foreign currency contracts which are included in other income or expense and generally offset the gains or losses from the foreign currency adjustments on the intercompany balances that are also included in other income or expense:

| Three Months<br>Ended<br>July 2,<br>2016 | July 4,<br>2015 | Nine Months<br>Ended<br>July 2,<br>2016 | July 4,<br>2015 |
|--|-----------------|---|-----------------|
| Net<br>gain                              | \$1,942         | \$(1,246)                               | \$5,901         |
|  |                 |   | \$(2,661)       |

## Summary of derivatives

The fair value and classification of derivatives is summarized as follows:

|  |                             | July 2,<br>2016 | October 3,<br>2015 |
|--|-----------------------------|-----------------|--------------------|
| Derivatives designated as hedging instruments:     |                             |                 |                    |
| Foreign currency contracts                         | Other current assets        | \$ 328          | \$ 12              |
| Foreign currency contracts                         | Other assets                | 119             | 39                 |
|  | Total asset derivatives     | \$ 447          | \$ 51              |
| Foreign currency contracts                         | Other accrued liabilities   | \$ 4,068        | \$ 1,755           |
| Foreign currency contracts                         | Other long-term liabilities | 116             | 572                |
| Interest rate swaps                                | Other accrued liabilities   | 402             | 756                |
| Interest rate swaps                                | Other long-term liabilities | —               | 268                |
|  | Total liability derivatives | \$ 4,586        | \$ 3,351           |
| Derivatives not designated as hedging instruments: |                             |                 |                    |
| Foreign currency contracts                         | Other current assets        | \$ 2,823        | \$ 115             |
| Foreign currency contracts                         | Other accrued liabilities   | \$ 241          | \$ 429             |

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## Note 9 - Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Depending on the nature of the asset or liability, various techniques and assumptions can be used to estimate fair value. The definition of the fair value hierarchy is as follows:

Level 1 – Quoted prices in active markets for identical assets and liabilities.

Level 2 – Observable inputs other than quoted prices in active markets for similar assets and liabilities.

Level 3 – Inputs for which significant valuation assumptions are unobservable in a market and therefore value is based on the best available data, some of which is internally developed and considers risk premiums that a market participant would require.

Our derivatives are valued using various pricing models or discounted cash flow analyses that incorporate observable market data, such as interest rate yield curves and currency rates, and are classified as Level 2 within the valuation hierarchy. Our Level 3 fair value liabilities typically represent contingent consideration recorded for acquisitions to be paid if various financial targets are met.

The following table presents the fair values and classification of our financial assets and liabilities measured on a recurring basis, all of which are classified as Level 2.

|                            | Classification              | July 2, October 3,<br>2016 2015 |          |
|----------------------------|-----------------------------|---------------------------------|----------|
| Foreign currency contracts | Other current assets        | \$3,151                         | \$ 127   |
| Foreign currency contracts | Other assets                | 119                             | 39       |
|                            | Total assets                | \$3,270                         | \$ 166   |
| Foreign currency contracts | Other accrued liabilities   | \$4,309                         | \$ 2,184 |
| Foreign currency contracts | Other long-term liabilities | 116                             | 572      |
| Interest rate swaps        | Other accrued liabilities   | 402                             | 756      |
| Interest rate swaps        | Other long-term liabilities | —                               | 268      |
|                            | Total liabilities           | \$4,827                         | \$ 3,780 |

Our only financial instrument for which the carrying value differs from its fair value is long-term debt. At July 2, 2016, the fair value of long-term debt was \$1,111,810 compared to its carrying value of \$1,108,622. The fair value of long-term debt is classified as Level 2 within the fair value hierarchy and was estimated based on quoted market prices.

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## Note 10 - Employee Benefit Plans

Net periodic benefit costs for U.S. defined benefit pension plans consist of:

|   | Three Months<br>Ended<br>July 2,<br>2016 |          | Nine Months<br>Ended<br>July 2,<br>2015 |          |
|---|--|----------|---|----------|
| Service cost                                | \$5,909                                  | \$5,909  | \$17,728                                | \$17,726 |
| Interest cost                               | 9,415                                    | 8,508    | 28,244                                  | 25,523   |
| Expected return on plan assets              | (12,595)                                 | (11,784) | (37,787)                                | (35,352) |
| Amortization of prior service cost (credit) | 46                                       | 37       | 140                                     | 112      |
| Amortization of actuarial loss              | 6,542                                    | 5,588    | 19,626                                  | 16,766   |
| Pension expense for defined benefit plans   | \$9,317                                  | \$8,258  | \$27,951                                | \$24,775 |

Net periodic benefit costs for foreign defined benefit pension plans consist of:

|   | Three Months<br>Ended<br>July 2,<br>2016 |         | Nine Months<br>Ended<br>July 2,<br>2015 |         |
|---|--|---------|---|---------|
| Service cost                                | \$1,357                                  | \$1,553 | \$3,995                                 | \$4,529 |
| Interest cost                               | 1,245                                    | 1,271   | 3,711                                   | 3,640   |
| Expected return on plan assets              | (1,229)                                  | (1,364) | (3,669)                                 | (3,908) |
| Amortization of prior service cost (credit) | (20)                                     | (12)    | (58)                                    | (37)    |
| Amortization of actuarial loss              | 660                                      | 574     | 1,957                                   | 1,645   |
| Pension expense for defined benefit plans   | \$2,013                                  | \$2,022 | \$5,936                                 | \$5,869 |

Net periodic benefit costs for the post-retirement health care benefit plan consists of:

|  | Three<br>Months<br>Ended<br>July 2,<br>2016 |       | Nine Months<br>Ended<br>July 2,<br>2015 |       |
|--|---|-------|---|-------|
| Service cost                             | \$40  | \$56  | \$121                                   | \$169 |
| Interest cost                            | 117   | 144   | 351                                     | 432   |
| Amortization of actuarial gain           | (143)                                       | (26)  | (429)                                   | (79)  |
| Net periodic postretirement benefit cost | \$14  | \$174 | \$43                                    | \$522 |

Pension expense for the defined contribution plans consists of:

|  | Three Months<br>Ended<br>July 2,<br>2016 |         | Nine Months<br>Ended<br>July 2,<br>2015 |          |
|--|--|---------|---|----------|
| U.S. defined contribution plans                      | \$3,832                                  | \$3,483 | \$10,632                                | \$10,426 |
| Foreign defined contribution plans                   | 1,496                                    | 1,819   | 4,605                                   | 5,118    |
| Total pension expense for defined contribution plans | \$5,328                                  | \$5,302 | \$15,237                                | \$15,544 |

Actual contributions for the nine months ended July 2, 2016 and anticipated additional 2016 contributions to our defined benefit pension plans are as follows:

|                              | U.S.<br>Plans | Foreign<br>Plans | Total    |
|------------------------------|---------------|------------------|----------|
| Actual                       | \$67,002      | \$5,711          | \$72,713 |
| Anticipated                  | 959           | 1,359            | 2,318    |
| Total expected contributions | \$67,961      | \$7,070          | \$75,031 |





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## Note 11 - Restructuring

In 2016, we initiated further restructuring actions in conjunction with exiting a product line within Aircraft Controls in the U.S. We have also taken actions as a result of the business outlook in specific markets and locations in Components and Industrial Systems that resulted in workforce reductions in Canada, Europe and the U.S. The expense for all of these actions consists of \$4,581 of non-cash charges, primarily for writing off intangible assets, \$3,242 for severance and \$480 for facility closure.

In 2015, we initiated additional restructuring plans as a result of ongoing reviews of our lines of business and operations. The restructuring actions taken resulted in workforce reductions, primarily in the U.S., Europe and Asia. In 2014, we initiated restructuring plans in response to the business outlook, which includes a change in the mix of sales and delays and cancellations of orders for certain product lines. The restructuring actions taken resulted in workforce reductions, primarily in the U.S. and Europe.

Restructuring activity for severance and other costs by segment is as follows:

|                                | Space<br>Aircraft and<br>Controls Defense |          | Industrial<br>Systems | Components | Medical<br>Devices | Total     |
|--------------------------------|---|----------|-----------------------|------------|--------------------|-----------|
| Balance at October 3, 2015     | \$ 3,047                                  | \$ 7,237 | \$ 4,003              | \$ 117     | \$ 142             | \$ 14,546 |
| Charged to expense - 2016 plan | 5,923                                     | —        | 1,165                 | 1,215      | —                  | 8,303     |
| Adjustments to provision       | (275 )                                    | (289 )   | 79                    | —          | —                  | (485 )    |
| Cash payments - 2014 plan      | (11 )                                     | (604 )   | —                     | —          | —                  | (615 )    |
| Cash payments - 2015 plan      | (2,568 )                                  | (5,443 ) | (3,404 )              | (117 )     | (72 )              | (11,604 ) |
| Cash payments - 2016 plan      | (939 )                                    | —        | (998 )                | (1,173 )   | —                  | (3,110 )  |
| Non-cash charges - 2016 plan   | (4,581 )                                  | —        | —                     | —          | —                  | (4,581 )  |
| Foreign currency translation   | (31 )                                     | (18 )    | 98                    | —          | 1                  | 50        |
| Balance at July 2, 2016        | \$ 565                                    | \$ 883   | \$ 943                | \$ 42      | \$ 71              | \$ 2,504  |

As of July 2, 2016, the restructuring accrual consists of \$750 for the 2014 plan, \$1,000 for the 2015 plan and \$754 for the 2016 plan. Restructuring for all plans is expected to be paid by April 1, 2017, except portions classified as long-term liabilities based on payment arrangements.

