STONERIDGE INC
Form 10-Q
August 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarter ended June 30, 2016

Commission file number: 001-13337

STONERIDGE, INC.

(Exact name of registrant as specified in its charter)

Ohio (*State or other jurisdiction of incorporation or organization)*	**34-1598949** *(I.R.S. Employer Identification No.)*
9400 East Market Street, Warren, Ohio *(Address of principal executive offices)*	**44484** *(Zip Code)*

(330) 856-2443
Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

xYes ¨No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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).

xYes ¨No

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

Large accelerated filer ¨	Accelerated filer x	Non-accelerated filer ¨	Smaller reporting company ¨
		(Do not check if a smaller reporting company)	

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

The number of Common Shares, without par value, outstanding as of July 29, 2016 was 27,842,883.

STONERIDGE, INC. AND SUBSIDIARIES

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PART I–FINANCIAL INFORMATION

PART II–OTHER INFORMATION

Forward-Looking Statements

Portions of this report contain “forward-looking statements” under the Private Securities Litigation Reform Act of 1995. These statements appear in a number of places in this report and include statements regarding the intent, belief or current expectations of the Company, our directors or officers with respect to, among other things, our (i) future product and facility expansion, (ii) acquisition or divestiture strategy, (iii) investments and new product development, and (iv) growth opportunities related to awarded business. Forward-looking statements may be identified by the words “will,” “may,” “should,” “designed to,” “believes,” “plans,” “projects,” “intends,” “expects,” “estimates,” “anticipates,” “conti words and expressions. The forward-looking statements in this report are subject to risks and uncertainties that could cause actual events or results to differ materially from those expressed in or implied by the statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, among other factors:

- the reduced purchases, loss or bankruptcy of a major customer;
- the costs and timing of facility closures, business realignment activities, or similar actions;
- a significant change in automotive, commercial, motorcycle, off-highway or agricultural vehicle production;
- competitive market conditions and resulting effects on sales and pricing;
- the impact on changes in foreign currency exchange rates on sales, costs and results, particularly the Brazilian real, euro, Argentinian peso, Swedish krona, Mexican peso and Chinese Renminbi;
- our ability to achieve cost reductions that offset or exceed certain customer-mandated selling price reductions;
- a significant change in general economic conditions in any of the various countries in which we operate;
- labor disruptions at our facilities or at any of our significant customers or suppliers;
- the ability of our suppliers to supply us with quality parts and components at competitive prices on a timely basis;
- the amount of our indebtedness and the restrictive covenants contained in the agreements governing our indebtedness, including our credit facility;
- customer acceptance of new products;
- capital availability or costs, including changes in interest rates or market perceptions;
- the failure to achieve the successful integration of any acquired company or business; and
- those items described in Part I, Item IA (“Risk Factors”) of the Company's 2015 Form 10-K.

In addition, the forward-looking statements contained herein represent our estimates only as of the date of this filing and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, whether to reflect actual results, changes in assumptions, changes in other factors affecting such forward-looking statements or otherwise.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)	June 30, 2016 (Unaudited)	December 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$ 55,284	$ 54,361
Accounts receivable, less reserves of $1,592 and $1,066, respectively	125,638	94,937
Inventories, net	68,294	61,009
Prepaid expenses and other current assets	26,566	21,602
Total current assets	275,782	231,909
Long-term assets:		
Property, plant and equipment, net	89,991	85,264
Intangible assets, net and goodwill	42,623	36,699
Investments and other long-term assets, net	10,803	10,380
Total long-term assets	143,417	132,343
Total assets	$ 419,199	$ 364,252
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of debt	$ 13,882	$ 13,905
Accounts payable	73,493	55,225
Accrued expenses and other current liabilities	43,317	38,920
Total current liabilities	130,692	108,050
Long-term liabilities:		
Revolving credit facility	100,000	100,000
Long-term debt, net	6,914	4,458
Deferred income taxes	43,533	41,332
Other long-term liabilities	4,163	3,983
Total long-term liabilities	154,610	149,773
Shareholders' equity:		

Preferred Shares, without par value, 5,000 shares authorized, none issued	-	-
Common Shares, without par value, 60,000 shares authorized, 28,966 and 28,907 shares issued and 27,843 and 27,912 shares outstanding at June 30, 2016 and December 31, 2015, respectively, with no stated value	-	-
Additional paid-in capital	202,283	199,254
Common Shares held in treasury, 1,123 and 995 shares at June 30, 2016 and December 31, 2015, respectively, at cost	(5,592)	(4,208)
Accumulated deficit	(13,295)	(32,105)
Accumulated other comprehensive loss	(63,670)	(69,822)
Total Stoneridge, Inc. shareholders' equity	119,726	93,119
Noncontrolling interest	14,171	13,310
Total shareholders' equity	133,897	106,429
Total liabilities and shareholders' equity	$ 419,199	$ 364,252

The accompanying notes are an integral part of these condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(in thousands, except per share data)	Three months ended June 30, 2016	2015	Six months ended June 30, 2016	2015
Net sales	$186,903	$165,289	$349,519	$328,114
Costs and expenses:				
Cost of goods sold	134,152	119,343	251,607	238,520
Selling, general and administrative	29,247	28,482	55,019	59,224
Design and development	9,878	10,049	20,761	19,829
Operating income	13,626	7,415	22,132	10,541
Interest expense, net	1,840	1,658	3,354	2,936
Equity in earnings of investee	(153)	(143)	(296)	(332)
Other income, net	(406)	(47)	(225)	(260)
Income before income taxes from continuing operations	12,345	5,947	19,299	8,197
Income tax expense (benefit) from continuing operations	1,350	(381)	2,195	(234)
Income from continuing operations	10,995	6,328	17,104	8,431
Income (loss) from discontinued operations	-	55	-	(113)
Net income	10,995	6,383	17,104	8,318
Net loss attributable to noncontrolling interest	(576)	(596)	(1,706)	(1,005)
Net income attributable to Stoneridge, Inc.	$11,571	$6,979	$18,810	$9,323
Earnings per share from continuing operations attributable Stoneridge, Inc.:				
Basic	$0.42	$0.26	$0.68	$0.35
Diluted	$0.41	$0.25	$0.67	$0.34
Earnings per share attributable to discontinued operations:				
Basic	$0.00	$0.00	$0.00	$0.00
Diluted	$0.00	$0.00	$0.00	$0.00
Earnings per share attributable to Stoneridge, Inc.:				
Basic	$0.42	$0.26	$0.68	$0.35

Diluted	$0.41	$0.25	$0.67	$0.34
Weighted-average shares outstanding:				
Basic	27,791	27,308	27,733	27,227
Diluted	28,262	27,945	28,208	27,863

The accompanying notes are an integral part of these condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Three months ended June 30,		Six months ended June 30,	
(in thousands)	2016	2015	2016	2015
Net income	$ 10,995	$ 6,383	$ 17,104	$ 8,318
Less: Loss attributable to noncontrolling interest	(576)	(596)	(1,706)	(1,005)
Net income attributable to Stoneridge, Inc.	11,571	6,979	18,810	9,323
Other comprehensive income (loss), net of tax attributable to Stoneridge, Inc.:				
Foreign currency translation	1,833	3,022	6,561	(11,940)
Benefit plan liability	-	-	-	(45)
Unrealized gain (loss) on derivatives	41	(728)	(409)	207
Other comprehensive income (loss), net of tax attributable to Stoneridge, Inc.	1,874	2,294	6,152	(11,778)
Comprehensive income (loss) attributable to Stoneridge, Inc.	$ 13,445	$ 9,273	$ 24,962	$ (2,455)

The Company has combined comprehensive income (loss) from continuing operations and comprehensive loss from discontinued operations herein.

