SUPERIOR INDUSTRIES INTERNATIONAL INC
Form 10-Q
November 04, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 27, 2015

Commission file number: 1-6615

SUPERIOR INDUSTRIES INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	95-2594729
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
26600 Telegraph Road, Suite 400	
Southfield, Michigan	48033
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: (248) 352-7300

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 þ No o

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 þ No o

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 o Accelerated Filer þ Non-Accelerated Filer o Smaller Reporting Company o

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

Number of shares of common stock outstanding as of October 29, 2015: 26,292,409

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PART I
FINANCIAL INFORMATION

Item 1. Financial Statements

Superior Industries International, Inc.
Condensed Consolidated Statements of Operations
(Dollars in thousands, except per share data)
(Unaudited)

	Thirteen Weeks Ended		Thirty-nine Weeks Ended		
	September 27, 2015	September 28, 2014	September 27, 2015	September 28, 2014	
NET SALES	$175,656	$176,419	$533,325	$558,775	
Cost of sales:					
Cost of sales	158,004	164,939	481,093	515,927	
Restructuring costs (Note 3)	1,168	4,162	4,606	4,162	
	159,172	169,101	485,699	520,089	
GROSS PROFIT	16,484	7,318	47,626	38,686	
Selling, general and administrative expenses	8,425	9,955	24,858	25,176	
INCOME (LOSS) FROM OPERATIONS	8,059	(2,637)	22,768	13,510	
Interest (expense) income, net	(55)	233	87	893	
Other expense, net	(389)	(336)	(933)	(422)	
INCOME (LOSS) BEFORE INCOME TAXES	7,615	(2,740)	21,922	13,981	
Income tax (provision) benefit	(2,669)	321	(6,108)	(6,539)	
NET INCOME (LOSS)	$4,946	$(2,419)	$15,814	$7,442	
INCOME (LOSS) PER SHARE - BASIC	$0.19	$(0.09)	$0.59	$0.28	
INCOME (LOSS) PER SHARE - DILUTED	$0.19	$(0.09)	$	**2003**	**2004**

Net sales	100.0%	100.0%
Cost of goods sold	105.4%	97.0%
Gross profit (loss)	(5.4)%	3.0%
Operating costs and expenses:		
Selling, general, and administrative	7.0%	5.6%
Severance, retention, closure, and relocation	%	0.6%
Related party management fees	0.2%	0.2%
Operating loss	(12.6)%	(3.4)%

Quarter Ended March 30, 2003 Compared to Quarter Ended March 28, 2004

Net Sales. Net sales increased $20.5 million, or 25.6%, from $80.2 million for the first quarter of 2003 to $100.7 million for the first quarter of 2004. The increase in 2004 net sales was primarily attributable to an increase of $21.1 million in our net sales to customers engaged in the semiconductor capital equipment sector and $4.1 million of net sales related to the May 2003 acquisition of Trilogic Systems, partially offset by a decrease of $5.4 million of net sales related to customers in the aerospace and defense sector. During the first quarter of 2004, net sales to new customers amounted to approximately $5.7 million.

For the first quarter of 2003, Honeywell and Applied Materials accounted for 35% and 16%, respectively, of our net sales. For the first quarter of 2004, Honeywell and Applied Materials accounted for 22% and 26%, respectively, of our net sales.

Gross Profit (Loss). Our gross profit improved by $7.3 million from a loss of $4.3 million in the first quarter of 2003 to a profit of $3.0 million in the first quarter of 2004. Similarly, gross profit as a percentage of net sales improved from a loss of 5.4% of net sales in the first quarter of 2003 to a profit of 3.0% of net sales in the first quarter of 2004. The improvement in gross profit in the first quarter of 2004 is primarily attributable to the significant increase in net sales while fixed manufacturing costs remained relatively unchanged.

Through the first quarter of 2004 a significant amount of equipment became fully depreciated, although many of these assets are still in service. Accordingly, depreciation expense for the first quarter of 2004 declined by approximately $1.4 million compared to the first quarter of 2003, and this reduction also contributed favorably to the improvement in our gross profit.

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Inventory write-downs decreased $0.3 million from $0.7 million, or 0.8% of net sales, in the first quarter of 2003 to $0.4 million, or 0.4% of net sales, in the first quarter of 2004. This reduction in inventory write-downs resulted primarily from our substantial efforts to continue to improve our inventory management processes and to work more closely with our customers to minimize losses due to excess inventories. In 2003 and 2004, write-downs of excess inventories are related to a variety of customers for which we do not expect to realize the carrying value through production or other means of liquidation.

Selling, General, and Administrative Expenses. Selling, general, and administrative expenses (SG & A) were unchanged in the first quarter of 2003 compared to the first quarter of 2004. Despite the significant increase in net sales in the first quarter of 2004, we were able to accommodate this growth without adding administrative overhead. However, if net sales continue to increase for the remainder of 2004 we believe it will be necessary to incur increased SG & A costs compared to the first quarter of 2004.