## Note 12 - Income Taxes

The effective tax rates for the three and nine months ended July 2, 2016 were 30.9% and 27.5%, respectively. The effective tax rates for the three and nine months ended July 4, 2015 were 28.4% and 26.8%, respectively. The effective tax rates for these periods are lower than the U.S. federal statutory tax rate primarily due to a significant portion of our earnings that come from foreign operations with lower tax rates and the recognition and timing of U.S. research and development tax credits. In addition, we also benefited from the reversal of accruals for certain tax exposures outside the U.S. whose statutes of limitations expired during these periods.

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## Note 13 - Shareholders' Equity

The changes in shareholders' equity for the nine months ended July 2, 2016 are summarized as follows:

|  | Amount             | Number of Shares           |                            |
|--|--------------------|----------------------------|----------------------------|
|  |                    | Class A<br>Common<br>Stock | Class B<br>Common<br>Stock |
| <b>COMMON STOCK</b>                              |                    |                            |                            |
| Beginning of period                              | \$51,280           | 43,638,618                 | 7,641,095                  |
| Conversion of Class B to Class A                 | —                  | 28,183                     | (28,183 )                  |
| End of Period                                    | 51,280             | 43,666,801                 | 7,612,912                  |
| <b>ADDITIONAL PAID-IN CAPITAL</b>                |                    |                            |                            |
| Beginning of period                              | 456,512            |                            |                            |
| Equity-based compensation expense                | 2,794              |                            |                            |
| Issuance of treasury shares                      | (349 )             |                            |                            |
| Adjustment to market - SECT, SERP and other      | 539                |                            |                            |
| End of period                                    | 459,496            |                            |                            |
| <b>RETAINED EARNINGS</b>                         |                    |                            |                            |
| Beginning of period                              | 1,579,794          |                            |                            |
| Net earnings attributable to common shareholders | 93,602             |                            |                            |
| End of period                                    | 1,673,396          |                            |                            |
| <b>TREASURY STOCK</b>                            |                    |                            |                            |
| Beginning of period                              | (701,771 )         | (10,318,431 )              | (3,323,926)                |
| Issuance of treasury shares                      | 2,578              | 87,915                     | —                          |
| Purchase of treasury shares                      | (42,203 )          | (898,036 )                 | —                          |
| End of period                                    | (741,396 )         | (11,128,552 )              | (3,323,926)                |
| <b>STOCK EMPLOYEE COMPENSATION TRUST (SECT)</b>  |                    |                            |                            |
| Beginning of period                              | (44,211 )          |                            | (828,381 )                 |
| Issuance of shares                               | 2,897              |                            | 64,676                     |
| Purchase of shares                               | (1,634 )           |                            | (29,234 )                  |
| Adjustment to market                             | 328                |                            | —                          |
| End of period                                    | (42,620 )          | —                          | (792,939 )                 |
| <b>SUPPLEMENTAL RETIREMENT PLAN (SERP) TRUST</b> |                    |                            |                            |
| Beginning of period                              | (5,337 )           |                            | (100,000 )                 |
| Purchase of shares                               | (2,300 )           |                            | (50,000 )                  |
| Adjustment to market                             | (426 )             |                            | —                          |
| End of period                                    | (8,063 )           | —                          | (150,000 )                 |
| <b>ACCUMULATED OTHER COMPREHENSIVE LOSS</b>      |                    |                            |                            |
| Beginning of period                              | (341,735 )         |                            |                            |
| Other comprehensive income (loss)                | (20,683 )          |                            |                            |
| End of period                                    | (362,418 )         |                            |                            |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>                | <b>\$1,029,675</b> | <b>32,538,249</b>          | <b>3,346,047</b>           |



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The changes in AOCI, net of tax, by component for the nine months ended July 2, 2016 are as follows:

|  | Accumulated<br>foreign<br>currency<br>translation | Accumulated<br>retirement<br>liability | Accumulated<br>gain (loss)<br>on<br>derivatives | Total         |
|--|---|--|---|---------------|
| AOCI at October 3, 2015                                    | \$ (72,788 )                                      | \$ (266,910 )                          | \$ (2,037 )                                     | \$ (341,735 ) |
| Other comprehensive income (loss) before reclassifications | (33,683 )   | 958                                    | (3,130 )  | (35,855 )     |
| Amounts reclassified from AOCI                             | —   | 13,438                                 | 1,734   | 15,172        |
| Other comprehensive income (loss)                          | (33,683 )   | 14,396                                 | (1,396 )  | (20,683 )     |
| AOCI at July 2, 2016                                       | \$ (106,471 )                                     | \$ (252,514 )                          | \$ (3,433 )                                     | \$ (362,418 ) |

The amounts reclassified from AOCI into earnings are as follows:

| Statement of earnings classification         | Three Months<br>Ended |                 | Nine Months<br>Ended |                 |
|--|-----------------------|-----------------|----------------------|-----------------|
|  | July 2,<br>2016       | July 4,<br>2015 | July 2,<br>2016      | July 4,<br>2015 |
| Retirement liability:                        |                       |                 |                      |                 |
| Prior service cost                           | \$26                  | \$25            | \$82                 | \$73            |
| Actuarial losses                             | 7,098                 | 6,093           | 21,154               | 18,362          |
| Reclassification from AOCI into earnings     | 7,124                 | 6,118           | 21,236               | 18,435          |
| Tax effect                                   | (2,610 )              | (2,254 )        | (7,798 )             | (6,795 )        |
| Net reclassification from AOCI into earnings | \$4,514               | \$3,864         | \$13,438             | \$11,640        |
| Derivatives:                                 |                       |                 |                      |                 |
| Foreign currency contracts Sales             | \$206                 | \$(33 )         | \$480                | \$3             |
| Foreign currency contracts Cost of sales     | 323                   | 93              | 1,393                | 1,011           |
| Interest rate swaps Interest                 | 154                   | 322             | 624                  | 1,062           |
| Reclassification from AOCI into earnings     | 683                   | 382             | 2,497                | 2,076           |
| Tax effect                                   | (181 )                | (157 )          | (763 )               | (784 )          |
| Net reclassification from AOCI into earnings | \$502                 | \$225           | \$1,734              | \$1,292         |

The amounts deferred in AOCI are as follows:

| Statement of earnings classification     | Net deferral in AOCI - effective<br>portion |                 |                      |                 |
|--|---|-----------------|----------------------|-----------------|
|  | Three Months<br>Ended                       |                 | Nine Months<br>Ended |                 |
|  | July 2,<br>2016                             | July 4,<br>2015 | July 2,<br>2016      | July 4,<br>2015 |
| Foreign currency contracts Sales         | \$(2,946)                                   | \$677           | \$(3,461)            | \$276           |
| Foreign currency contracts Cost of sales | (664 )                                      | (641 )          | (407 )               | (68 )           |
| Interest rate swaps Interest             | (140 )                                      | (62 )           | (52 )                | (1,823)         |
| Net loss                                 | (3,750 )                                    | (26 )           | (3,920 )             | (1,615)         |
| Tax effect                               | 921   | 266             | 790                  | 715             |
| Net deferral in AOCI of derivatives      | \$(2,829)                                   | \$240           | \$(3,130)            | \$(900)         |

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## Note 14 - Stock Employee Compensation Trust and Supplemental Retirement Plan Trust

The Stock Employee Compensation Trust (SECT) assists in administering and provides funding for equity-based compensation plans and benefit programs, including the Moog Inc. Retirement Savings Plan (RSP). The Supplemental Retirement Plan (SERP) Trust provides funding for benefits under the Moog Inc. SERP. Both the SECT and the SERP Trust hold shares as investments. The shares in the SECT and SERP Trust are not considered outstanding for purposes of calculating earnings per share. However, in accordance with the trust agreements governing the SECT and SERP Trust, the trustees vote all shares held by the SECT and SERP Trust on all matters submitted to shareholders.

## Note 15 - Earnings per Share

Basic and diluted weighted-average shares outstanding are as follows:

|   | Three Months Ended |                 | Nine Months Ended |                 |
|---|--------------------|-----------------|-------------------|-----------------|
|   | July 2,<br>2016    | July 4,<br>2015 | July 2,<br>2016   | July 4,<br>2015 |
| Basic weighted-average shares outstanding   | 36,038,340         | 38,389,629      | 36,411,428        | 39,555,423      |
| Dilutive effect of equity-based awards      | 229,635            | 354,991         | 251,737           | 407,719         |
| Diluted weighted-average shares outstanding | 36,267,975         | 38,744,620      | 36,663,165        | 39,963,142      |

For the three and nine months ended July 2, 2016, there were 91,175 and 72,293 common shares subject to equity-based awards, respectively, excluded from the calculation of diluted earning per share as they would be anti-dilutive. There were no material anti-dilutive equity-based awards outstanding for the three and nine months ended July 4, 2015.

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## Note 16 - Segment Information

During 2015, we made a change to our segment reporting. Our Components segment now includes our sensors and handpieces product line, which we previously included in the Medical Devices segment. This product line consists of manufactured ultrasonic and optical sensors as well as surgical handpieces distributed to medical OEMs. Since the customer base is different from the sale of medical pumps directly to end users, the chief operating decision maker is now reviewing performance and assessing the allocation of resources of this product line as part of the Components segment. All historical amounts have been restated to conform to this new organization.