The accompanying notes are an integral part of these condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Six months ended June 30 (in thousands)	2016	2015
OPERATING ACTIVITIES:		
Net income	$17,104	$8,318
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		
Depreciation	9,606	9,998
Amortization, including accretion of debt discount	1,725	2,101
Deferred income taxes	548	(1,355)
Earnings of equity method investee	(296)	(332)
(Gain) loss on sale of fixed assets	(188)	59
Share-based compensation expense	2,888	4,482
Loss on disposal of Wiring business	-	113
Changes in operating assets and liabilities:		
Accounts receivable, net	(28,538)	(14,637)
Inventories, net	(2,448)	(16,920)
Prepaid expenses and other assets	(5,386)	(2,920)
Accounts payable	19,430	12,935
Accrued expenses and other liabilities	3,349	(210)
Net cash provided by operating activities	17,794	1,632
INVESTING ACTIVITIES:		
Capital expenditures	(12,006)	(15,229)
Proceeds from sale of fixed assets	354	36
Payments related to sale of Wiring business	-	(1,230)
Business acquisition	-	(469)
Net cash used for investing activities	(11,652)	(16,892)
FINANCING ACTIVITIES:		
Proceeds from issuance of debt	11,800	12,088
Repayments of debt	(15,611)	(14,206)
Other financing costs	-	(49)
Repurchase of Common Shares to satisfy employee tax withholding	(1,384)	(1,181)
Net cash used for financing activities	(5,195)	(3,348)
Effect of exchange rate changes on cash and cash equivalents	(24)	(1,553)
Net change in cash and cash equivalents	923	(20,161)
Cash and cash equivalents at beginning of period	54,361	43,021
Cash and cash equivalents at end of period	$55,284	$22,860
Supplemental disclosure of cash flow information:		
Cash paid for interest	$3,015	$2,867
Cash paid for income taxes, net	$1,733	$1,185

Supplemental disclosure of non-cash operating and financing activities:		
Bank payment of vendor payables under short-term debt obligations	$2,122	$2,955

The Company has combined cash flows from continuing operations and cash flows from discontinued operations within the operating, investing and financing categories.

The accompanying notes are an integral part of these condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

(1) Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared by Stoneridge, Inc. (the "Company") without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). The information furnished in the condensed consolidated financial statements includes normal recurring adjustments and reflects all adjustments, which are, in the opinion of management, necessary for a fair presentation of such financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to the SEC's rules and regulations. The results of operations for the three and six months ended June 30, 2016 are not necessarily indicative of the results to be expected for the full year.

While the Company believes that the disclosures are adequate to make the information presented not misleading, it is suggested that these condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's 2015 Form 10-K.

(2) Recently Issued Accounting Standards

Accounting Standards Not Yet Adopted

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-09, "Compensation - Stock Compensation (Topic 718)" which is intended to simplify several aspects of the accounting for share-based payment award transactions including how excess tax benefits should be classified in the Company's condensed consolidated financial statements. The new standard also permits companies to recognize forfeitures as they occur as an alternative to utilizing estimated forfeitures rates which has been the required practice. The new accounting standard will be effective for fiscal years beginning after December 15, 2016, including interim periods within that year. The Company is currently evaluating the impact of adopting this standard in its condensed consolidated financial statements.

In February 2016, the FASB issued ASU 2016 – 02, "Leases (Topic 842)" which will require that a lessee recognize assets and liabilities on the balance sheet for all leases with a lease term of more than twelve months, with the result being the recognition of a right of use asset and a lease liability. The amendment is effective for fiscal years beginning after December 15, 2018, including interim periods within that year. The Company expects to adopt this standard as of January 1, 2019. The Company is currently evaluating the impact of adopting this standard on its condensed consolidated financial statements, which will require right of use assets and lease liabilities be recorded in the condensed consolidated balance sheet for operating leases.

In November 2015, the FASB issued ASU 2015 – 17, "Income Taxes (Topic 740)" which simplifies the presentation of deferred income taxes. Currently entities are required to separate deferred income tax liabilities and assets into current and noncurrent amounts in the balance sheet. ASU 2015-17 requires that all deferred income taxes be classified as noncurrent in the balance sheet. The amendment is effective for fiscal years beginning after December 15, 2016 including interim periods within those fiscal years and may be applied either prospectively or retrospectively with early adoption permitted. The Company is currently evaluating the impact of adopting this standard on its condensed consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11 "Simplifying the Measurement of Inventory" which requires that inventory be measured at the lower of cost or net realizable value. Prior to the issuance of the new guidance, inventory was measured at the lower of cost or market. Replacing the concept of market with the single measurement of net realizable value is intended to reduce cost and complexity. The new accounting standard is effective for fiscal years beginning after December 15, 2016. The Company expects to adopt this standard as of January 1, 2017, which is not expected to have a material impact on the Company's condensed consolidated financial statements or disclosures.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

In May 2014, the FASB issued ASU 2014-09 “Revenue from Contracts with Customers” which is the new comprehensive revenue recognition standard that will supersede existing revenue recognition guidance under U.S. GAAP. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to a customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. To achieve this principle, an entity identifies the contract with a customer, identifies the separate performance obligations in the contract, determines the transaction price, allocates the transaction price to the separate performance obligations and recognizes revenue when each separate performance obligation is satisfied. This ASU allows for both retrospective and prospective methods of adoption. In July 2015, the FASB approved a one-year deferral of the effective date of the standard. As such, the new standard will become effective for annual and interim periods beginning after December 15, 2017 with early adoption on the original effective date permitted. The Company is currently evaluating the impact of adopting this standard on its condensed consolidated financial statements.

Accounting Standards Adopted

In September 2015, the FASB issued ASU 2015 – 16, “Business Combinations” which simplifies the accounting for measurement-period adjustments related to business combinations. ASU 2015-16 requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments in the ASU require that the acquirer record, in the same period’s financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. The amendment is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years and is to be applied prospectively to adjustments to provisional amounts that occur after the effective date of this ASU with earlier application permitted for financial statements that have not been issued. The Company adopted this standard as of January 1, 2016, which did not have an impact on the Company’s condensed consolidated financial statements or disclosures.

In April 2015, the FASB issued ASU 2015-03, “Simplifying the Presentation of Debt Issuance Costs” which amends the current presentation of certain debt issuance costs in the balance sheet. ASU 2015-03 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, instead of as an asset. The recognition and measurement of debt issuance costs are not affected by the amendments in this ASU. The guidance in ASU 2015-03 did not address the presentation or subsequent measurement of debt issuance costs related to line of credit arrangements. Given the absence of authoritative guidance, in June 2015 the FASB issued ASU 2015-15, “Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements,” which states that the SEC will not object to an entity deferring and presenting debt issuance costs related to revolving credit arrangements as an asset and subsequently amortizing them. These amendments are to be applied retrospectively and are effective for public companies for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015, with early adoption permitted. As permitted by the ASU, the Company adopted these standards in the third quarter of 2015, which had no impact on the Company’s condensed consolidated financial statements. The Company elected to continue to present deferred financing costs related to its revolving credit facility within long-term assets in the Company’s condensed consolidated balance sheets as permitted under the standard.