Severance, Retention, Closure, and Relocation Costs. Severance, Retention, Closure, and Relocation Costs amounted to $0.6 million in the first quarter of 2004, primarily due to a lease exit charge of $0.4 million related to the consolidation of our Phoenix operations into a single building. We also incurred severance costs of approximately $0.2 million in the first quarter of 2004.

Interest Expense. Interest expense increased $0.3 million, or 76.9%, from $0.5 million in the first quarter of 2003 to $0.8 million in the first quarter of 2004, primarily due to an increase in average outstanding borrowings. Our weighted average borrowings increased from $14.4 million during the first quarter of 2003 to $40.1 million for the first quarter of 2004. The impact of higher borrowings was partially offset by a reduction in our weighted average interest rate from 7.6% in the first quarter of 2003 to 6.1% in the first quarter of 2004.

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Liquidity and Capital Resources

Cash Flows from Operating Activities. Net cash used by operating activities in the first quarter of 2004 was $13.3 million, compared with net cash used by operating activities of $9.0 million in the first quarter of 2003. The difference between our net loss of $4.3 million in the first quarter of 2004 and $13.3 million of negative operating cash flow was primarily attributable to an increase in trade receivables of $16.2 million and an increase in inventories of $14.6 million, partially offset by an increase in accounts payable of $17.9 million and $3.8 million of depreciation and amortization expense.

Days sales outstanding (based on annualized net sales for the quarter and net trade receivables outstanding at the end of the quarter) increased to 46 days for the first quarter of 2004, compared to 41 days for the comparable period of 2003. Days sales outstanding increased in the first quarter of 2004 because a significant portion of our net sales occurred in the last two weeks of the quarter.

Inventories increased 24.2% to $76.2 million at March 28, 2004, compared to $61.4 million at December 31, 2003. For the first quarter of 2004, inventory turns (cost of goods sold excluding restructuring charges and credits for the quarter, divided by quarter-end inventories) amounted to 5.1 times per year compared to 5.4 times per year for the comparable period in 2003. The most significant factor resulting in lower inventory turns in the first quarter of 2004 was the substantial increase in inventory near the end of the quarter in anticipation of expected higher net sales in the second quarter of 2004.

Cash Flows from Investing Activities. Net cash used by investing activities in the first quarter of 2004 was $2.8 million compared with net cash used by investing activities of $0.9 million in the first quarter of 2003. Investing cash flows for the first quarter of 2004 totaled $2.8 million of cash outflows, consisting of the payment of $2.1 million of contingent consideration related to the 2003 earn-out associated with the acquisition of Trilogic Systems, $0.3 million for the acquisition of a business, and $0.4 million for other capital expenditures.

Investing cash flows in 2003 consist of $0.9 million for capital expenditures, primarily for leasehold improvements and new manufacturing equipment at our Olathe, Kansas facility.

Cash Flows from Financing Activities. Net cash provided by financing activities in the first quarter of 2004 was $16.2 million, compared with net cash provided by financing activities of $8.3 million in the first quarter of 2003. Financing cash flows in the first quarter of 2004 reflect net borrowings under our revolving line of credit of $12.7 million. During the first quarter of 2004, the Company also paid debt issuance costs of $0.2 million related to our amended credit facility with Citibank. During the first quarter of 2004, an increase in outstanding checks in excess of cash balances of $3.6 million contributed positively to cash flows from financing activities.

Financing cash flows in the first quarter of 2003 reflect net borrowings under our revolving line of credit of $7.9 million. During the first quarter of 2003, the Company also paid debt issuance costs of $0.2 million related to our amended credit facility with Citibank. During the first quarter of 2003, an increase in outstanding checks in excess of cash balances of $0.6 million contributed positively to cash flows from financing activities.

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Contractual Obligations. The following table summarizes our contractual obligations as of March 28, 2004:

	Long-term Bank Debt	Operating Leases (1)	Purchase Obligations (2)	Other	Total
	(Dollars in Table are in Millions)				
Year ending March 31:					
2005	$	$ 4.5	$ 69.5	$0.6	$ 74.6
2006	46.7	3.7	0.8	0.5	51.7
2007		3.1			3.1
2008		1.8			1.8
2009		1.0			1.0
After 2009		1.1			1.1
	$46.7	$15.2	$ 70.3	$1.1	$133.3

(1) Includes an aggregate of $2.3 million, which has been included in the determination of our liability for lease exit costs that is recorded on our balance sheet at March 28, 2004. Accounting principles generally accepted in the United States of America require that we record a liability for future lease payments, net of estimated sublease rentals, for facilities that we have closed.

(2) Consists of obligations under outstanding purchase orders. Approximately 80% of the deliveries under outstanding purchase orders are expected to be received in the second quarter of 2004. We often have the ability to cancel these obligations if we provide sufficient notice to our suppliers.