Below are sales and operating profit by segment for the three and nine months ended July 2, 2016 and July 4, 2015 and a reconciliation of segment operating profit to earnings before income taxes. Operating profit is net sales less cost of sales and other operating expenses, excluding interest expense, equity-based compensation expense and other corporate expenses. Cost of sales and other operating expenses are directly identifiable to the respective segment or allocated on the basis of sales, number of employees or profit.

|                                   | Three Months Ended |              | Nine Months Ended |              |
|-----------------------------------|--------------------|--------------|-------------------|--------------|
|                                   | July 2, 2016       | July 4, 2015 | July 2, 2016      | July 4, 2015 |
| Net sales:                        |                    |              |                   |              |
| Aircraft Controls                 | \$274,175          | \$270,339    | \$804,779         | \$811,103    |
| Space and Defense Controls        | 90,764             | 95,266       | 262,579           | 288,477      |
| Industrial Systems                | 130,103            | 130,581      | 383,526           | 393,092      |
| Components                        | 92,285             | 112,630      | 265,673           | 335,396      |
| Medical Devices                   | 25,933             | 25,723       | 76,302            | 74,240       |
| Net sales                         | \$613,260          | \$634,539    | \$1,792,859       | \$1,902,308  |
| Operating profit:                 |                    |              |                   |              |
| Aircraft Controls                 | \$30,532           | \$28,401     | \$67,705          | \$75,195     |
| Space and Defense Controls        | 13,747             | 6,149        | 38,920            | 19,784       |
| Industrial Systems                | 11,534             | 13,068       | 38,437            | 38,972       |
| Components                        | 10,754             | 14,966       | 23,839            | 47,828       |
| Medical Devices                   | 2,182              | 3,506        | 8,015             | 6,558        |
| Total operating profit            | 68,749             | 66,090       | 176,916           | 188,337      |
| Deductions from operating profit: |                    |              |                   |              |
| Interest expense                  | 8,662              | 7,916        | 25,919            | 20,953       |
| Equity-based compensation expense | 875                | 603          | 2,794             | 4,569        |
| Corporate and other expenses, net | 7,650              | 6,847        | 20,369            | 21,255       |
| Earnings before income taxes      | \$51,562           | \$50,724     | \$127,834         | \$141,560    |

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Note 17 - Commitments and Contingencies

From time to time, we are involved in legal proceedings. We are not a party to any pending legal proceedings which management believes will result in a material adverse effect on our financial condition, results of operations or cash flows.

We are engaged in administrative proceedings with governmental agencies and legal proceedings with governmental agencies and other third parties in the normal course of our business, including litigation under Superfund laws, regarding environmental matters. We believe that adequate reserves have been established for our share of the estimated cost for all currently pending environmental administrative or legal proceedings and do not expect that these environmental matters will have a material adverse effect on our financial condition, results of operations or cash flows.

In the ordinary course of business we could be subject to ongoing claims or disputes from our customers, the ultimate settlement of which could have a material adverse impact on our consolidated results of operations. While the receivables and any loss provisions recorded to date reflect management's best estimate of the projected costs to complete a given project, there is still significant effort required to complete the ultimate deliverable. Future variability in internal cost and as well as future profitability is dependent upon a number of factors including deliveries, performance and government budgetary pressures. The inability to achieve a satisfactory contractual solution, further unplanned delays, additional developmental cost growth or variations in any of the estimates used in the existing contract analysis could lead to further loss provisions. Additional losses could have a material adverse impact on our financial condition, results of operations or cash flows in the period in which the loss may be recognized.

We are contingently liable for \$19,735 of standby letters of credit issued by a bank to third parties on our behalf at July 2, 2016.



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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Company's Annual Report filed on Form 10-K for the fiscal year ended October 3, 2015. All references to years in this Management's Discussion and Analysis of Financial Condition and Results of Operations are to fiscal years and amounts may differ from reported values due to rounding.

OVERVIEW

We are a worldwide designer, manufacturer and systems integrator of high performance precision motion and fluid controls and control systems for a broad range of applications in aerospace and defense and industrial markets.

Within the aerospace and defense market, our products and systems include:

• Defense market - primary and secondary flight controls for military aircraft, stabilization and automatic ammunition loading controls for armored combat vehicles, tactical and strategic missile steering controls and gun aiming controls.

• Commercial aircraft market - primary and secondary flight controls for commercial aircraft.

• Commercial space market - satellite positioning controls and thrust vector controls for launch vehicles.

In the industrial market, our products are used in a wide range of applications including:

• Industrial automation market - injection molding, metal forming, heavy industry, material and automotive testing, pilot training simulators and surveillance systems.

• Energy market - oil and gas exploration, wind energy and power generation.

• Medical market - sleep apnea devices, surgical handpieces, CT scanners, as well as enteral clinical nutrition and infusion therapy solutions.

We operate under five segments, Aircraft Controls, Space and Defense Controls, Industrial Systems, Components and Medical Devices. Our principal manufacturing facilities are located in the United States, United Kingdom, Philippines, Germany, Italy, Netherlands, China, Costa Rica, Japan, Luxembourg, India, Canada and Ireland.

We have long-term contracts with some of our customers. These contracts are predominantly within Aircraft Controls and Space and Defense Controls and represent 33%, 34% and 33% of our sales in 2015, 2014 and 2013, respectively.

We recognize revenue on these contracts using the percentage of completion, cost-to-cost method of accounting as work progresses toward completion. The remainder of our sales are recognized when the risks and rewards of ownership and title to the product are transferred to the customer, principally as units are delivered or as service obligations are satisfied. This method of revenue recognition is predominantly used within the Industrial Systems, Components and Medical Devices segments, as well as with aftermarket activity.

We concentrate on providing our customers with products designed and manufactured to the highest quality standards. Our products are applied in demanding applications, "When Performance Really Matters®." We believe we have achieved a leadership position in the high performance, precision controls market, by capitalizing on our strengths, which include:

• superior technical competence in delivering mission-critical solutions,

• an innovative customer-intimacy approach,

• a diverse base of customers and end markets served by a broad product portfolio,

• well-established international presence serving customers worldwide, and

• a proven ability to successfully undertake investments designed to enhance our control systems product franchise and drive continued growth.

These strengths have afforded us the ability to expand our current solutions into new, complimentary technologies, which provide us with the opportunity to develop our product scope supply from one market to another and from component to systems supplier, as well as achieve substantial content positions on the platforms on which we currently participate. As we seek to be the dominant supplier in the current niche markets we serve, we will also look for innovation in all aspects of our business, employing new technologies to improve productivity and to develop

progressive business models.

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Our financial objectives include increasing our revenue base and improving our long term profitability and cash flow from operations while continuously focusing on internal cost improvement initiatives. In doing so, we expect to maintain a balanced, diversified portfolio in terms of markets served, product applications, customer base and geographic presence. Our fundamental strategies to achieve our objectives include:

- maintaining our technological excellence by building upon our systems integration capabilities while solving our customers' most demanding technical problems in applications "When Performance Really Matter<sup>®</sup>,"
- utilizing our global capabilities and strong engineering heritage to innovate new solutions,
- maximizing customer value by implementing lean enterprise principles, and
- investing in talent development to accelerate our leadership capability and employee performance.

We focus on improving shareholder value through strategic revenue growth, both acquired and organic, through improving operating efficiencies and manufacturing initiatives and through utilizing low cost manufacturing facilities without compromising quality. Additionally, we take a balanced approach to capital deployment, which may include strategic acquisitions or further share buyback activity in order to maximize shareholder returns over the long-term. We face numerous challenges to improving shareholder value. These include, but are not limited to, adjusting to dynamic global economic conditions that are influenced by governmental, industrial and commercial factors, pricing pressures from customers, strong competition, foreign currency fluctuations and increases in employee benefit costs. Based on periodic strategy reviews, including the financial outlook of our business, we may also engage in restructuring activities, including reducing overhead, consolidating facilities, exiting some product lines and divesting operations.

### Acquisition and Divestiture

All of our acquisitions are accounted for under the purchase method and, accordingly, the operating results for the acquired companies are included in the consolidated statements of earnings from the respective dates of acquisition. Under purchase accounting, we record assets and liabilities at fair value on the consolidated balance sheet. The purchase price described for each acquisition below is net of any cash acquired and includes debt issued or assumed.

In 2016, we acquired a 70% ownership in Linear Mold and Engineering, a Livonia, Michigan-based company specializing in metal additive manufacturing that provides engineering, manufacturing and production consulting services to customers across a wide range of industries, including aerospace, defense, energy and industrial. We acquired Linear Mold and Engineering for \$23 million. The acquisition also includes a redeemable noncontrolling interest in the remaining 30%, which is exercisable beginning three years from the date of acquisition. This acquisition is included in of our Aircraft Controls segment.

In 2015, we sold the Rochester, New York and Erie, Pennsylvania life sciences operations of our Medical Devices segment for \$3 million.

### CRITICAL ACCOUNTING POLICIES

On a regular basis, we evaluate the critical accounting policies used to prepare our consolidated financial statements, including, but not limited to, revenue recognition on long-term contracts, contract loss reserves, reserves for inventory valuation, reviews for impairment of goodwill, purchase price allocations for business combinations, pension assumptions and deferred tax asset valuation allowances.

There have been no material changes in critical accounting policies in the current year from those disclosed in our 2015 Annual Report on Form 10-K. However, we have expanded our disclosure for reviews for impairment of goodwill. The disclosure below includes key assumptions and circumstances that, if changed, could negatively impact

our assessment of goodwill in reporting units for which the fair value is not significantly in excess of carrying value.

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## Reviews for Impairment of Goodwill

During the fourth quarter of 2015, we transferred the management of our sensors and handpieces business from Medical Devices to Components. Accordingly, we performed an interim test on goodwill for impairment for our Medical Devices reporting unit. This reporting unit had \$62 million of goodwill at October 3, 2015. The fair value of the Medical Devices reporting unit exceeded its carrying amount by 18%. Had we used a discount rate that was 100 basis points higher or a terminal growth rate that was 100 basis points lower than those we assumed, the fair value of this reporting unit would have exceeded its carrying amount by 4% and 10%, respectively.