(3) Discontinued Operations

Wiring Business

On August 1, 2014, the Company completed the sale of substantially all of the assets and liabilities of its Wiring business to Motherson Sumi Systems Ltd., an India-based manufacturer of diversified products for the global automotive industry, and MSSL (GB) LIMITED (collectively, “Motherson”), for $71,386 in cash that consisted of the stated purchase price and estimated working capital on the closing date. The final purchase price was subject to post-closing working capital and other adjustments. Upon the final resolution of the working capital and other adjustments in the second quarter of 2015, the Company returned $1,230 in cash to Motherson.

The Company also entered into short-term transition services agreements with Motherson substantially all of which concluded in the second quarter of 2015 associated with information systems, accounting, administrative, occupancy and support services as well as contract manufacturing and production support in Estonia.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

The Company had post-disposition sales to the Wiring business acquired by Motherson for the three and six months ended June 30, 2016 of $5,065 and $10,751, respectively, and $7,047 and $14,275 for the three and six months ended June 30, 2015, respectively. The Company had post-disposition purchases from the Wiring business acquired by Motherson of $86 and $194 for the three and six months ended June 30, 2016, respectively, and $173 and $341 for the three and six months ended June 30, 2015, respectively.

There was no activity related to discontinued operations for the Wiring business in the condensed consolidated statements of operations for the three and six months ended June 30, 2016.

The following table displays summarized activity in the condensed consolidated statements of operations for discontinued operations related to the Wiring business:

	Three months ended June 30, 2015	Six months ended June 30, 2015
Gain (loss) on disposal [(A)]	$ 67	$ (112)
Income tax expense on gain (loss) on disposal	(12)	(1)
Gain (loss) on disposal, net of tax	55	(113)
Gain (loss) from discontinued operations	$ 55	$ (113)

(A) The gain (loss) on disposal for the three and six months ended June 30, 2015 included transaction costs of $51 and $98, respectively. The gain (loss) on disposal also included a working capital and other adjustments of $(118) and $14 for the three and six months ended June 30, 2015, respectively.

(4) Inventories

Inventories are valued at the lower of cost (using either the first-in, first-out (“FIFO”) or average cost methods) or market. The Company evaluates and adjusts as necessary its excess and obsolescence reserve on a quarterly basis. Excess inventories are quantities of items that exceed anticipated sales or usage for a reasonable period. The Company has guidelines for calculating provisions for excess inventories based on the number of months of inventories on hand compared to anticipated sales or usage. Management uses its judgment to forecast sales or usage and to determine what constitutes a reasonable period. Inventory cost includes material, labor and overhead. Inventories consisted of the following:

	June 30, 2016	December 31, 2015
Raw materials	$39,904	$ 36,021
Work-in-progress	8,575	7,162
Finished goods	19,815	17,826
Total inventories, net	$68,294	$ 61,009

Inventory valued using the FIFO method was $41,637 and $35,378 at June 30, 2016 and December 31, 2015, respectively. Inventory valued using the average cost method was $26,657 and $25,631 at June 30, 2016 and December 31, 2015, respectively.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

(5) Financial Instruments and Fair Value Measurements

Financial Instruments

A financial instrument is cash or a contract that imposes an obligation to deliver, or conveys a right to receive cash or another financial instrument. The carrying values of cash and cash equivalents, accounts receivable and accounts payable are considered to be representative of fair value because of the short maturity of these instruments.

Derivative Instruments and Hedging Activities

On June 30, 2016, the Company had open foreign currency forward contracts which are used solely for hedging and not for speculative purposes. Management believes that its use of these instruments to reduce risk is in the Company's best interest. The counterparties to these financial instruments are financial institutions with investment grade credit ratings.

Foreign Currency Exchange Rate Risk

The Company conducts business internationally and therefore is exposed to foreign currency exchange rate risk. The Company uses derivative financial instruments as cash flow and fair value hedges to manage its exposure to fluctuations in foreign currency exchange rates by reducing the effect of such fluctuations on foreign currency denominated intercompany transactions, inventory purchases and other foreign currency exposures. The currencies hedged by the Company during 2016 and 2015 included the euro and Mexican peso. In addition, the Company hedged the U.S. dollar against the Swedish krona and euro on behalf of its European subsidiaries in 2016 and 2015.

These forward contracts were executed to hedge forecasted transactions and have been accounted for as cash flow hedges. As such, the effective portion of the unrealized gain or loss was deferred and reported in the Company’s condensed consolidated balance sheets as a component of accumulated other comprehensive loss. The cash flow hedges were highly effective. The effectiveness of the transactions has been and will be measured on an ongoing basis using regression analysis and forecasted future purchases of the currency.

In certain instances, the foreign currency forward contracts do not qualify for hedge accounting or are not designated as hedges, and therefore are marked-to-market with gains and losses recognized in the Company's condensed consolidated statement of operations as a component of other (income) expense, net.

The Company's foreign currency forward contracts offset a portion of the gains and losses on the underlying foreign currency denominated transactions as follows:

Euro-denominated Foreign Currency Forward Contract

At June 30, 2016 and December 31, 2015, the Company held a foreign currency forward contract with underlying notional amounts of $1,687 and $1,647, respectively, to reduce the exposure related to the Company's euro-denominated intercompany loans. This contract expires in September 2016. The euro-denominated foreign currency forward contract was not designated as a hedging instrument. The Company recognized a gain of $43 and a loss of $72 for the three months ended June 30, 2016 and 2015, respectively, in the condensed consolidated statements of operations as a component of other income, net related to the euro-denominated contract. For the six months ended June 30, 2016 and 2015, the Company recognized a loss of $39 and a gain of $316, respectively, related to this contract.

U.S. dollar-denominated Foreign Currency Forward Contracts – Cash Flow Hedges

The Company entered into on behalf of one of its European Electronics subsidiaries whose functional currency is the Swedish krona, U.S. dollar-denominated currency contracts with a notional amount at June 30, 2016 of $5,039 which expire ratably on a monthly basis from July 2016 through December 2016, compared to a notional amount of $10,007 at December 31, 2015.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

The Company entered into on behalf of one of its European Electronics subsidiaries whose functional currency is the euro, U.S. dollar-denominated currency contracts with a notional amount at June 30, 2016 of $1,164 which expire ratably on a monthly basis from July 2016 through December 2016, compared to a notional amount of $2,421 at December 31, 2015.

The Company evaluated the effectiveness of the U.S. dollar-denominated foreign currency forward contracts held as of June 30, 2016 and December 31, 2015 and concluded that the hedges were effective.

Mexican peso-denominated Foreign Currency Forward Contracts – Cash Flow Hedge

The Company holds Mexican peso-denominated foreign currency forward contracts with notional amounts at June 30, 2016 of $4,853 which expire ratably on a monthly basis from July 2016 through December 2016, compared to a notional amount of $9,780 at December 31, 2015.

The Company evaluated the effectiveness of the Mexican peso-denominated foreign currency forward contracts held as of June 30, 2016 and December 31, 2015 and concluded that the hedges were effective.