The table shown above does not include contingent consideration payable in the first quarter of 2005 related to the purchase of Trilogic Systems. Pursuant to the purchase agreement, we may be required to pay up to approximately $1.9 million if certain sales targets are achieved for 2004. For the year ended December 31, 2003, the minimum sales target was achieved and we accrued a payable of approximately $2.1 million which was paid in the first quarter of 2004. The purchase agreement also requires that we estimate the annual amount of qualified 2004 sales based on actual sales for the first half of 2004 and calculate the estimated amount of consideration that would be payable for the annual 2004 sales target. Accordingly, we may be required to issue a letter of credit up to $1.9 million in the third quarter of 2004 for the estimated amount of the contingent consideration payable related to the 2004 annual sales target. A letter of credit for the 2003 sales target was issued in the fourth quarter of 2003 for approximately $2.0 million and this letter of credit was canceled after we made the $2.1 million payment in the first quarter of 2004.

We believe we will be able to fund our contractual operating lease and purchase order obligations from operating cash flows during the periods that payments are required. We believe we will be able to fund the payments required under the Trilogic acquisition agreement through borrowings under our credit agreement with Citibank. As discussed below, we have commenced negotiations with Citibank and other prospective lenders for a new credit agreement that would provide for maturity date in three to five years. However, there can be no assurance that we will be successful in this regard.

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Capital Resources. Our working capital at March 28, 2004 totaled $61.5 million compared to $49.4 million at December 31, 2003. At March 28, 2004, the borrowing base under our $75.0 million revolving credit facility with Citibank would have supported borrowings up to $75.0 million, and we had outstanding borrowings of approximately $46.7 million and an outstanding letter of credit for $0.2 million under this credit facility. Accordingly, as of March 28, 2004, we had unused availability of $20.7 million after deducting outstanding borrowings, letters of credit, and an additional $7.3 million that Citibank temporarily removed from the borrowing base until operating performance improves to an acceptable level. In March 2004, Citibank agreed to increase the advance rates for inventories under the borrowing base calculation. These higher advance rates are a factor that contributed to the improvement in unused borrowing availability compared to $11.8 million as of December 31, 2003.

On March 23, 2004, Citibank agreed to amend the credit facility to provide less stringent covenants for EBITDA for the third and fourth quarters of 2004. The amended facility continues to provide a revolving line of credit up to $75.0 million with a maturity date in April 2005. Borrowings under the amended credit facility bear interest at the prime rate plus 2.50% for Base Rate borrowings and the LIBOR rate plus 3.75% for LIBOR Rate borrowings. In addition, the Company is obligated to pay a commitment fee of 0.5% per annum of the unused portion of the credit facility up to $50.0 million, plus an unused commitment fee of 1.0% to the extent that the unused portion of the credit facility exceeds $50.0 million.

The credit agreement also limits or prohibits us from paying dividends, incurring additional debt, selling significant assets, or merging with other entities without the consent of the lenders. Substantially all of our assets are pledged as collateral for outstanding borrowings. As of March 28, 2004, the Company is in compliance with the covenants under the amended credit facility with Citibank.

The continued availability of our credit facility with Citibank, or a comparable credit facility, is a critical assumption underlying our belief that adequate capital resources are currently in place to fund our planned activities for the next 12 months. The borrowing base calculation under the Citibank credit facility is based on a percentage of eligible receivables and inventories, plus the appraised value of certain real estate and equipment. Accordingly, our borrowing availability generally decreases as our net receivables and inventories decline. However, the borrowing base generally increases as our net receivables and inventories increase. This credit facility is critical to enable us to finance the increased working capital requirements associated with growth.

In order to ensure the continuing availability of funding under our credit facility, we are required to comply with certain financial and reporting covenants, including the EBITDA covenant discussed on the following page. While the current EBITDA financial covenants are less stringent than those contained in the earlier agreement, we are required to demonstrate sequential quarterly improvements in our financial performance through maturity of the credit facility in April 2005. If we violate the financial covenants in the future, there can be no assurance that Citibank would waive our noncompliance. In these circumstances, Citibank could elect to withdraw the credit facility, which would have a material adverse effect on our liquidity and financial condition, resulting in the need to seek other sources of financing.

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We also have the ability to issue shares of our common stock to make acquisitions of businesses or to settle outstanding contractual obligations. We also have the ability to sell our common stock in a public or private offering of securities to raise cash to fund working capital and other cash requirements. However, we have not issued our common stock for these purposes over the past several years.

We believe we have adequate capital resources to fund our planned operating activities over the next 12 months (including up to $1.9 million of contingent consideration related to the 2004 earn-out pertaining to the Trilogic acquisition). However, we intend to continue to evaluate strategic acquisitions to enhance our long-term business prospects and we do not believe we have adequate capital resources to fund the purchase of any additional material business units. Accordingly, we have commenced discussions with Citibank and other lenders to replace our current credit facility, which expires in April 2005. Our objective is to put a new credit facility in place that will provide additional borrowing capacity and the flexibility to make strategic acquisitions. While we believe the interest rates on a new facility would be competitive with our current facility with Citibank, we will probably incur a material amount of origination and professional fees when a new or amended credit facility is put in place. Also, if a new facility is put in place, we would be required to write-off unamortized debt issuance costs related to our current credit facility, which amounted to $0.8 million as of March 28, 2004. There can be no assurance that we will be successful in securing additional financing or an amended agreement with Citibank, and even if we are successful, the terms may be less favorable than our current agreement with Citibank.