The primary factor causing the fair value of this reporting unit to not be substantially greater than the carrying value is that the Medical Devices segment was created through a series of acquisitions between 2006 and 2009. The creation of this reporting unit resulted in recording substantial goodwill, which increased the carrying value. The key assumptions that drive the estimated fair value are the projected revenue and operating margins, which are used to project future cash flows. Our expectation for this reporting unit is for revenue growth over the five year projection period to be driven by the overall market growth of the home healthcare segment of the infusion therapy market and by capturing market share due to new product offerings. Additionally, our expectation is that operating margins improve throughout the five year projection period, driven by improved sales, as well as continued cost containment activities. If cash flows generated by our Medical Devices reporting unit were to decline in the future, or if there were adverse revisions to key assumptions, we may be required to record impairment charges. There are specific circumstances that would pose risk to the fair value of this reporting unit. Lower than projected growth rates of the home healthcare segment of the infusion therapy market, changes in provider capital purchase cycles, changes in healthcare legislation, changes in private insurance plans, as well as changes in treatment therapies may negatively affect the fair value of this reporting unit. Also, our projected market share capture rates may be lower due to delayed or unsuccessful new product offerings, which would negatively affect the fair value of this reporting unit. In addition, the fair value of this reporting unit may be negatively impacted based on the results of strategic reviews and courses of action that we may decide to pursue.

## RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)," which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. This ASU requires revenue recognition to depict the transfer of 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. This ASU also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and assets recognized from costs incurred to obtain or fulfill a contract. This ASU can be adopted using either a full retrospective or modified retrospective approach. In March 2016, the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal Versus Agent Considerations." This ASU clarifies implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing." This ASU clarifies implementation guidance on licensing arrangements as well as the process of identifying performance obligations. In May 2016, the FASB issued ASU No. 2016-11, "Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815): Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 pursuant to Staff announcements at the March 3, 2016 EITF Meeting." This ASU rescinds certain SEC paragraphs within ASC 605 and supersedes it with updated guidance found within Topic 606. Also, in May 2016, the FASB issued ASU No. 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients." This ASU is intended to clarify certain narrow aspects of the guidance found within the new revenue recognition standard. The provisions of each ASU are effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years, pursuant to the issuance of ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of Effective Date," in August 2015. These amendments are applicable to us beginning in the first quarter of 2019. We are currently evaluating the adoption of these standards on our financial statements.

In August 2014, the FASB issued ASU No. 2014-13, “Consolidation (Topic 810): Measuring the Financial Assets and Financial Liabilities of a Consolidated Collateralized Financing Entity.” This ASU allows a reporting entity to elect to measure the financial assets and the financial liabilities of a consolidated collateralized financing entity using either the measurement alternative included in the ASU or Topic 820. The provisions of this ASU are effective for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. Early adoption is permitted as of the beginning of an annual period. This amendment is applicable to us beginning in the first quarter of 2017. The adoption of this standard is not expected to have a material impact on our financial statements.

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In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosures of Uncertainties about an Entity's Ability to Continue as a Going Concern." This ASU requires management to evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued or are available to be issued. This ASU also requires management to disclose certain information depending on the results of the going concern evaluation. The provisions of this ASU are effective for fiscal years ending after December 15, 2016 and for interim periods within those fiscal years thereafter. Early adoption is permitted. This amendment is applicable to us beginning in the first quarter of 2017. The adoption of this standard is not expected to have a material impact on our financial statements.

In January 2015, the FASB issued ASU No. 2015-01, "Income Statement - Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items." This ASU eliminates from GAAP the concept of extraordinary items. The ASU retains and expands the existing presentation and disclosure guidance for items that are unusual in nature or occur infrequently to also include items that are both unusual in nature and infrequently occurring. The provisions of this ASU are effective for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. Early adoption is permitted, provided that presentation applied to the beginning of the fiscal year of adoption. This amendment is applicable to us beginning in the first quarter of 2017. The adoption of this standard is not expected to have a material impact on our financial statements.

In April 2015, the FASB issued ASU No. 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs." This ASU requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. In August 2015, the FASB issued ASU No. 2015-15, "Interest - Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements." This ASU provides additional guidance on ASU No. 2015-03, specific to debt issuance costs arising from line-of-credit arrangements. This ASU provides an option to either apply the provisions of ASU No. 2015-03 to line-of-credit arrangements or to defer and instead present debt issuance costs as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement. The provisions of each ASU are effective for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. Early adoption is permitted, and retrospective application is required. These amendments are applicable to us beginning in the first quarter of 2017. The adoption of these standards are not expected to have a material impact on our financial statements.

In May 2015, the FASB issued ASU No. 2015-07, "Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)." This ASU removes the requirement to make certain disclosures as well as categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The provisions of this ASU are effective for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. Early adoption is permitted, and retrospective application is required. This amendment is applicable to us beginning in the first quarter of 2017. Other than requiring a change to our disclosures, the adoption of this standard is not expected to have a material impact on our financial statements.

In July 2015, the FASB issued ASU No. 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory." This ASU requires inventory to be measured at the lower of cost or net realizable value. The provisions of this ASU are effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. Early adoption is permitted, and the amendment is required to be applied prospectively. This amendment is applicable to us beginning in the first quarter of 2018. The adoption of this standard is not expected to have a material impact on our financial statements.

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In September 2015, the FASB issued ASU No. 2015-16, "Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments." This ASU eliminates the requirement to retrospectively account for changes to provisional amounts initially recorded in a business acquisition opening balance sheet. The provisions of this ASU are effective for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. Early adoption is permitted as of the effective date for financial statements that have not yet been made available for issuance. This amendment is applicable to us beginning in the first quarter of 2017. The adoption of this standard is not expected to have a material impact on our financial statements.

In November 2015, the FASB issued ASU No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes." This ASU amends existing guidance to require presentation of deferred tax assets and liabilities as noncurrent within the balance sheet. The provisions of the ASU are effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. Early adoption is permitted, and may be applied either prospectively or retrospectively. This amendment is applicable to us beginning in the first quarter of 2018. We are currently evaluating the adoption of this standard on our financial statements.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." This ASU requires most equity investments be measured at fair value, with subsequent changes in fair value recognized in net income. The amendment also impacts the measurement of financial liabilities under the fair value option as well as certain presentation and disclosure requirements for financial instruments. The provisions of this ASU are effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years. Early adoption is permitted for some, but not all, provisions. The amendment requires certain provisions to be applied prospectively and others to be applied by means of a cumulative-effect adjustment. This amendment is applicable to us beginning in the first quarter of 2019. We are currently evaluating the adoption of this standard on our financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." This ASU requires most lease arrangements to be recognized in the balance sheet as lease assets and lease liabilities. The ASU also requires additional disclosures about the leasing arrangements. The provisions of this ASU are effective for fiscal years beginning after December 15, 2018 and interim periods within those years. Early adoption is permitted. This amendment is applicable to us beginning in the first quarter of 2020. We are currently evaluating the adoption of this standard on our financial statements.

In March 2016, the FASB issued ASU No. 2019-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share Based Payment Accounting." This ASU simplifies several aspects of the accounting for share-based payment transactions, including income tax consequences, classification of awards and classification on the statement of cash flows. The provisions of this ASU are effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. Early adoption is permitted. This amendment is applicable to us beginning in the first quarter of 2018. We are currently evaluating the adoption of this standard on our financial statements.



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## CONSOLIDATED RESULTS OF OPERATIONS AND OUTLOOK

| (dollars and shares in millions, except per share data)               | Three Months Ended |              |             |            | Nine Months Ended |              |             |            |
|---|--------------------|--------------|-------------|------------|-------------------|--------------|-------------|------------|
|   | July 2, 2016       | July 4, 2015 | \$ Variance | % Variance | July 2, 2016      | July 4, 2015 | \$ Variance | % Variance |
| Net sales   | \$613              | \$635        | \$ (21)     | (3) %      | \$1,793           | \$1,902      | \$ (109)    | (6) %      |
| Gross margin  | 29.9 %             | 30.0 %       |             |            | 29.2 %            | 28.8 %       |             |            |
| Research and development expenses                                     | \$36               | \$34         | \$ 2        | 5 %        | \$111             | \$97         | \$ 14       | 14 %       |
| Selling, general and administrative expenses as a percentage of sales | 14.4 %             | 14.3 %       |             |            | 14.2 %            | 14.8 %       |             |            |
| Interest expense  | \$9                | \$8          | \$ 1        | 9 %        | \$26              | \$21         | \$ 5        | 24 %       |
| Restructuring expense   | \$—                | \$7          | \$ (7)      | (101) %    | \$8               | \$7          | \$ 2        | 26 %       |
| Effective tax rate  | 30.9 %             | 28.4 %       |             |            | 27.5 %            | 26.8 %       |             |            |
| Net earnings attributable to common shareholders                      | \$36               | \$36         | \$ —        | — %        | \$94              | \$104        | \$ (10)     | (10) %     |
| Diluted average common shares outstanding                             | 36                 | 39           | (2)         | (6) %      | 37                | 40           | (3)         | (8) %      |
| Diluted earnings per share attributable to common shareholders        | \$1.00             | \$0.94       | \$ 0.06     | 6 %        | \$2.55            | \$2.59       | \$ (0.04)   | (2) %      |

Net sales decreased in the third quarter of 2016 compared to the third quarter of 2015 driven by a \$20 million decline in our Components segment and a \$5 million decline in our Space and Defense segment. Aircraft Controls partly offset the declines by \$4 million, due to higher commercial aircraft sales.