The notional amounts and fair values of derivative instruments in the condensed consolidated balance sheets were as follows:

	Notional **amounts** (A)		Prepaid expenses and other current assets / other long-term assets		Accrued expenses and other current liabilities	
	June 30, 2016	December 31, 2015	June 30, 2016	December 31, 2015	June 30, 2016	December 31, 2015

Derivatives designated as hedging instruments						
Cash Flow Hedges:						
Forward currency contracts	$11,056	$ 22,208	$ 250	$ 474	$ 269	$ 84
Derivatives not designated as hedging instruments						
Forward currency contracts	$1,687	$ 1,647	$ -	$ -	$ 2	$ 9

(A) Notional amounts represent the gross contract in U.S. dollars of the derivatives outstanding.

Amounts recorded for the cash flow hedges in other comprehensive income (loss) and in net income for the three months ended June 30 are as follows:

	Loss recorded in other comprehensive income (loss)		Loss reclassified from other comprehensive income (loss) into net income	
	2016	2015	2016	2015
Derivatives designated as cash flow hedges:				
Forward currency contracts	$ (33)	$ (900)	$ (74)	$ (172)
Total derivatives designated as cash flow hedges	$ (33)	$ (900)	$ (74)	$ (172)

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

Amounts recorded for the cash flow hedges in other comprehensive income (loss) and in net income for the six months ended June 30 are as follows:

	Loss recorded in other comprehensive income (loss)		Loss reclassified from other comprehensive income (loss) into net income	
	2016	2015	2016	2015
Derivatives designated as cash flow hedges:				
Forward currency contracts	$ (527)	$ (103)	$ (118)	$ (310)
Total derivatives designated as cash flow hedges	$ (527)	$ (103)	$ (118)	$ (310)

Gains and losses reclassified from other comprehensive income (loss) into net income were recognized in cost of goods sold in the Company's condensed consolidated statements of operations.

The net deferred loss of $19 on the cash flow hedge derivatives will be reclassified from other comprehensive income (loss) to the condensed consolidated statements of operations through December 2016.

Fair Value Measurements

The Company’s assets and liabilities are measured at fair value on a recurring basis and are categorized using the three levels of the fair value hierarchy based on the reliability of the inputs used. Fair values estimated using Level 1 inputs consist of quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. Fair values estimated using Level 2 inputs, other than quoted prices, are observable for the asset or liability, either directly or indirectly and include among other things, quoted prices for similar assets or liabilities in markets that are active or inactive as well as inputs other than quoted prices that are observable. For forward currency contracts, inputs include foreign currency exchange rates. Fair values estimated using Level 3 inputs consist of significant unobservable inputs.

The Company did not have any financial assets or liabilities fair valued using level 1 or level 3 inputs at June 30, 2016 or December 31, 2015. The fair value of financial assets using level 2 inputs related to forward currency contracts were $250 and $474 at June 30, 2016 and December 31, 2015, respectively. The fair value of financial liabilities using level 2 inputs related to forward currency contracts were $271 and $93 at June 30, 2016 and December 31, 2015, respectively.

(6) Share-Based Compensation

Compensation expense for share-based compensation arrangements, which is recognized in the condensed consolidated statements of operations as a component of selling, general and administrative expenses, was $1,928 and $1,157 for the three months ended June 30, 2016 and 2015, respectively. For the six months ended June 30, 2016 total share-based compensation was $2,888 compared to $4,482 for the six months ended June 30, 2015.

The three and six months ended June 30, 2016 included $545 related to the modification of the retirement notice provisions of certain awards. The six months ended June 30, 2015 included $2,225 from the accelerated vesting in connection with the retirement of the Company's former President and Chief Executive Officer.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

(7) Debt

Debt consisted of the following at June 30, 2016 and December 31, 2015:

	June 30, 2016	December 31, 2015	Interest rates at June 30, 2016	Maturity
Revolving Credit Facility				
Credit facility	$100,000	$ 100,000	1.94 %	September 2019
Debt				
PST short-term obligations	10,673	11,556	**4.27% - 20.28** %	2016 - 2017
PST long-term notes	9,851	6,428	**6.20% - 17.64** %	2017 - 2021
Other	272	379		
Total debt	20,796	18,363		
Less: current portion	(13,882)	(13,905)		
Total long-term debt, net	$6,914	$ 4,458		

Revolving Credit Facility

On November 2, 2007, the Company entered into an asset-based credit facility, which permits borrowing up to a maximum level of $100,000. The Company entered into an Amended and Restated Credit and Security Agreement and a Second Amended and Restated Credit and Security Agreement on September 20, 2010 and December 1, 2011, respectively.

On September 12, 2014, the Company entered into a Third Amended and Restated Credit Agreement (the “Amended Agreement” or “Credit Facility”). The Amended Agreement provides for a $300,000 revolving credit facility, which replaced the Company’s existing $100,000 asset-based credit facility and includes a letter of credit subfacility, swing line subfacility and multicurrency subfacility. The Amended Agreement also has an accordion feature which allows the Company to increase the availability by up to $80,000 upon the satisfaction of certain conditions. The Amended

Agreement extended the termination date to September 12, 2019 from December 1, 2016. On March 26, 2015, the Company entered into Amendment No. 1 (the "Amendment") to the Amended Agreement which modified the definition of Consolidated EBITDA to allow for the add back of cash premiums and other non-cash charges related to the amendment and restatement of the Amended Agreement and the early extinguishment of the Company's 9.5% Senior Secured Notes. Consolidated EBITDA is used in computing the Company's leverage ratio and interest coverage ratio which are covenants within the Amended Agreement. On February 23, 2016, the Company entered into Amendment No. 2 to the Amended Agreement which amended and waived any default or potential defaults with respect to the pledging as collateral additional shares issued by a wholly owned subsidiary and newly issued shares associated with the formation of a new subsidiary.

Borrowings under the Amended Agreement will bear interest at either the Base Rate, as defined, or the LIBOR Rate, at the Company's option, plus the applicable margin as set forth in the Amended Agreement. The Company is also subject to a commitment fee ranging from 0.20% to 0.35% based on the Company's leverage ratio. The agreement governing our Credit Facility requires the Company to maintain a maximum leverage ratio of 3.00 to 1.00, and a minimum interest coverage ratio of 3.50 to 1.00 and places a maximum annual limit on capital expenditures. The Amended Agreement also contains other affirmative and negative covenants and events of default that are customary for credit arrangements of this type including covenants which place restrictions and/or limitations on the Company's ability to borrow money, make capital expenditures and pay dividends. Borrowings outstanding on the Credit Facility at both June 30, 2016 and December 31, 2015 were $100,000.

The Company was in compliance with all credit facility covenants at June 30, 2016 and December 31, 2015.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

Debt

PST maintains several short-term obligations and long-term notes used for working capital purposes which have fixed annual interest rates. The weighted-average interest rates of short-term and long-term debt of PST at June 30, 2016 were 14.1% and 10.7%, respectively. Depending on the specific note, interest is payable either monthly or annually. Principal repayments on PST debt at June 30, 2016 are as follows: $13,610 from July 2016 through June 2017, $1,611 from July 2017 through December 2017, $3,052 in 2018, $1,480 in 2019, $402 in 2020 and $369 in 2021.

The Company was in compliance with all debt covenants at June 30, 2016 and December 31, 2015.

The Company's wholly-owned subsidiary located in Stockholm, Sweden, has an overdraft credit line which allows overdrafts on the subsidiary's bank account up to a maximum level of 20,000 Swedish krona, or $2,364 and $2,369, at June 30, 2016 and December 31, 2015, respectively. At June 30, 2016 and December 31, 2015, there was no balance outstanding on this bank account.