EBITDA Financial Covenant. The primary measure of our operating performance is net income (loss). However, the Company s lenders and many investment analysts believe that other measures of operating performance are relevant. One of these alternative measures is Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA). Management emphasizes that EBITDA is a non-GAAP measurement that excludes many significant items that are also important to understanding and assessing Suntron s financial performance. Additionally, in evaluating alternative measures of operating performance, it is important to understand that there are no standards for these calculations. Accordingly, the lack of standards can result in subjective determinations by management about which items may be excluded from the calculations, as well as the potential for inconsistencies between different companies that have similarly titled alternative measures. In order to illustrate our EBITDA calculations, we have provided the details below of the calculations for the quarter ended March 30, 2003 and March 28, 2004 using a traditional EBITDA definition, as well as the calculation pursuant to the definition of EBITDA in our credit agreement with Citibank. Citibank modifies the traditional definition of EBITDA to exclude certain operating charges that may be considered unlikely to recur in the future or that may be excluded due to a variety of other reasons. As shown below, the measure of EBITDA under a traditional definition differs significantly from the calculation of EBITDA under our credit agreement:

	For the Quarter Ended:	
	March 30, 2003	**March 28, 2004**
	(Dollars in Millions)	
Net loss	$ (10.5)	$ (4.3)
Income tax expense (benefit)		
Interest expense	0.5	0.9
Depreciation and amortization	5.2	3.8
EBITDA per traditional definition	(4.8)	0.4
Restructuring costs **(A)**	0.2	0.7
Other charges **(B)**	0.1	0.1
EBITDA per credit agreement definition	$ (4.5)	$ 1.2

(A) Restructuring costs include lease exit costs, impairment of long-lived assets, and severance, retention, and moving costs related to facility closures and other reductions in workforce.

(B) Primarily consists of stock-based compensation expense.

In order to remain in compliance with the EBITDA covenant under the amended credit agreement, the Company s EBITDA (as defined in the credit agreement) for the second quarter of 2004 must be at least positive $1.8 million. Management believes the Company will be able to comply with the covenants contained in the amended credit agreement.

Factors That May Affect Future Results

An investment in our common stock involves a high degree of risk. You should carefully consider the factors described below, in addition to those discussed elsewhere in this report, in analyzing an investment in our common stock. If any of the events described below occurs, our business, financial condition, and results of operations would likely suffer, the trading price of our common stock could fall, and you could lose all or part of the money you paid for our common stock. In addition, the following factors could cause our actual results to differ materially from those projected in our forward-looking statements, whether made in this Form 10-Q, our annual or quarterly reports to stockholders, future press releases, other SEC filings, or orally, whether in presentations, responses to questions, or otherwise. See Statement Regarding Forward-Looking Statements.

We experience significant volatility in our net sales which leads to significant operating inefficiencies and the potential for significant charges.

As a result of the soft demand in the end markets served by our customers, over the past three fiscal years our net sales declined from $197.9 million in first quarter of 2001 to $78.6 million in the fourth quarter of 2003. During periods of rapidly declining net sales, we generally take actions to eliminate variable and fixed costs which often results in significant restructuring charges. When our net sales decline significantly, it is difficult to operate our plants profitably since it is not possible to eliminate most of our fixed costs. If we determine that the decline in sales is unlikely to be followed by a rapid recovery, we may determine that there are significant benefits to reducing our cost structure by closing plants and transferring existing business to other plants that are also operating below optimal capacity levels. In order to realize the long-term benefits of these actions, we usually incur substantial charges for impairment of assets, lease exit costs, and the payment of severance and retention benefits to affected employees. In addition to the up-front

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costs associated with these actions, the transition of inventory and manufacturing services to a different facility can result in quality and delivery issues that may have an adverse impact in retaining customers that are affected by the plant closure. Our results of operations could also be materially and adversely affected by our inability to timely sell or sublet closed facilities on expected terms, or otherwise achieve the expected benefits of our restructuring activities.

Conversely, as we experienced in the first quarter of 2004, customers may on occasion require rapid increases in production. These situations often result in inefficiencies related to hiring and training workers, as well as incremental costs incurred to expedite the purchase and delivery of raw materials and overtime costs related to our workforce. Periods of rapid growth tend to stress our resources and we may not have sufficient capacity to meet our customers delivery requirements.

We are dependent upon the highly competitive electronics industry, and excess capacity or decreased demand for products produced by this industry could result in increased price competition as well as a decrease in our gross margins and unit volume sales.

Our business is heavily dependent on the electronics manufacturing services industry, which is extremely competitive and includes hundreds of companies. The contract manufacturing services we provide are available from many independent sources, and we compete with numerous domestic and foreign electronic manufacturing services firms, including Benchmark Electronics, Inc.; Celestica Inc; Flextronics International Ltd.; Jabil Circuit, Inc.; Pemstar, Inc.; Plexus Corp.; Sanmina-SCI Corporation; SMTC Corporation; Solectron Corporation; Sypris Electronics, LLC; and others. Many of such competitors are more established in the industry and have greater financial, manufacturing or marketing resources than we do. We may be operating at a cost disadvantage as compared to our competitors that have greater direct buying power from component suppliers, distributors, and raw material suppliers and have lower cost structures. In addition, many of our competitors have a broader geographic presence, including manufacturing facilities in Asia, Europe, and South America.