Net sales decreased in the first three quarters of 2016 compared to the first three quarters of 2015. With the exception of our Medical Devices segment, the rest of our segments' sales declined. Weaker foreign currencies, in particular the British Pound and the Euro relative to the U.S. dollar, contributed approximately 20% of the sales decline in the first three quarters of 2016.

Gross margin increased in the first three quarters of 2016 compared to the same period of 2015. We benefited from the absence of last year's \$7 million correction of an out-of-period accounting adjustment in our Space and Defense Controls segment. In addition, our year-to-date restructuring benefits from actions taken in 2015 contributed \$7 million of reduced costs. Also, our sales mix improved from higher amounts of foreign military sales in Aircraft Controls. However, the improvements were partly offset by an adverse sales mix in both Components and in Industrial Systems due to lower energy and industrial market sales.

Research and development expenses increased in the first three quarters of 2016 compared to the same periods of 2015. Within Aircraft Controls, research and development expenses increased \$13 million as we had higher activity on the Embraer E-2 and the Airbus A350 programs.

In the first three quarters of 2016 compared to the first three quarters of 2015, selling, general and administrative expenses as a percentage of sales decreased. Most of the decline is attributable to an on-going focus on expense reduction across our segments. Additionally, we benefited \$9 million from our 2015 restructuring activities.

In 2015, we incurred \$15 million of restructuring expenses, primarily in Industrial Systems, Space and Defense Controls and Aircraft Controls. Through nine months of 2016, the total savings were \$16 million, or 76% of our projected benefits for the year. In the second quarter of 2016, we incurred \$8 million of restructuring expenses, primarily related to exiting a product line in Aircraft Controls. Through the third quarter of 2016, the total savings were \$2 million, or 20% of our subsequent four-quarter benefits total.

In the first three quarters of 2016 compared to the first three quarters of 2015, interest expense increased \$3 million due to higher levels of debt attributable to the funding of our share repurchase program. Additionally, interest expense increased \$2 million due to higher interest rates following the issuance of our \$300 million senior notes in November 2014.



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In comparison to the U.S. statutory tax rate, our effective tax rates in 2016 and 2015 differ as a result of earnings being taxed in foreign jurisdictions with lower statutory tax rates. Additionally, our effective tax rates reflect the timing of enactment of the U.S. research and development tax credit, as well as the reversal of accruals for certain tax exposures outside of the U.S. whose statutes of limitations have expired.

Average common shares outstanding decreased in the third quarter and in the first nine months of 2016 compared to the same periods of 2015 due to our share buyback program. Since the Board of Directors amended the program in January 2014, we have repurchased ten million shares, and have three million additional shares available for repurchase under this program.

Other comprehensive loss in the third quarter of 2016 includes \$25 million of foreign currency translation loss. In the third quarter of 2015, other comprehensive income included \$12 million of foreign currency translation income. The negative change for foreign currency translation adjustments during this period is attributable to the changes in the British Pound and the Euro, which decreased \$39 million in total. Other comprehensive loss in the first three quarters of 2016 includes \$34 million of foreign currency translation loss. In the first three quarters of 2015, other comprehensive loss includes \$68 million of foreign currency translation loss. The positive change for foreign currency translation adjustments during this period is due to changes in the the Euro, which increased \$36 million.

2016 Outlook – We expect sales in 2016 to decrease 4% from fiscal 2015 to \$2.42 billion. We expect sales declines in Components and Industrial Systems, as they are negatively impacted by global macro-economic conditions, particularly affecting our marine energy and industrial products. We also expect sales declines in Space and Defense Controls due to lower satellite sales. Partly offsetting the declines is anticipated growth in Aircraft Controls as the Airbus A350 program continues to ramp up. We expect an operating margin of 9.7%. The benefits of our 2015 and 2016 cost containment activities will drive margin expansion; however, the improvement will be offset by the effects of lower sales and an unfavorable sales mix in Components. We expect net earnings attributable to common shareholders will decrease 7% to \$122 million. Average diluted shares outstanding will decrease 7% to 37 million due to shares already repurchased under our current share buyback program. We expect diluted earnings per share will range between \$3.25 and \$3.45, with a midpoint of \$3.35, which would be flat with 2015.

Table of Contents**SEGMENT RESULTS OF OPERATIONS AND OUTLOOK**

During 2015, we made a change to our segment reporting. Our Components segment now includes our sensors and handpieces product line, which we previously included in the Medical Devices segment. This product line consists of manufactured ultrasonic and optical sensors as well as surgical handpieces distributed to medical OEMs. Since the customer base is different from the sale of medical pumps directly to end users, the chief operating decision maker is now reviewing performance and assessing the allocation of resources of this product line as part of the Components segment. Sales of sensors and handpieces were \$25 million in 2015. All amounts have been restated to present sensors and handpieces within Components.

Operating profit, as presented below, is net sales less cost of sales and other operating expenses, excluding interest expense, equity-based compensation expense and other corporate expenses. Cost of sales and other operating expenses are directly identifiable to the respective segment or allocated on the basis of sales, number of employees or profit. Operating profit is reconciled to earnings before income taxes in Note 16 of the Notes to Consolidated Condensed Financial Statements included in this report.

**Aircraft Controls**

| (dollars in millions)           | Three Months Ended |              |         |       | Nine Months Ended |              |           |        |
|---------------------------------|--------------------|--------------|---------|-------|-------------------|--------------|-----------|--------|
|                                 | July 2, 2016       | July 4, 2015 | \$      | %     | July 2, 2016      | July 4, 2015 | \$        | %      |
| Net sales - military aircraft   | \$134              | \$141        | \$ (7 ) | (5 %) | \$386             | \$401        | \$ (15 )  | (4 %)  |
| Net sales - commercial aircraft | 140                | 129          | 11      | 8 %   | 419               | 410          | \$ 9      | 2 %    |
|                                 | \$274              | \$270        | \$ 4    | 1 %   | \$805             | \$811        | \$ (6 )   | (1 %)  |
| Operating profit                | \$31               | \$28         | \$ 2    | 8 %   | \$68              | \$75         | \$ (7 )   | (10 %) |
| Operating margin                | 11.1 %             | 10.5 %       |         |       | 8.4 %             | 9.3 %        |           |        |
| Backlog                         |                    |              |         |       | \$590             | \$691        | \$ (101 ) | (15 %) |

Aircraft Controls' net sales were comparable in the third quarter and in the first three quarters of 2016 and 2015; however, in both periods, commercial aircraft sales increased while military aircraft sales decreased.

In the third quarter of 2016 compared to the third quarter of 2015, commercial OEM sales increased \$15 million while commercial aftermarket sales decreased \$4 million. Commercial OEM sales for the Airbus A350 program increased \$10 million due to the program's ramp and sales for Boeing programs increased \$7 million due to higher deliveries. The lower aftermarket sales were due to lower levels of Boeing 787 initial provisioning and business jet aftermarket sales. In the third quarter of 2016, military OEM sales decreased \$5 million across multiple programs due to lower levels of production. Also, military aftermarket sales declined \$2 million across several programs.

In the first three quarters of 2016 compared to the same period of 2015, commercial OEM sales increased \$14 million while commercial aftermarket sales declined \$5 million. Commercial OEM sales to Airbus increased \$18 million due to the A350 program, and sales for Boeing programs increased \$3 million. These increases were partially offset by lower sales on various business jet programs. The commercial aftermarket sales decline was driven by lower levels of Boeing 787 initial provisioning and business jet aftermarket sales. Within military aircraft, OEM sales decreased \$9 million and aftermarket decreased \$6 million. OEM sales on the V-22 program decreased \$13 million. OEM sales also decreased \$8 million across various other military programs. These declines were partially offset by \$6 million of increased sales for foreign military aircraft and by \$6 million of increased sales for the F-35 program. The decline in military aftermarket sales in the first three quarters of 2016 is largely due to work on the C-5 program winding down, partially offset by increased activity on F-35 aftermarket.

Operating margin increased in the third quarter of 2016 compared to the third quarter of 2015. We benefited from \$3 million of restructuring benefits, with approximately one-half of the benefits associated with our 2015 restructuring actions and the other half associated with the benefits of exiting a product line earlier in 2016.

Operating margin declined in the first three quarters of 2016 compared to the first three quarters of 2015. Research and development expenses increased \$13 million, largely associated with the Embraer E-2 and the Airbus A350 programs. Additionally, we incurred \$6 million of restructuring charges related to exiting a product line in the second quarter of 2016. Partially offsetting the margin declines were savings related to our restructuring activities in both

2015 and 2016, which contributed \$5 million of incremental operating profit. Additionally, an improved sales mix, due to higher amounts of foreign military sales, as well as lower operating costs also helped to offset the margin pressures.

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The year-to-date savings related to our restructuring activities of 2015 are \$3 million, or approximately 60% of our total expected annual benefits. Our current expected annual benefits are 90% of our original annual expected benefits, as we have revised our workforce planning. The year-to-date savings related to our restructuring actions of 2016 are \$1 million and are in line with our total expected return.

The decrease of twelve-month backlog for Aircraft Controls at July 2, 2016 compared to July 4, 2015 is primarily due to changes in commercial OEM order patterns.

2016 Outlook for Aircraft Controls – We expect sales in Aircraft Controls to remain at \$1.09 billion in 2016.

Commercial OEM aircraft sales are expected to increase 5%, due primarily to the continued ramp up of the Airbus A350 program. We expect that commercial aftermarket sales will decline due to the lower levels of Boeing 787 initial provisioning sales. We expect military sales will decline 4% in 2016, as lower V-22 and military aftermarket sales will be partially offset by higher F-35 production sales. We expect our operating margin will decrease to 8.5% in 2016 from 9.2% in 2015. Our operating margin will be negatively affected by our second quarter restructuring expenses, as well as increased research and development costs due to the continued spend on the A350 and the Embraer E-2 programs. However, we expect that lower costs, including the benefits from our recent restructuring actions, will offset some of the margin pressures.