(8) Earnings Per Share

Basic earnings per share was computed by dividing net income by the weighted-average number of Common Shares outstanding for each respective period. Diluted earnings per share was calculated by dividing net income by the weighted-average of all potentially dilutive Common Shares that were outstanding during the periods presented.

Weighted-average Common Shares outstanding used in calculating basic and diluted earnings per share were as follows:

	Three months ended	Six months ended

	June 30,		June 30,	
	2016	2015	2016	2015
Basic weighted-average Common Shares outstanding	27,790,639	27,307,864	27,733,288	27,226,868
Effect of dilutive shares	471,515	637,060	474,466	635,703
Diluted weighted-average Common Shares outstanding	28,262,154	27,944,924	28,207,754	27,862,571

Performance-based restricted Common Shares outstanding at June 30, 2016 and 2015 were 0 and 134,250, respectively. There were also 819,914 and 573,885 performance-based right to receive Common Shares outstanding at June 30, 2016 and 2015, respectively. These performance-based restricted and right to receive Common Shares are included in the computation of diluted earnings per share based on the number of Common Shares that would be issuable if the end of the quarter were the end of the contingency period.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

(9) Changes in Accumulated Other Comprehensive Loss by Component

Changes in accumulated other comprehensive loss for the three months ended June 30, 2016 and 2015 were as follows:

	Foreign currency translation	Unrealized gain (loss) on derivatives	Benefit plan liability	Total
Balance at April 1, 2016	$ (65,568)	$ (60)	$ 84	$ (65,544)
Other comprehensive income (loss) before reclassifications	1,833	(33)	-	1,800
Amounts reclassified from accumulated other comprehensive loss	-	74	-	74
Net other comprehensive income, net of tax	1,833	41	-	1,874
Balance at June 30, 2016	$ (63,735)	$ (19)	$ 84	$ (63,670)
Balance at April 1, 2015	$ (60,565)	$ 936	$ 84	$ (59,545)
Other comprehensive income (loss) before reclassifications	3,022	(900)	-	2,122
Amounts reclassified from accumulated other comprehensive loss	-	172	-	172
Net other comprehensive income (loss), net of tax	3,022	(728)	-	2,294
Balance at June 30, 2015	$ (57,543)	$ 208	$ 84	$ (57,251)

Changes in accumulated other comprehensive loss for the six months ended June 30, 2016 and 2015 were as follows:

	Foreign currency translation	Unrealized gain (loss) on derivatives	Benefit plan liability	Total
Balance at January 1, 2016	$ (70,296)	$ 390	$ 84	$ (69,822)
Other comprehensive income (loss) before reclassifications	6,561	(527)	-	6,034

Amounts reclassified from accumulated other comprehensive loss	-	118	-	118
Net other comprehensive income (loss), net of tax	6,561	(409)	-	6,152
Balance at June 30, 2016	$ (63,735)	$ (19)	$ 84	$ (63,670)
Balance at January 1, 2015	$ (45,603)	$ 1	$ 129	$ (45,473)
Other comprehensive loss before reclassifications	(11,940)	(103)	(45)	(12,088)
Amounts reclassified from accumulated other comprehensive loss	-	310	-	310
Net other comprehensive income (loss), net of tax	(11,940)	207	(45)	(11,778)
Balance at June 30, 2015	$ (57,543)	$ 208	$ 84	$ (57,251)

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

(10) Commitments and Contingencies

In the ordinary course of business, the Company is subject to a broad range of claims and legal proceedings that relate to contractual allegations, product liability, tax audits, patent infringement, employment-related matters and environmental matters. The Company establishes accruals for matters which it believes that losses are probable and can be reasonably estimable. Although it is not possible to predict with certainty the outcome of these matters, the Company is of the opinion that the ultimate resolution of these matters will not have a material adverse effect on its consolidated results of operations or financial position.

As a result of environmental studies performed at the Company's former facility located in Sarasota, Florida, the Company became aware of soil and groundwater contamination at the site. The Company engaged an environmental engineering consultant to assess the level of contamination and to develop a remediation and monitoring plan for the site. Soil remediation at the site was completed during the year ended December 31, 2010. As the remedial action plan has been approved by the Florida Department of Environmental Protection, groundwater remediation began in the fourth quarter of 2015. During the three and six months ended June 30, 2016 and 2015, environmental remediation costs incurred were immaterial. At June 30, 2016 and December 31, 2015, the Company accrued a remaining undiscounted liability of $525 and $532, respectively, related to future remediation costs. At June 30, 2016 and December 31, 2015, $271 and $469, respectively, was recorded as a component of accrued expenses and other current liabilities on the condensed consolidated balance sheets while the remaining amount was recorded as a component of other long-term liabilities. A majority of the costs associated with the recorded liability will be incurred at the start of the groundwater remediation, with the balance relating to monitoring costs to be incurred over multiple years. The recorded liability is based on assumptions in the remedial action plan. Although the Company sold the Sarasota facility and related property in December 2011, the liability to remediate the site contamination remains the responsibility of the Company. Due to the ongoing site remediation, the closing terms of the sale agreement included a requirement for the Company to maintain a $2,000 letter of credit for the benefit of the buyer.

The Company has a legal proceeding, *Verde v. Stoneridge, Inc. et al.*, currently pending in the United States District Court for the Eastern District of Texas, Cause No. 6:14-cv-00225- KNM. The plaintiff filed this putative class action against the Company and others on March 26, 2014. The plaintiff alleges that the Company was involved in the vertical chain of manufacture, distribution, and sale of a control device ("CD") that was incorporated into a Dodge Ram truck purchased by Plaintiff in 2006. Plaintiff alleges that the Company breached express warranties and indemnification provisions by supplying a defective CD that was not capable of performing its intended function. The putative class consists of all Texas residents who own manual transmission Chrysler vehicles model years 1994–2007 equipped with the subject CD. Plaintiff seeks recovery of economic loss damages incurred by him and the putative class members associated with inspecting and replacing the allegedly defective CD, as well as attorneys' fees and costs. Plaintiff filed a motion for class certification seeking to certify a class of Texas residents who own or lease certain automobiles sold by Chrysler from 1998–2007. Plaintiff alleges this putative class would include approximately 120,000 people. In the motion for class certification, the Plaintiff states that damages are no more than $1 per person. A hearing on the Plaintiff's motion for class certification was held on November 16, 2015, and the United States District Court has not yet ruled on class certification. On April 8, 2016, the Magistrate Judge granted the Company's motion for partial summary judgment dismissing the Plaintiff's indemnification claim; that ruling was later adopted by the United States District Court. Similarly, *Royal v. Stoneridge, Inc. et al.* is another legal proceeding currently pending in the United States District Court for the Western District of Oklahoma, Cause No. 5:14-cv-01410-F. Plaintiffs filed this putative class action against the Company, Stoneridge Control Devices, Inc., and others on December 19, 2014. Plaintiffs allege that the Company was involved in the vertical chain of manufacture, distribution, and sale of a CD that was incorporated into Dodge Ram trucks purchased by Plaintiffs between 1999 and 2006. Plaintiffs allege that the Company and Stoneridge Control Devices, Inc. breached various express and implied warranties, including the implied warranty of merchantability. Plaintiffs also seek indemnity from the Company and Stoneridge Control Devices, Inc. The putative class consists of all owners of vehicles equipped with the subject CD, which includes various Dodge Ram trucks and other manual transmission vehicles manufactured from 1997–2007, which Plaintiffs allege is more than one million vehicles. Plaintiffs seek recovery of economic loss damages associated with inspecting and replacing the allegedly defective CD, diminished value of the subject CDs and the trucks in which they were installed, and attorneys' fees and costs. The amount of compensatory or other damages sought by Plaintiffs and the putative class members is unknown. On January 12, 2016, the United States District Court granted in part the Company's and Stoneridge Control Devices, Inc.'s motions to dismiss, and dismissed four of the Plaintiffs' five claims against the Company and Stoneridge Control Devices, Inc. Plaintiffs filed a motion for reconsideration of the United States District Court's ruling, which was denied. The Company is vigorously defending itself against the Plaintiffs' allegations, and has and will continue to challenge the claims as well as class action certification. The Company believes the likelihood of loss is not probable or reasonably estimable, and therefore no liability has been recorded for these claims at June 30, 2016.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