We believe that the principal competitive factors in our targeted market are quality, reliability, the ability to meet delivery schedules, technological sophistication, geographic location, and price. We also face competition from our current and potential customers, who are continually evaluating the relative merits of internal manufacturing versus contract manufacturing for various products. As stated above, the price of our services is often one of many factors that may be considered by prospective customers in awarding new business. We believe existing and prospective customers are placing greater emphasis on contract manufacturers that can offer manufacturing services in low cost regions of the world, such as certain countries in Asia. Accordingly, in situations where the price of our services is a primary driver in prospective customers decision to award new business, we currently believe we may have a competitive disadvantage in these circumstances.

A significant percentage of our net sales are generated from the aerospace and defense, semiconductor capital equipment, industrial, networking and telecommunications, and medical segments of the electronics industry, which is characterized by intense competition and significant fluctuations in product demand. Furthermore, these segments are subject to economic cycles and have experienced in the past, and are likely to experience in the future, recessionary economic cycles. A recession or any other event leading to excess capacity or a downturn in these segments of the electronics industry results in intensified price competition as well as a decrease in our unit volume sales and our gross margins.

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We are dependent on the aerospace industry.

One of our principal customers is engaged in the aerospace market. See "   We are dependent upon a small number of customers for a large portion of our net sales, and a decline in sales to major customers would harm our results of operations.   Consequently, a significant percentage of our net sales have been derived from the aerospace segment of the electronics industry. The September 11, 2001 terrorist attacks using hijacked commercial aircraft and the ensuing war on terrorism have resulted in a reduction in demand for our services, which has had an adverse impact on our results of operations. See   -We experience significant volatility in our net sales which leads to significant operating inefficiencies and the potential for significant charges.   In addition, continuing tensions in the Middle East, have resulted in higher oil prices, which could result in further reductions in demand for products of our aerospace customers, which would have a continuing negative impact on our results of operations.

We are dependent upon a small number of customers for a large portion of our net sales, and a decline in sales to major customers would harm our results of operations.

A small number of customers are responsible for a significant portion of our net sales. For the year ended December 31, 2003, Honeywell and Applied Materials accounted for 29% and 18%, respectively, of our net sales. For the first quarter of 2004, Honeywell and Applied Materials accounted for 22% and 26%, respectively, of our net sales. We expect a significant portion of our net sales will continue to be generated by a small number of customers.

Our customer concentration could increase or decrease depending on future customer requirements, which will depend in large part on market conditions in the industry segments in which our customers participate. The loss of one or more major customers or a decline in sales to our major customers could significantly harm our business and results of operations.

If we are not able to expand our customer base, we will continue to depend upon a small number of customers for a significant percentage of our net sales. There can be no assurance that current customers, including Honeywell and Applied Materials, will not terminate their manufacturing arrangements with us or significantly change, reduce, or delay the amount of manufacturing services ordered from us.

In addition, we generate significant accounts receivable in connection with providing services to our customers. If one or more of our significant customers were to become insolvent or were otherwise unable or unwilling to pay for our services, our results of operations would deteriorate substantially.

Our customers may cancel their orders, change production quantities, or delay production.

Electronics manufacturing service providers must provide increasingly rapid product turnaround for their customers. We generally do not obtain firm, long-term purchase commitments from our customers, and we expect to continue to experience reduced lead-times in customer orders. Customers may cancel their orders, change production quantities, or delay production for a number of reasons. Cancellations, reductions, or delays by a significant customer or by a group of customers would seriously harm our results of operations. When customer orders are changed or cancelled, we may be forced to hold excess inventories and incur carrying costs as a result of delays, cancellations, or reductions in orders or poor forecasting by our key customers.

In addition, we make significant decisions, including determining the levels of business that we seek and accept, production schedules, component procurement commitments, personnel needs, and other resource requirements based on estimates of customer production requirements. The short-term nature of our customers   commitments to us, combined with the possibility of rapid changes in demand for their products, reduces our ability to accurately estimate future customer orders. In addition, because many of our costs and operating expenses are relatively fixed, a reduction in customer demand generally harms our operating results.

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If we experience excess capacity due to variability in customer demand, our gross margins may decline.

We may schedule certain of our production facilities at less than full capacity to retain our ability to respond to additional quick turnaround orders. However, if these orders are not received, we could experience losses due to excess capacity. Whenever we experience excess capacity, our sales revenue may be insufficient to fully cover our fixed overhead expenses and our gross margins will decline. Conversely, we may not be able to capture all potential revenue in a given period if our customers demands for quick turnaround services exceed our capacity during that period.

If we are unable to respond to rapid technological change and process development, we may not be able to compete effectively.

The market for our products and services is characterized by rapidly changing technology and continual implementation of new production processes. The future success of our business will depend in large part upon our ability to maintain and enhance our technological capabilities, to develop and market products that meet changing customer needs, and to successfully anticipate or respond to technological changes on a cost-effective and timely basis. We expect that the investment necessary to maintain our technological position will increase as customers make demands for products and services requiring more advanced technology on a quicker turnaround basis.