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## Space and Defense Controls

| (dollars in millions) | Three Months Ended |       |          |          | Nine Months Ended  |       |          |          |
|-----------------------|--------------------|-------|----------|----------|--------------------|-------|----------|----------|
|                       | July 2, July 4, \$ |       | %        |          | July 2, July 4, \$ |       | %        |          |
|                       | 2016               | 2015  | Variance | Variance | 2016               | 2015  | Variance | Variance |
| Net sales             | \$91               | \$95  | \$ (5 )  | (5 %)    | \$263              | \$288 | \$ (26 ) | (9 %)    |
| Operating profit      | \$14               | \$6   | \$ 8     | 124 %    | \$39               | \$20  | \$ 19    | 97 %     |
| Operating margin      | 15.1%              | 6.5 % |          |          | 14.8 %             | 6.9 % |          |          |
| Backlog               |                    |       |          |          | \$238              | \$234 | \$ 4     | 2 %      |

Space and Defense Controls' net sales decreased in the third quarter and in the first three quarters of 2016 compared to the same periods of 2015 as a result of declining sales in our space market.

Sales in our space market decreased \$4 million in the third quarter of 2016 compared to the third quarter of 2015, due in part to the completion of prior year satellite contracts. For the first three quarters of 2016 compared to the first three quarters of 2015, sales in our space market decreased \$23 million, due primarily to satellite and launch vehicle contracts winding down. Within our defense market, sales decreased \$3 million in the first three quarters of 2016, driven primarily by lower sales volumes on missile systems.

Operating margin increased in the third quarter of 2016 compared to the third quarter of 2015. The absence of last year's \$6 million of restructuring charges contributed to higher operating profit. In addition, we had lower costs in our security business. Also, the restructuring benefits resulting from last year's actions increased operating profit by \$2 million.

Operating margin increased in the first three quarters of 2016 compared to the first three quarters of 2015. The absence of last year's \$8 million out-of-period adjustment, as well as the prior year's \$6 million restructuring expense contributed to the increase in operating profit. Additionally, the restructuring benefits associated with the prior year's expense increased operating profit by \$5 million. These year-to-date savings match our original total expected annual benefits. Also, improved sales mix, primarily in our satellite business, contributed incremental profit.

The higher level of twelve-month backlog for Space and Defense Controls at July 2, 2016 compared to July 4, 2015 is due to higher orders for launch vehicles and naval and defense controls programs, partially offset by lower levels for missile systems.

2016 Outlook for Space and Defense Controls – We expect sales in Space and Defense Controls to decrease 6% to \$360 million in 2016. We expect sales declines in our space market due to lower than anticipated sales for satellite programs. We expect our operating margin will increase to 14.0% in 2016 from 8.7% in 2015, due to the absence of the 2015 accounting correction and the benefit from our 2015 restructuring actions.

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## Industrial Systems

| (dollars in millions) | Three Months Ended |        |              |        | Nine Months Ended |       |              |        |
|-----------------------|--------------------|--------|--------------|--------|-------------------|-------|--------------|--------|
|                       | July 2, 2016       |        | July 4, 2015 |        | July 2, 2016      |       | July 4, 2015 |        |
|                       | \$                 | %      | \$           | %      | \$                | %     | \$           | %      |
| Net sales             | \$130              | \$131  | \$ —         | — %    | \$384             | \$393 | \$ (10)      | (2 %)  |
| Operating profit      | \$12               | \$13   | \$ (2)       | (12 %) | \$38              | \$39  | \$ (1)       | (1 %)  |
| Operating margin      | 8.9 %              | 10.0 % |              |        | 10.0 %            | 9.9 % |              |        |
| Backlog               |                    |        |              |        | \$155             | \$185 | \$ (30)      | (16 %) |

Industrial Systems' net sales were comparable in the third quarters of 2016 and 2015.

Industrial Systems' net sales decreased in the first nine months of 2016 compared to the first nine months of 2015.

Weaker foreign currencies, in particular the Euro and the Brazilian Real relative to the U.S. dollar, resulted in a \$13 million sales decline. Excluding the currency effects, Industrial Systems' sales increased \$4 million, as simulation programs increased \$9 million, but were partially offset by \$5 million of lower industrial automation sales. Simulation programs increased due to higher sales volumes to flight simulation customers. Sales decreased in our industrial automation market due to the continuing economic weakness in our markets resulting in lower demand for our products.

Operating margin decreased in the third quarter of 2016 compared to the third quarter of 2015. We were negatively affected in the quarter by an unfavorable sales mix due to lower sales in our non-renewable energy and industrial automation markets. Also, research and development expenses increased \$1 million due to work on our next generation wind products. Partly offsetting the declines was \$2 million of benefits from our 2015 restructuring activities.

Operating margin increased slightly in the first nine months of 2016 compared to the same period of 2015. Operating profit included \$5 million of benefits from our 2015 restructuring activities. These year-to-date savings are approximately 70% of our original total expected annual benefits and are in line with our expectations. However, higher research and development expenses decreased operating profit by \$3 million. Additionally, an unfavorable sales mix in our energy and industrial automation markets in the first nine months of 2016 negatively affected operating profit. We also incurred \$1 million of additional restructuring expense in the second quarter of 2016.

The lower level of twelve-month backlog in Industrial Systems at July 2, 2016 compared to July 4, 2015 is due to the completion of simulation orders as well as lower energy orders related to the decline in the energy market.

2016 Outlook for Industrial Systems – We expect sales in Industrial Systems to decrease 3% to \$505 million in 2016. We expect that the impacts of the weaker foreign currencies relative to the U.S. dollar, as well as the evolving global economic conditions, will continue to negatively impact our sales. We expect our operating margin will increase to 9.8% in 2016 from 8.6% in 2015, as we benefit from both our recent restructuring actions and our cost containment activities.



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## Components

| (dollars in millions) | Three Months Ended |              |          |        | Nine Months Ended |              |          |        |
|-----------------------|--------------------|--------------|----------|--------|-------------------|--------------|----------|--------|
|                       | July 2, 2016       | July 4, 2015 | \$       | %      | July 2, 2016      | July 4, 2015 | \$       | %      |
| Net sales             | \$92               | \$113        | \$ (20 ) | (18 %) | \$266             | \$335        | \$ (70 ) | (21 %) |
| Operating profit      | \$11               | \$15         | \$ (4 )  | (28 %) | \$24              | \$48         | \$ (24 ) | (50 %) |
| Operating margin      | 11.7%              | 13.3 %       |          |        | 9.0 %             | 14.3 %       |          |        |
| Backlog               |                    |              |          |        | \$165             | \$165        | \$ —     | — %    |

Components' net sales decreased across all of our markets in the third quarter and in the first three quarters of 2016 compared to the same periods of 2015.

Within our non-aerospace and defense market, sales in our energy, our industrial and our medical markets decreased in total by \$14 million in the third quarter of 2016 and \$50 million in the first nine months of 2016 compared to the same periods of 2015. Within our energy market, sales declined \$8 million and \$28 million, respectively, due to the macro-economic conditions centered around the significant decline in the price of crude oil and the resulting lower demand for our marine products. Also, sales declined \$4 million and \$11 million, respectively, in our industrial market due to unfavorable order timing and due to macro-economic industrial conditions. Additionally, sales declined \$1 million and \$11 million, respectively, in our medical market due in part to a lower price point for a key customer's next generation sleep apnea product. Within our aerospace and defense market, sales decreased \$7 million and \$20 million, respectively, due primarily to lower demand for aftermarket products and lower orders for our space and defense products.

Operating margin declined in the third quarter and in the first three quarters of 2016 compared to the same periods of 2015. The decreases are due, in part, to lower demand for our marine energy products resulting from the significant decline in the price of crude oil. Operating margin in the first nine months of 2016 was also negatively affected by lower sales in our medical and our military markets.

The twelve-month backlog at July 2, 2016 is comparable to the level at July 4, 2015, as higher orders for our defense market are offset by lower orders in our marine energy market.

2016 Outlook for Components – We expect sales to decrease 17% to \$365 million in 2016 across all of our markets. We expect our operating margin will decrease to 10.0% in 2016 from 13.4% in 2015. We will continue to be negatively impacted by macro-economic conditions reducing the demand for products in our energy and industrial markets in 2016.

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## Medical Devices

| (dollars in millions) | Three Months Ended |              |             |            | Nine Months Ended |              |             |            |
|-----------------------|--------------------|--------------|-------------|------------|-------------------|--------------|-------------|------------|
|                       | July 2, 2016       | July 4, 2015 | \$ Variance | % Variance | July 2, 2016      | July 4, 2015 | \$ Variance | % Variance |
| Net sales             | \$26               | \$26         | \$ —        | 1 %        | \$76              | \$74         | \$ 2        | 3 %        |
| Operating profit      | \$2                | \$4          | \$ (1 )     | (38 %)     | \$8               | \$7          | \$ 1        | 22 %       |
| Operating margin      | 8.4 %              | 13.6%        |             |            | 10.5%             | 8.8 %        |             |            |
| Backlog               |                    |              |             |            | \$8               | \$6          | \$ 2        | 36 %       |

Medical Devices' net sales were comparable in the third quarter of 2016 and 2015.

In the first three quarters of 2016, Medical Devices' net sales increased compared to the first three quarters of 2015. Enteral sales increased \$3 million, due to higher sales volumes of enteral pumps and sets. Sales for IV products also increased \$2 million, due to higher shipments of IV pumps, driven by the replacement of competitors' older products in the U.S. home healthcare market. In 2015, we had \$3 million of sales associated with the sold operations.