In September 2013, two legal proceedings were initiated by Actia Automotive (“Actia”) in a French court (the tribunal de grande instance de Paris) alleging infringement of its patents by the Company’s Electronics segment. The euro (“€”) and U.S. dollar equivalent (“$”) that Actia is seeking has been €7,000 ($7,800) for each claim for injunctive relief and monetary damages resulting from such alleged infringement. The Company believes that its products did not infringe on any of the patents claimed by Actia, and the claims are without merit. The Company is vigorously defending itself against these allegations, and it has challenged certain Actia patents in the European Patent Office. In September 2015, the French court ruled in favor of the Company on one claim, which is subject to appeal by Actia. There have been no significant changes to the facts and circumstances related to the remaining claim for the three or six months ended June 30, 2016. The Company believes the likelihood of loss is not probable between its defenses and challenges to Actia’s patents. As such, no liability has been recorded for these claims at June 30, 2016.

On May 24, 2013, the State Revenue Services of São Paulo issued a tax deficiency notice against PST claiming that the vehicle tracking and monitoring services it provides should be classified as communication services, and therefore subject to the State Value Added Tax – ICMS. The State Revenue Services assessment imposed the 25.0% ICMS tax on all revenues of PST related to the vehicle tracking and monitoring services rendered during the period from January 2009 through December 2010. The Brazilian real (“R$”) and U.S. dollar equivalent (“$”) of the aggregate tax assessment is approximately R$92,500 ($28,800) which is comprised of Value Added Tax – ICMS of R$13,200 ($4,100) interest of R$11,400 ($3,500) and penalties of R$67,900 ($21,200).

The Company believes that the vehicle tracking and monitoring services are non-communication services, as defined under Brazilian tax law, subject to the municipal ISS tax, not communication services subject to state ICMS tax as claimed by the State Revenue Services of São Paulo. PST has, and will continue to collect the municipal ISS tax on the vehicle tracking and monitoring services in compliance with Brazilian tax law and will defend its tax position. PST has received a legal opinion that the merits of the case are favorable to PST, determining among other things that the imposition on the subsidiary of the State ICMS by the State Revenue Services of São Paulo is not in accordance with the Brazilian tax code. Management believes, based on the legal opinion of the Company’s Brazilian legal counsel and the results of the Brazil Administrative Court's ruling in favor of another vehicle tracking and monitoring company related to the tax deficiency notice it received, the likelihood of loss is not probable although it may take years to resolve. As a result of the above, as of June 30, 2016 and December 31, 2015, no accrual has been recorded with respect to the tax assessment. An unfavorable judgment on this issue for the years assessed and for subsequent years could result in significant costs to PST and adversely affect its results of operations. There have been no significant changes to the facts and circumstances related to this notice for the three or six months ended June 30, 2016.

In addition, PST has civil, labor and other tax contingencies for which the likelihood of loss is deemed to be reasonably possible, but not probable, by the Company’s legal advisors in Brazil. As a result, no provision has been recorded with respect to these contingencies, which amounted to R$25,900 ($8,100) and R$25,400 ($6,500) at June 30, 2016 and December 31, 2015, respectively. An unfavorable outcome on these contingencies could result in significant cost to PST and adversely affect its results of operations.

Product Warranty and Recall

Amounts accrued for product warranty and recall claims are established based on the Company's best estimate of the amounts necessary to settle existing and future claims on products sold as of the balance sheet dates. These accruals are based on several factors including past experience, production changes, industry developments and various other considerations including insurance coverage. The Company can provide no assurances that it will not experience material claims or that it will not incur significant costs to defend or settle such claims beyond the amounts accrued or beyond what the Company may recover from its suppliers. The current portion of product warranty and recall is included as a component of accrued expenses and other current liabilities in the condensed consolidated balance sheets. Product warranty and recall included $2,323 and $1,973 of a long-term liability at June 30, 2016 and December 31, 2015, respectively, which is included as a component of other long-term liabilities in the condensed consolidated balance sheets.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

The following provides a reconciliation of changes in product warranty and recall liability:

Six months ended June 30	2016	2015
Product warranty and recall at beginning of period	$6,419	$7,601
Accruals for products shipped during period	1,835	1,699
Aggregate changes in pre-existing liabilities due to claim developments	(145)	(115)
Settlements made during the period	(948)	(3,154)
Product warranty and recall at end of period	$7,161	$6,031

(11) Business Realignment

The Company regularly evaluates the performance of its businesses and cost structures, including personnel, and makes necessary changes thereto in order to optimize its results. The Company also evaluates the required skill sets of its personnel and periodically makes strategic changes. As a consequence of these actions, the Company incurs severance related costs which are referred to as business realignment charges.

Business realignment charges by reportable segment were as follows:

	Three months ended June 30, 2016	Six months ended June 30, 2016
Electronics [(A)]	$ -	$ 1,180
PST [(B)]	309	1,031
Total business realignment charges	$ 309	$ 2,211

(A) Severance costs for the six months ended June 30, 2016 related to selling, general and administrative and design and development were $196 and $984, respectively.

(B) Severance costs for the three months ended June 30, 2016 related to cost of goods sold, selling, general and administrative and design and development were $108, $160 and $41, respectively. Severance costs for the six months ended June 30, 2016 related to cost of goods sold, selling, general and administrative and design and development were $287, $628 and $116, respectively.

Business realignment charges classified by statement of operations line item were as follows:

	Three months ended June 30, 2016	Six months ended June 30, 2016
Cost of goods sold	$ 108	$ 287
Selling, general and administrative	160	824
Design and development	41	1,100
Total business realignment charges	$ 309	$ 2,211

There were no business realignment charges recorded for the three and six months ended June 30, 2015.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

(12) Income Taxes

The Company computes its consolidated income tax provision each quarter based on a projected annual effective tax rate, as required. The Company is required to reduce deferred tax assets by a valuation allowance if, based on all available evidence, it is considered more likely than not that some portion or all of the benefit of the deferred tax assets will not be realized in future periods. The Company also records the income tax impact of certain discrete, unusual or infrequently occurring items including changes in judgment about valuation allowances and effects of changes in tax laws or rates, in the interim period in which they occur.

When a company maintains a valuation allowance in a particular jurisdiction, no net income tax expense or (benefit) will typically be provided on income (loss) for that jurisdiction on an annual basis. Jurisdictions with projected income that maintain a valuation allowance typically will form part of the projected annual effective tax rate calculation discussed above. However, jurisdictions with a projected loss for the year that maintain a valuation allowance are excluded from the projected annual effective income tax rate calculation. Instead, the income tax for these jurisdictions is computed separately.