In addition, the electronics manufacturing services industry could encounter competition from new or revised manufacturing and production technologies that render existing manufacturing and production technology less competitive or obsolete. We may not be able to respond effectively to the technological requirements of the changing market. If we need new technologies and equipment to remain competitive, the development, acquisition and implementation of those technologies may require us to make significant capital investments.

Operating in foreign countries exposes us to increased risks that could adversely affect our results of operations.

We currently have foreign operations in Mexico. We may in the future expand into other foreign countries. We have limited experience in managing geographically dispersed operations and in operating in foreign countries. Because of the scope of our international operations, we are subject to the following risks, which could adversely impact our results of operations:

- economic or political instability;
- transportation delays and interruptions;
- increased employee turnover and labor unrest;
- incompatibility of systems and equipment used in foreign operations;
- foreign currency exposure;
- difficulties in staffing and managing foreign personnel and diverse cultures; and
- less developed infrastructures.

In addition, changes in policies by the United States or foreign governments could negatively affect our operating results due to increased duties, increased regulatory requirements, higher taxation, currency conversion limitations, restrictions on the transfer of funds, the imposition of or increase in tariffs, and limitations on imports or exports.

Also, we could be negatively affected if our host countries revise their policies away from encouraging foreign investment or foreign trade, including tax holidays.

If we are unsuccessful in managing future opportunities for growth, our results of operations will be harmed.

Our future results of operations will be affected by our ability to successfully manage future opportunities for growth. Rapid growth is likely to place a significant strain on our managerial, operational, financial, and other resources. If this growth materializes, it may require us to implement additional management information systems, to further develop our operating, administrative, financial, and accounting systems and controls and to maintain close coordination among our accounting, finance, sales and marketing, and customer service and support departments. In addition, we may be required to retain additional personnel to adequately support our growth. If we cannot effectively manage periods of rapid growth in our operations, we may not be able to continue to grow, or we may grow at a slower pace. Any failure to successfully manage growth and to develop financial controls and accounting and operating systems or to add and retain personnel that adequately support growth could harm our business and financial results.

Our results of operations are affected by a variety of factors, which could cause our results of operations to fail to meet expectations.

Our results of operations have varied, and our results of operations may continue to fluctuate significantly from period to period, including on a quarterly basis. Our results of operations are affected by a number of factors, including:

- timing of orders from and shipments to major customers;
- mix of products ordered by major customers;
- volume of orders as related to our capacity at individual locations;
- pricing and other competitive pressures;
- component shortages, which could cause us to be unable to meet customer delivery schedules;
- our ability to minimize inventory obsolescence and bad debt expense risk;
- our ability to manage effectively inventory and fixed asset levels; and
- timing and level of goodwill and other long-lived asset impairments.

We are dependent on limited and sole source suppliers for electronic components and may experience component shortages, which would cause us to delay shipments to customers.

We are dependent on certain suppliers, including limited and sole source suppliers, to provide critical electronic components and other materials for our operations. At various times, there have been shortages of some of the electronic components we use, and suppliers of some components have lacked sufficient capacity to meet the demand for these components. For example, from time to time, some components we use, including semiconductors, capacitors, and resistors, have been subject to shortages, and suppliers have been forced to allocate available quantities among their customers. Such shortages have disrupted our operations in the past, which resulted in incomplete or late shipments of products to our customers. Our inability to obtain any needed components during future periods of allocations could cause delays in shipments to our customers. The inability to make scheduled shipments could in turn cause us to experience a shortfall in revenue. Component shortages may also increase our cost of goods due to premium charges we may pay to purchase components in short supply. Accordingly, even though component shortages have not had a lasting negative impact on our business, component shortages could harm our results of operations for a particular fiscal period due to the resulting revenue shortfall or cost increases and could also damage customer relationships over a longer-term period.

We depend on our key personnel and may have difficulty attracting and retaining skilled employees.

Our future success will depend to a significant degree upon the continued contributions of our key management, marketing, technical, financial, accounting and operational personnel, including James K. Bass, our President and Chief Executive Officer. The loss of the services of one or more key employees could have a material adverse effect on our results of operations. We also believe that our future success will depend in large part upon our ability to attract and retain additional highly skilled managerial and technical resources. Competition for such personnel is intense. There can be no assurance that we will be successful in attracting and retaining such personnel. In addition, recent and potential future facility shutdowns and workforce reductions may have a negative impact on employee recruiting and retention.

Our manufacturing processes depend on the collective industry experience of our employees. If these employees were to leave and take this knowledge with them, our manufacturing processes may suffer and we may not be able to compete effectively.

We have no patent or trade secret protection for our manufacturing processes, but instead rely on the collective experience of our employees to ensure that we continuously evaluate and adopt new technologies in our industry. Although we are not dependent on any one employee or a small number of employees, if a significant number of employees involved in our manufacturing processes were to leave our employment and we are not able to replace these people with new employees with comparable experience, our manufacturing processes may suffer as we may be unable to keep up with innovations in the industry. As a result, we may not be able to continue to compete effectively.