Operating margin in the third quarter of 2016 declined compared to the third quarter of 2015, driven by higher development costs for our next generation pump products. Operating margin in the first three quarters of 2016 increased compared to the same period of 2015. We benefited from higher sales volumes, primarily for our IV products, as well as a more favorable sales mix across both of our IV and enteral products.

Twelve-month backlog for Medical Devices is not as substantial relative to sales as compared to our other segments, reflecting the shorter order-to-shipment cycle for this line of business.

2016 Outlook for Medical Devices – We expect sales to increase 4% to \$102 million in 2016. We expect that sales will increase due to improved enteral and IV product sales. Excluding the impact of the sold operations in 2015, sales are expected to increase 7% organically in 2016. We expect our operating margin will increase to 11.4% in 2016 from 8.7% in 2015 as we continue to benefit from an improved cost structure and incremental margin contribution from higher sales volumes.

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## FINANCIAL CONDITION AND LIQUIDITY

| (dollars in millions)        | Nine Months Ended |              |             |            |
|------------------------------|-------------------|--------------|-------------|------------|
|                              | July 2, 2016      | July 4, 2015 | \$ Variance | % Variance |
| Net cash provided (used) by: |                   |              |             |            |
| Operating activities         | \$161             | \$207        | \$ (46 )    | (22 %)     |
| Investing activities         | (52 )             | (45 )        | (7 )        | 16 %       |
| Financing activities         | (19 )             | (96 )        | 77          | (80 %)     |

Our available borrowing capacity and our cash flow from operations provide us with the financial resources needed to run our operations, reinvest in our business and make strategic acquisitions.

At July 2, 2016, our cash balance was \$394 million, which is primarily held outside of the U.S. Cash flow from our U.S. operations, together with borrowings on our credit facility, fund on-going activities, debt service requirements and future growth investments. We reinvest the cash generated from foreign operations locally and such international balances are not available to pay down debt in the U.S. unless we decide to repatriate such amounts. If we determined repatriation of foreign funds was necessary, we would then be required to pay U.S. income taxes on those funds.

**Operating activities**

Net cash provided by operating activities decreased in the first three quarters of 2016 compared to the same period of 2015. Unfavorable timing of payments and collections across all of our segments used \$32 million more of cash compared to a year ago. Additionally, we contributed an additional \$19 million in pension contributions in the first three quarters of 2016. Partially offsetting the increases in these uses of cash was \$15 million more of cash provided by customer advances, primarily in Aircraft Controls.

**Investing activities**

Net cash used by investing activities in the first nine months of 2016 included \$43 million for capital expenditures and \$11 million as partial payment for the Linear Mold and Engineering acquisition. Net cash used by investing activities in the first nine months of 2015 included \$58 million for capital expenditures. However in the first nine months of 2015, investment activities provided \$7 million of cash as we liquidated retirement plan investments in order to purchase our stock. Additionally, investment activities in 2015 included the proceeds from the sale of two small operations.

We expect our 2016 capital expenditures to be \$70 million, as we support major program-related tooling and test equipment expenditures, primarily in commercial aircraft, as well as purchasing an offshore facility that is currently being leased.

**Financing activities**

In the nine months ending July 2, 2016, we repurchased approximately 850,000 shares through our stock repurchase program for \$39 million, averaging \$46 per share, which was funded by our credit facility.

Cash used by financing activities in the first nine months of 2015 includes the net proceeds of issuing our \$300 million aggregate principal 5.25% senior notes, which were used to repay our revolving credit facility borrowings. Additionally, financing activities in the first nine months of 2015 includes \$278 million to fund our stock repurchase program.

**Off Balance Sheet Arrangements**

We do not have any material off balance sheet arrangements that have or are reasonably likely to have a material future effect on our results of operations or financial condition.

**Contractual Obligations and Commercial Commitments**

Our contractual obligations and commercial commitments have not changed materially from the disclosures in our 2015 Annual Report on Form 10-K.

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**CAPITAL STRUCTURE AND RESOURCES**

We maintain bank credit facilities to fund our short and long-term capital requirements, including for acquisitions. From time to time, we also sell debt and equity securities to fund acquisitions or take advantage of favorable market conditions.

On November 21, 2014, we completed the sale of \$300 million aggregate principal amount of 5.25% senior notes due December 1, 2022 at par with interest paid semiannually on June 1 and December 1 of each year. The senior notes are unsecured obligations, guaranteed on a senior unsecured basis by certain subsidiaries and contain normal incurrence-based covenants and limitations such as the ability to incur additional indebtedness, pay dividends, make other restricted payments and investments, create liens and certain corporate acts such as mergers and consolidations. The aggregate net proceeds of \$294 million were used to repay indebtedness under our U.S. bank credit facility, thereby increasing the unused portion of our U.S. revolving credit facility.

On June 28, 2016, we amended our U.S. revolving credit facility. This amendment extended the maturity to June 28, 2021. The U.S. revolving credit facility has a capacity of \$1.1 billion and also provides an expansion option, which permits us to request an increase of up to \$200 million to the credit facility upon satisfaction of certain conditions. The U.S. revolving credit facility had an outstanding balance of \$688 million at July 2, 2016. Interest on the outstanding credit facility borrowings is principally based on LIBOR plus the applicable margin, which was 1.63% at July 2, 2016. The credit facility is secured by substantially all of our U.S. assets.

The U.S. revolving credit facility contains various covenants. The covenant for minimum interest coverage ratio, defined as the ratio of EBITDA to interest expense for the most recent four quarters, is 3.0. The covenant for the maximum leverage ratio, defined as the ratio of net debt, including letters of credit, to EBITDA for the most recent four quarters, is 3.5. We are in compliance with all covenants. EBITDA is defined in the loan agreement as (i) the sum of net income, interest expense, income taxes, depreciation expense, amortization expense, other non-cash items reducing consolidated net income and non-cash equity-based compensation expenses minus (ii) other non-cash items increasing consolidated net income.

We are generally not required to obtain the consent of lenders of the U.S. revolving credit facility before raising significant additional debt financing; however, certain limitations and conditions may apply that would require consent to be obtained. In recent years, we have demonstrated our ability to secure consents to access debt markets. We have also been successful in accessing equity markets from time to time. We believe that we will be able to obtain additional debt or equity financing as needed.

At July 2, 2016, we had \$404 million of unused capacity, including \$392 million from the U.S. revolving credit facility after considering standby letters of credit. However, our leverage ratio covenant limits our total borrowing capacity to \$369 million as of July 2, 2016.

We have a trade receivables securitization facility (the "Securitization Program"), which terminates on April 13, 2018. Under the Securitization Program, we sell certain trade receivables and related rights to an affiliate, which in turn sells an undivided variable percentage ownership interest in the trade receivables to a financial institution, while maintaining a subordinated interest in a portion of the pool of trade receivables. The Securitization Program effectively increases our borrowing capacity by up to \$120 million and lowers our cost to borrow funds as compared to the U.S. revolving credit facility. We had an outstanding balance of \$120 million at July 2, 2016. The Securitization Program has a minimum borrowing requirement, which was \$96 million at July 2, 2016. Interest on the secured borrowings under the Securitization Program was 1.34% at July 2, 2016 and is based on 30-day LIBOR plus an applicable margin.

Net debt to capitalization was 41% at July 2, 2016 and 44% at October 3, 2015. The decrease in net debt to capitalization is primarily due to our net earnings and positive cash flow.

We believe that our cash on hand, cash flows from operations and available borrowings under short and long-term arrangements will continue to be sufficient to meet our operating needs.

The Board of Directors authorized a share repurchase program beginning in January 2014 that includes both Class A and Class B common shares, and allows us to buy up to an aggregate 13 million common shares. Under this program, we have purchased 9.6 million shares for \$650 million as of July 2, 2016.



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**ECONOMIC CONDITIONS AND MARKET TRENDS**

We operate within the aerospace and defense and industrial markets. Our aerospace and defense markets are affected by market conditions and program funding levels, while our industrial markets are influenced by general capital investment trends and economic conditions. A common factor throughout our markets is the continuing demand for technologically advanced products.

**Aerospace and Defense**

Approximately 64% of our 2015 sales were generated in aerospace and defense markets. Within aerospace and defense, we serve three end markets: defense, commercial aircraft and space.

The defense market is dependent on military spending for development and production programs. Aircraft production programs are typically long-term in nature, offering predictability as to capacity needs and future revenues. We maintain positions on numerous high priority programs, including the Lockheed Martin F-35 Joint Strike Fighter, FA-18E/F Super Hornet and V-22 Osprey. The large installed base of our products leads to attractive aftermarket sales and service opportunities. The tactical and strategic missile, missile defense and defense controls markets are dependent on many of the same market conditions as military aircraft, including overall military spending and program funding levels. Our security and surveillance product line is dependent on government funding at federal and local levels, as well as private sector demand.

Reductions in the U.S. Department of Defense's mandatory and discretionary budgeted spending, which became effective on March 1, 2013, resulting from the Budget Control Act of 2011, will have ongoing ramifications for the domestic aerospace and defense market for the near future. The automatic spending limitations (which is generally referred to as sequestration) of approximately \$500 billion through the Federal Government's 2021 fiscal year will present challenges over the next decade, as uncertainty remains with respect to the levels of defense spending. We believe that lower U.S. defense spending is affecting our military sales. Currently, we expect approximately \$645 million of U.S. defense sales in 2016.