The actual year to date income tax expense (benefit) is the product of the most current projected annual effective income tax rate and the actual year to date pre-tax income (loss) adjusted for any discrete tax items. The income tax expense (benefit) for a particular quarter is the difference between the year to date calculation of income tax expense (benefit) and the year to date calculation for the prior quarter.

Therefore, the actual effective income tax rate during a particular quarter can vary significantly based upon the jurisdictional mix and timing of actual earnings compared to projected annual earnings, permanent items, earnings for those jurisdictions that maintain a valuation allowance, tax associated with jurisdictions excluded from the projected annual effective income tax rate calculation and discrete items.

The Company recognized income tax expense (benefit) of $1,350 and $(381) from continuing operations for federal, state and foreign income taxes for the three months ended June 30, 2016 and 2015, respectively. The increase in income tax expense for the three months ended June 30, 2016 compared to the same period for 2015 was primarily due to the increase in consolidated earnings. Also, income tax expense increased due to the PST operating loss which generated a benefit for the second quarter of 2015, however, due to the valuation allowance position taken in the fourth quarter of 2015, no longer provides a tax benefit in 2016. The effective tax rate increased to 10.9% in the second quarter of 2016 from (6.4)% in the second quarter of 2015 primarily due to a full valuation allowance on PST's loss that negatively impacted the effective tax rate. The impact of PST on the effective tax rate was partially offset by the continued strong performance of the U.S. operations which, due to a full valuation allowance, positively impacted the effective tax rate.

The Company recognized income tax expense (benefit) of $2,195 and $(234) from continuing operations for federal, state and foreign income taxes for the six months ended June 30, 2016 and 2015, respectively. The increase in income tax expense for the six months ended June 30, 2016 compared to the same period for 2015 was primarily due to the increase in consolidated earnings. In addition, income tax expense increased due to the PST operating loss which generated a benefit for the second quarter of 2015, however, due to the valuation allowance position taken in the fourth quarter of 2015, no longer provides a tax benefit in 2016. The effective tax rate increased to 11.4% in the first half of 2016 from (2.8)% in the first half of 2015 primarily due to a full valuation allowance PST's loss that negatively impacted the effective tax rate. The impact of PST on the effective tax rate was partially offset by the continued strong performance of the U.S. operations which, due to a full valuation allowance, positively impacted the effective tax rate.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

(13) Segment Reporting

Operating segments are defined as components of an enterprise that are evaluated regularly by the Company's chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is the chief executive officer.

The Company has three reportable segments, Control Devices, Electronics and PST, which also represent its operating segments. The Control Devices reportable segment produces sensors, switches, valves and actuators. The Electronics reportable segment produces electronic instrument clusters, electronic control units and driver information systems. The PST reportable segment designs and manufactures electronic vehicle security alarms, convenience accessories, vehicle tracking devices and monitoring services and in-vehicle audio and video devices.

The accounting policies of the Company's reportable segments are the same as those described in Note 2, “Summary of Significant Accounting Policies” of the Company's 2015 Form 10-K. The Company's management evaluates the performance of its reportable segments based primarily on revenues from external customers and operating income (loss). Inter-segment sales are accounted for on terms similar to those to third parties and are eliminated upon consolidation.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

A summary of financial information by reportable segment is as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Net Sales:				
Control Devices	$108,889	$84,398	$201,257	$164,269
Inter-segment sales	485	643	1,018	1,331
Control Devices net sales	109,374	85,041	202,275	165,600
Electronics	57,761	57,895	110,397	114,327
Inter-segment sales	8,184	6,119	15,211	11,085
Electronics net sales	65,945	64,014	125,608	125,412
PST	20,253	22,996	37,865	49,518
Inter-segment sales	-	-	-	-
PST net sales	20,253	22,996	37,865	49,518
Eliminations	(8,669)	(6,762)	(16,229)	(12,416)
Total net sales	$186,903	$165,289	$349,519	$328,114
Operating Income (Loss):				
Control Devices	$18,297	$11,984	$31,814	$21,590
Electronics	4,495	3,222	8,315	6,646
PST	(1,091)	(2,591)	(4,208)	(5,241)
Unallocated Corporate (A)	(8,075)	(5,200)	(13,789)	(12,454)
Total operating income	$13,626	$7,415	$22,132	$10,541
Depreciation and Amortization:				
Control Devices	$2,475	$2,326	$4,784	$4,786
Electronics	1,040	955	2,080	1,911
PST	2,231	2,452	4,081	5,139
Corporate	124	55	194	70
Total depreciation and amortization (B)	$5,870	$5,788	$11,139	$11,906
Interest Expense, net:				
Control Devices	$55	$81	$116	$165
Electronics	124	41	163	86
PST	1,002	803	1,752	1,224
Corporate	659	733	1,323	1,461

Total interest expense, net	$1,840	$1,658	$3,354	$2,936
Capital Expenditures:				
Control Devices	$3,304	$3,847	$6,031	$7,882
Electronics	854	1,084	3,985	3,022
PST	1,022	2,039	1,876	3,412
Corporate	9	(230)	114	913
Total capital expenditures	$5,189	$6,740	$12,006	$15,229

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

	June 30, 2016	December 31, 2015
Total Assets:		
Control Devices	$158,061	$ 127,649
Electronics	113,253	97,443
PST	113,871	100,143
Corporate (C)	284,554	288,806
Eliminations	(250,540)	(249,789)
Total assets	$419,199	$ 364,252

(A) Unallocated Corporate expenses include, among other items, finance, legal, human resources and information technology costs as well as share-based compensation.

(B) These amounts represent depreciation and amortization on property, plant and equipment and certain intangible assets.

(C) Assets located at Corporate consist primarily of cash, intercompany loan receivables, equity investments and investments in subsidiaries.

The following table presents net sales and long-term assets for each of the geographic areas in which the Company operates:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Net Sales:				
North America	$114,250	$94,679	$213,369	$184,432
South America	20,253	22,996	37,865	49,518
Europe and Other	52,400	47,614	98,285	94,164
Total net sales	$186,903	$165,289	$349,519	$328,114

	June 30,	December 31,

	2016	2015
Long-term Assets:		
North America	$61,161	$ 60,099
South America	66,061	56,943
Europe and Other	16,195	15,301
Total long-term assets	$143,417	$ 132,343

(14) Investments

Minda Stoneridge Instruments Ltd.

The Company has a 49% interest in Minda Stoneridge Instruments Ltd. (“Minda”), a company based in India that manufactures electronics, instrumentation equipment and sensors primarily for the motorcycle and commercial vehicle market. The investment is accounted for under the equity method of accounting. The Company's investment in Minda, recorded as a component of investments and other long-term assets, net on the condensed consolidated balance sheets, was $7,085 and $6,929 at June 30, 2016 and December 31, 2015, respectively. Equity in earnings of Minda included in the condensed consolidated statements of operations was $153 and $143, for the three months ended June 30, 2016 and 2015, respectively. Equity in earnings of Minda included in the condensed consolidated statements of operations was $296 and $332, for the six months ended June 30, 2016 and 2015, respectively.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data, unless otherwise indicated)

(Unaudited)

PST Eletrônica Ltda.