Our failure to comply with the requirements of environmental laws could result in fines and revocation of permits necessary to our manufacturing processes.

Our operations are regulated under a number of federal, state, and foreign environmental and safety laws and regulations that govern, among other things, the discharge of hazardous materials into the air and water, as well as the handling, storage, and disposal of such materials. These laws and regulations include the Clean Air Act; the Clean Water Act; the Resource Conservation and Recovery Act; and the Comprehensive Environmental Response, Compensation, and Liability Act; as well as analogous state and foreign laws. Compliance with these environmental laws is a major consideration for us because our manufacturing processes use and generate materials classified as hazardous, such as ammoniacal etching solutions, copper, and nickel. In addition, because we use hazardous materials and generate hazardous wastes in our manufacturing processes, we may be subject to potential financial liability for costs associated with the investigation and remediation of our own sites or sites at which we have arranged for the disposal of hazardous wastes, if such sites become contaminated. Even if we fully comply with applicable environmental laws and are not directly at fault for the contamination, we may still be liable. The wastes we generate include spent ammoniacal etching solutions, solder stripping solutions, and hydrochloric acid solutions containing palladium; waste water that contains heavy metals, acids, cleaners, and conditioners; and filter cake from equipment used for on-site waste treatment. We have not incurred significant costs related to compliance with environmental laws and regulations in the prior three years, and we believe that our operations comply with all applicable environmental laws. However, any material violations of environmental laws by us could subject us to revocation of our effluent discharge and other environmental permits. Any such revocations could require us to cease or limit production at one or more of our facilities. Even if we ultimately prevail, environmental lawsuits against us would be time consuming and costly to defend.

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Environmental laws could also become more stringent over time, imposing greater compliance costs and increasing risks and penalties associated with violation. We operate in environmentally sensitive locations and are subject to potentially conflicting and changing regulatory agendas of political, business, and environmental groups. Changes or restrictions on discharge limits; emissions levels; or material storage, handling, or disposal might require a high level of unplanned capital investment or relocation. It is possible that environmental compliance costs and penalties from new or existing regulations may harm our business, financial condition, and results of operations.

We may be subject to risks associated with acquisitions, and these risks could harm our results of operations.

We completed two business combinations in 2002 and one each in 2003 and 2004, and we anticipate that we will seek to identify and acquire additional suitable businesses in the electronics manufacturing services industry. The long-term success of recent business combinations will depend on our ability to unite the business strategies, human resources and information technology systems of previously separate companies. The difficulties of combining operations include the necessity of coordinating geographically separated organizations and integrating personnel with diverse business backgrounds. Combining management resources will result in changes affecting all employees and operations. Differences in management approach and corporate culture may strain employee relations.

Future business combinations could cause certain customers to either seek alternative sources of product supply or service, or delay or change orders for products due to uncertainty over the integration of the two companies or the strategic position of the combined company. As a result, we may experience some customer attrition.

Acquisitions of companies and businesses and expansion of operations involve certain risks, including the following:

- the business fails to achieve anticipated revenue and profit expectations;
- the potential inability to successfully integrate acquired operations and businesses or to realize anticipated synergies, economies of scale, or other value;
- diversion of management s attention;
- difficulties in scaling up production and coordinating management of operations at new sites;
- the possible need to restructure, modify, or terminate customer relationships of the acquired business;
- loss of key employees of acquired operations; and
- the potential liabilities of the acquired businesses.

Accordingly, we may experience problems in integrating the operations associated with any future acquisition. We therefore cannot provide assurance that any future acquisition will result in a positive contribution to our results of operations. In particular, the successful combination with any businesses we acquire will require substantial effort from each company, including the integration and coordination of sales and marketing efforts. The diversion of the attention of management and any difficulties encountered in the transition process, including the interruption of, or a loss of momentum in, the activities of any business acquired, problems associated with integration of management information and reporting systems, and delays in implementation of consolidation plans, could harm our ability to realize the anticipated benefits of any future acquisition. In addition, future acquisitions may result in dilutive issuances of equity securities, the incurrence of additional debt, large one-time write-offs, and the creation of goodwill or other intangible assets that could result in increased impairment or amortization expense.

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Our level of indebtedness could adversely affect our financial viability, and the restrictions imposed by the terms of our debt instruments may severely limit our ability to plan for or respond to changes in our business.

As of March 28, 2004, we had outstanding bank debt of approximately $46.7 million. In addition, subject to the restrictions under our debt agreements, we may incur significant additional indebtedness from time to time to finance business acquisitions, capital expenditures, or for other purposes.

Significant levels of debt could have negative consequences. For example, it could:

- require us to dedicate a substantial portion of our cash flow from operations to service interest and principal repayment requirements, limiting the availability of cash for other purposes;
- increase our vulnerability to adverse general economic conditions by making it more difficult to borrow additional funds to maintain our operations if we suffer revenue shortfalls;
- limit our ability to attract new customers if we do not have sufficient liquidity to meet working capital needs; and
- hinder our flexibility in planning for, or reacting to, changes in our business and industry if we are unable to borrow additional funds to upgrade our equipment or facilities.