The commercial aircraft market is dependent on a number of factors, including global demand for air travel, which generally follows underlying economic growth. As such, the commercial aircraft market has historically exhibited cyclical swings which tend to track the overall economy. In recent years, the development of new, more fuel-efficient commercial air transports has helped drive increased demand in the commercial aircraft market, as airlines replace older, less fuel-efficient aircraft with newer models in an effort to reduce operating costs. The aftermarket is driven by usage of the existing aircraft fleet and the age of the installed fleet, and is impacted by fleet re-sizing programs for passenger and cargo aircraft. Changes in aircraft utilization rates affect the need for maintenance and spare parts and impact aftermarket sales. Boeing and Airbus have historically adjusted production in line with air traffic volume. Demand for our commercial aircraft products is in large part dependent on new aircraft production, which is increasing as Boeing and Airbus work to fulfill large backlogs of unfilled orders.

The commercial space market is comprised of large satellite customers, traditionally communications companies. Trends for this market, as well as for commercial launch vehicles, follow demand for increased capacity. This in turn, tends to track with underlying demand for increased consumption of telecommunication services, satellite replacement and global navigation needs. The space market is also partially dependent on the governmental-authorized levels of funding for satellite communications, as well as investment for commercial and exploration activities.

**Industrial**

Approximately 36% of our 2015 sales were generated in industrial markets. Within industrial, we serve three end markets: industrial automation, energy and medical.

The industrial automation market we serve is influenced by several factors including capital investment, product innovation, economic growth, cost-reduction efforts and technology upgrades. We experience challenges from the need to react to the demands of our customers, who are in large part sensitive to international and domestic economic conditions.



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The energy market we serve is affected by changing oil and natural gas prices, global urbanization, the resulting change in supply and demand for global energy and the political climate and corresponding public support for investments in renewable energy generation capacity. Historically, drivers for global growth include investments in power generation infrastructure, including renewable energy, and exploration in search of new oil and gas resources. However, the recent significant decline in the price of crude oil has reduced investment in exploration activities. This reduced investment has directly affected our energy business in Components and in Industrial Systems. Currently, we expect approximately \$40 million of oil exploration-related sales in 2016, down from approximately \$100 million in 2014.

The medical market we serve is influenced by economic conditions, regulatory environments, hospital and outpatient clinic spending on equipment, population demographics, medical advances, patient demands and the need for precision control components and systems. Advances in medical technology and medical treatments have had the effect of extending the average life spans, in turn resulting in greater need for medical services. These same technology and treatment advances also drive increased demand from the general population as a means to improve quality of life. Access to medical insurance, whether through government funded health care plans or private insurance, also affects the demand for medical services.

Foreign Currencies

We are affected by the movement of foreign currencies compared to the U.S. dollar, particularly in Industrial Systems. About one-quarter of our 2015 sales were denominated in foreign currencies. During the first nine months of 2016, average foreign currency rates generally weakened against the U.S. dollar compared to 2015. The translation of the results of our foreign subsidiaries into U.S. dollars decreased sales by \$22 million compared to the same period one year ago.



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Cautionary Statement

Information included or incorporated by reference in this report that does not consist of historical facts, including statements accompanied by or containing words such as “may,” “will,” “should,” “believes,” “expects,” “expected,” “intends,” “projects,” “approximate,” “estimates,” “predicts,” “potential,” “outlook,” “forecast,” “anticipates,” “presume” and “assume,” forward-looking statements. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and are subject to several factors, risks and uncertainties, the impact or occurrence of which could cause actual results to differ materially from the expected results described in the forward-looking statements. These important factors, risks and uncertainties include:

- the markets we serve are cyclical and sensitive to domestic and foreign economic conditions and events, which may cause our operating results to fluctuate;
- we operate in highly competitive markets with competitors who may have greater resources than we possess;
- we depend heavily on government contracts that may not be fully funded or may be terminated, and the failure to receive funding or the termination of one or more of these contracts could reduce our sales and increase our costs;
- we make estimates in accounting for long-term contracts, and changes in these estimates may have significant impacts on our earnings;
- we enter into fixed-price contracts, which could subject us to losses if we have cost overruns;
- we may not realize the full amounts reflected in our backlog as revenue, which could adversely affect our future revenue and growth prospects;
- if our subcontractors or suppliers fail to perform their contractual obligations, our prime contract performance and our ability to obtain future business could be materially and adversely impacted;
- contracting on government programs is subject to significant regulation, including rules related to bidding, billing and accounting kickbacks and false claims, and any non-compliance could subject us to fines and penalties or possible debarment;
- the loss of The Boeing Company as a customer or a significant reduction in sales to The Boeing Company could adversely impact our operating results;
- our new product research and development efforts may not be successful which could reduce our sales and earnings;
- our inability to adequately enforce and protect our intellectual property or defend against assertions of infringement could prevent or restrict our ability to compete;
- our business operations may be adversely affected by information systems interruptions, intrusions or new software implementations;
- our indebtedness and restrictive covenants under our credit facilities could limit our operational and financial flexibility;
- significant changes in discount rates, rates of return on pension assets, mortality tables and other factors could adversely affect our earnings and equity and increase our pension funding requirements;
- a write-off of all or part of our goodwill or other intangible assets could adversely affect our operating results and net worth;
- our sales and earnings may be affected if we cannot identify, acquire or integrate strategic acquisitions, or if we engage in divesting activities;
- our operations in foreign countries expose us to political and currency risks and adverse changes in local legal and regulatory environments;
- unforeseen exposure to additional income tax liabilities may affect our operating results;
- government regulations could limit our ability to sell our products outside the United States and otherwise adversely affect our business;
- governmental regulations and customer demands related to conflict minerals may adversely impact our operating results;
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the failure or misuse of our products may damage our reputation, necessitate a product recall or result in claims against us that exceed our insurance coverage, thereby requiring us to pay significant damages;

- future terror attacks, war, natural disasters or other catastrophic events beyond our control could negatively impact our business;
- our operations are subject to environmental laws, and complying with those laws may cause us to incur significant costs; and
- we are involved in various legal proceedings, the outcome of which may be unfavorable to us.

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These factors are not exhaustive. New factors, risks and uncertainties may emerge from time to time that may affect the forward-looking statements made herein. Given these factors, risks and uncertainties, investors should not place undue reliance on forward-looking statements as predictive of future results. We disclaim any obligation to update the forward-looking statements made in this report.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Refer to the Company's Annual Report on Form 10-K for the year ended October 3, 2015 for a complete discussion of our market risk. There have been no material changes in the current year regarding this market risk information.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures. We carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures are effective as of the end of the period covered by this report, to ensure that (a) information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting. There have been no changes in our internal control over (b) financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## PART II OTHER INFORMATION

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(c) The following table summarizes our purchases of our common stock for the quarter ended July 2, 2016.

| Period                         | (a) Total<br>Number<br>of<br>Shares<br>Purchased<br>(1)(2) | (b) Average<br>Price Paid<br>Per Share | (c) Total number<br>of Shares<br>Purchased as<br>Part of Publicly<br>Announced<br>Plans<br>or Programs (3) | (d)<br>Maximum<br>Number<br>(or<br>Approx.<br>Dollar<br>Value) of<br>Shares that<br>May<br>Yet Be<br>Purchased<br>Under<br>Plans or<br>Programs<br>(3) |
|--------------------------------|--|--|--|--|
| April 3, 2016 - April 30, 2016 | 144  | \$ 48.86                               | —  | 3,676,355  |
| May 1, 2016 - May 31, 2016     | 325,239  | 52.39                                  | 324,346  | 3,352,009  |
| June 1, 2016 - July 2, 2016    | 2,211  | 53.84                                  | —  | 3,352,009  |
| Total                          | 327,594  | \$ 52.39                               | 324,346  | 3,352,009  |

Reflects purchases by the SECT of shares of Class B common stock from the Moog Inc. RSP as follows: 1,211 (1) shares at \$53.29 per share during June. Purchases by the SECT from members of the Moog family included: 1,000 shares of Class B common stock at \$54.50 per share during June.

In connection with the exercise of equity-based compensation awards, we accept delivery of shares to pay for the exercise price and withhold shares for tax withholding obligations. In April, we accepted delivery of 144 shares at (2) \$48.86 per share and in May, 893 shares at \$53.11 per share, in connection with the exercise of equity-based awards.

The Board of Directors has authorized a share repurchase program. This program has been amended from time to time to authorize additional repurchases. The program permits the purchase of shares of Class A or Class B (3) common stock in open market or privately negotiated transactions at the discretion of management. The most recent amendment authorized a repurchase of up to 4,000,000 shares of Class A or Class B common stock at management's discretion, under identical terms and conditions. In May, we purchased 324,346 Class A shares at an average price of \$52.38 per share.

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Item 6. Exhibits.

(a) Exhibits

311  
302 Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

312  
302 Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

311  
2002. Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 Interactive Data files (submitted electronically herewith)

(101.INS) XBRL Instance Document

(101.SCH) XBRL Taxonomy Extension Schema Document

(101.CAL) XBRL Taxonomy Extension Calculation Linkbase Document

(101.DEF) XBRL Taxonomy Extension Definition Linkbase Document

(101.LAB) XBRL Taxonomy Extension Label Linkbase Document

(101.PRE) XBRL Taxonomy Extension Presentation Linkbase Document

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section and shall not be part of any registration or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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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.

Moog Inc.

(Registrant)

Date: August 1, 2016 By/s/ John R. Scannell  
John R. Scannell  
Chairman Chief Executive Officer  
(Principal Executive Officer)

Date: August 1, 2016 By/s/ Donald R. Fishback  
Donald R. Fishback  
Vice President  
Chief Financial Officer  
(Principal Financial Officer)

Date: August 1, 2016 By/s/ Jennifer Walter  
Jennifer Walter  
Controller (Principal Accounting Officer)