We may need additional capital in the future and it may not be available on acceptable terms, or at all.

While we believe our capital resources are currently adequate, we may need to raise additional funds for the following purposes:

- to fund working capital requirements for future growth that we may experience;
- to enhance or expand the range of services we offer;
- to increase our promotional and marketing activities; or
- to respond to competitive pressures or perceived opportunities, such as investment, acquisition, and international expansion activities.

If such funds are not available when required or on acceptable terms, our business and financial results could suffer.

Our stock price may be volatile, and our stock is thinly traded, which could cause investors to lose all or part of their investments in our common stock.

The stock market has recently experienced volatility that has often been unrelated to the operating performance of any particular company or companies. If market or industry-based fluctuations continue, our stock price could decline regardless of our actual operating performance, and investors could lose a substantial part of their investments. Moreover, if an active public market for our stock is not sustained in the future, it may be difficult to resell our stock.

During 2002 and 2003, the average number of shares of our common stock that traded on the NASDAQ exchange amounted to approximately 7,000 shares per day compared to 27,410,588 issued and outstanding shares as of March 28, 2004. When trading volumes are this low, a relatively small buy or sell order can result in a large percentage change in the trading price of our common stock, which may be unrelated to changes in our stock price that are associated with our operating performance.

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The market price of our common stock will likely fluctuate in response to a number of factors, including the following:

- failure to meet the performance estimates of securities analysts;
- changes in estimates of our net sales and results of operations by securities analysts;
- announcements about the financial performance and prospects of the industries and customers we serve;
- announcements about the financial performance of our competitors in the electronic manufacturing services industry;
- the timing of announcements by us or our competitors of significant contracts or acquisitions; and
- general stock market conditions.

Our major stockholder controls us and our stock price could be influenced by actions taken by this stockholder. Additionally, this stockholder could prevent a change of control or other business combination, or could effect a short form merger without the approval of other stockholders.

Thayer-Blum owns approximately 90% of our common stock, and four of our nine directors are representatives of Thayer-Blum. The interests of Thayer-Blum may not always coincide with those of our other stockholders, particularly if Thayer-Blum decides to sell its controlling interest. In addition, Thayer-Blum will have sufficient voting power (without the approval of Suntron s other stockholders) to elect the entire Board of Directors of Suntron and, in general, to determine the outcome of various matters submitted to stockholders for approval, including fundamental corporate transactions. Thayer-Blum could cause us to take actions that we would not consider absent Thayer-Blum s influence, or could delay, deter, or prevent a change of control or other business combination that might otherwise be beneficial to our public stockholders.

In addition, Thayer-Blum could contribute its Suntron stock to a subsidiary corporation that, as a 90% stockholder, then would have the ability under Delaware law to merge with or into Suntron without the approval of the other Suntron stockholders. In the event of such a short-form merger, Suntron stockholders would have the right to assert appraisal/dissenters rights to receive cash in the amount of the fair market value of their shares in lieu of the consideration they would have otherwise received from the transaction.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

We have a revolving line of credit with Citibank, N.A. and the amended credit agreement provides for total borrowings up to $75 million. The interest rate under this agreement is based on the prime rate and LIBOR rates, plus applicable margins. Therefore, as interest rates fluctuate, the Company may experience changes in interest expense that will impact financial results. The Company has not entered into any interest rate swap agreements, or similar instruments, to protect against the risk of interest rate fluctuations. Assuming outstanding borrowings of $75 million, if interest rates were to increase or decrease by one percentage point, the result would be an increase or decrease in annual interest expense of $750,000. Accordingly, significant increases in interest rates could have a material adverse effect on the Company s future results of operations.

Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we have evaluated the effectiveness of the design and operation of the Company s disclosure controls and procedures pursuant to Exchange Act Rule 13a-15 as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures are effective. There were no changes in our internal control over financial reporting during the quarter ended March 28, 2004, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Disclosure controls and procedures are designed to ensure that information required to be disclosed in our 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. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including the Company s Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Not Applicable.

Item 2. Changes in Securities, Use of Proceeds and Issuer Purchase of Equity Securities

Not Applicable.

Item 3. Defaults Upon Senior Securities

Not Applicable.

Item 4. Submission Of Matters To A Vote Of Security Holders

Not Applicable.

Item 5. Other Information

Not Applicable.

Item 6. Exhibits and Reports on Form 8-K

(a). Exhibits

The following exhibits are filed with this report:

Exhibit 10.12	Amendment No. 1 to Amended and Restated Credit Agreement between Suntron Corporation and Citicorp USA
Exhibit 31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b). Reports on Form 8-K

Not Applicable.

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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.

	SUNTRON CORPORATION (Registrant)
Date: May 11, 2004	/s/ James K. Bass James K. Bass *Chief Executive Officer*
Date: May 11, 2004	/s/ Peter W. Harper Peter W. Harper *Chief Financial Officer*
Date: May 11, 2004	/s/ James A. Doran James A. Doran *Chief Accounting Officer*

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