The Company has a 74% controlling interest in PST. Noncontrolling interest in PST increased to $14,171 at June 30, 2016 due to comprehensive income of $861 resulting from a favorable change in foreign currency translation of $2,567 partially offset by a proportionate share of its net loss of $1,706 for the six months ended June 30, 2016. Noncontrolling interest in PST decreased to $18,353 at June 30, 2015 due to comprehensive loss of $4,197 resulting from a proportionate share of its net loss of $1,005 and an unfavorable change in foreign currency translation of $3,192 for the six months ended June 30, 2015. Comprehensive income related to PST noncontrolling interest was $801 and $32 for the three months ended June 30, 2016 and 2015, respectively.

PST has dividends payable declared in previous years to noncontrolling interest of $10,842 Brazilian real ($3,378) at June 30, 2016.

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

Background

We are a global designer and manufacturer of highly engineered electrical and electronic components, modules and systems for the automotive, commercial, motorcycle, off-highway and agricultural vehicle markets.

Segments

We are primarily organized by products produced and markets served. Under this structure, our continuing operations have been reported utilizing the following segments:

Control Devices. This segment includes results of operations that manufacture sensors, switches, valves and actuators.

Electronics. This segment includes results of operations from the production of electronic instrument clusters, electronic control units and driver information systems.

PST. This segment includes results of operations that design and manufacture electronic vehicle alarms, convenience accessories, vehicle tracking devices and monitoring services and in-vehicle audio and video devices.

Second Quarter Overview

Income from continuing operations attributable to Stoneridge. Inc. of $11.6 million, or $0.41 per diluted share for the three months ended June 30, 2016 increased by $4.7 million, or $0.16 per diluted share from $6.9 million, or $0.25 per diluted share for the three months ended June 30, 2015. The increase in income from continuing operations is primarily due to an increase in gross profit of $6.8 million related to higher sales in our Control Devices segment and lower material costs in our Electronics segment resulting from a favorable change in foreign currency exchange rates. This was partially offset by an increase in income tax expense of $1.7 million.

Net sales increased by $21.6 million, or 13.1%, compared to the second quarter of 2015 as higher sales in our Control Devices segment were partially offset by lower sales in our PST segment. The increase in sales in our Control Devices segment was primarily due to new product sales in the North American automotive market while our PST segment sales decreased due to an unfavorable foreign currency translation.

At June 30, 2016 and December 31, 2015, we had cash and cash equivalents balances of $55.3 million and $54.4 million, respectively. The slight increase during the first six months of 2016 was primarily due to higher net income, which was substantially offset by higher working capital, capital expenditures, repayment of debt and the repurchase of common shares to satisfy employee tax withholding obligations. At June 30, 2016 and December 31, 2015 we had $100.0 million in borrowings outstanding on our $300.0 million Credit Facility.

Outlook

We expect the improved financial performance to continue throughout 2016 compared to 2015 because of new product launches and savings from previously incurred business realignment activities.

We expect to have significant growth in our North American automotive vehicle sales in 2016 related to new product launches including our shift by wire product by our Control Devices segment. Also, the North American automotive vehicle market production is expected to increase to approximately 18.0 million units in 2016 (an increase from the 17.5 million units produced in 2015), which we expect to have a favorable effect on our Control Devices segment.

The North American commercial vehicle market is expected to decline for the second half of 2016 compared to the first half of 2016. The European commercial vehicle market is forecasted to have a modest increase for the second half of 2016 compared to the first half of 2016.

Our PST segment revenues and operating performance continue to be adversely impacted by weakness of the Brazilian economy and automotive market, and was negatively impacted by unfavorable foreign currency translation. In July 2016, the International Monetary Fund (IMF) forecasted the Brazil gross domestic product ("GDP") to decline 3.3% in 2016 and increase 0.5% in 2017, both of which were a 0.5% improvement from its April 2016 forecast. Based on the forecasted negative GDP growth of the Brazilian economy in 2016, PST's sales and earnings expectations continue to be moderated. As there is significant uncertainty regarding the timing and magnitude of a recovery in the Brazilian economy and automotive market, PST continues to realign its cost structure to mitigate the effect on earnings and cash flows of possible continued weakened product demand and unfavorable foreign currency exchange rates.

We regularly evaluate the performance of our businesses and their cost structures, including personnel, and make necessary changes thereto in order to optimize our results. We also evaluate the required skill sets of our personnel and periodically make strategic changes. As a consequence of these actions, we incur severance related costs which we refer to as business realignment charges.

A significant portion of our sales are outside of the United States. These sales are generated by our non-U.S. based operations, and therefore, movements in foreign currency exchange rates can have a significant effect on our results of operations, which are presented in U.S. dollars. A significant portion of our raw materials purchased by our Electronics and PST segments are denominated in U.S. dollars, and therefore movements in foreign currency exchange rates can also have a significant effect on our results of operations. While the U.S. dollar strengthened significantly against the Swedish krona, euro and Brazilian real in 2015 increasing our material costs and reducing our reported results, the U.S. dollar weakened against these currencies in the first half of 2016.

Because of the competitive nature of the markets we serve, we face pricing pressures from our customers in the ordinary course of business. In response to these pricing pressures we have been able to effectively manage our production costs by the combination of lowering certain costs and limiting the increase of others, the net impact of which has not been material. However, if we are unable to effectively manage production costs in the future to mitigate future pricing pressures, our results of operations would be adversely affected.

In March 2016, we announced the relocation of our corporate headquarters from Warren, Ohio to Novi, Michigan, which will occur primarily during the fourth quarter of 2016. As a result, the Company will incur relocation costs of approximately $3.0 million to $3.4 million including employee retention, relocation, severance, recruiting, duplicate wages and professional fees. The new headquarters will expand our presence in the Detroit metropolitan area and improve access to key customers, decision makers and influencers in the automotive and commercial vehicle markets that we serve. In connection with the relocation, the Company is eligible for a Michigan Business Development Program grant of up to $1.4 million based upon the number of new jobs created in Michigan, along with talent services and training support from Oakland County Michigan Works!. Also, the city of Novi has offered support in the form of property tax abatements.

Three Months Ended June 30, 2016 Compared to Three Months Ended June 30, 2015

Condensed consolidated statements of operations as a percentage of net sales are presented in the following table (in thousands):

Three months ended June 30	2016		2015		Dollar increase / (decrease)
Net sales	$186,903	100.0%	$165,289	100.0%	$ 21,614
Costs and expenses:					
Cost of goods sold	134,152	71.8	119,343	72.2	14,809
Selling, general and administrative	29,247	15.6	28,482	17.2	765
Design and development	9,878	5.3	10,049	6.1	(171)
Operating income	13,626	7.3	7,415	4.5	6,211
Interest expense, net	1,840	1.0	1,658	1.0	182
Equity in earnings of investee	(153)	(0.1)	(143)	(0.1)	(10)
Other income, net	(406)	(0.2)	(47)	-	(359)
Income before income taxes from continuing operations	12,345	6.6	5,947	3.6	6,398
Income tax expense (benefit) from continuing operations	1,350	0.7	(381)	(0.2)	1,731
Income from continuing operations	10,995	5.9	6,328	3.8	4,667
Income from discontinued operations	-	-	55	-	(55)
Net income	10,995	5.9	6,383	3.8	4,612
Net loss attributable to noncontrolling interest	(576)	(0.3)	(596)	(0.4)	20
Net income attributable to Stoneridge, Inc.	$11,571	6.2 %	$6,979	4.2 %	$ 4,592

Net Sales. Net sales for our reportable segments, excluding inter-segment sales, are summarized in the following table (in thousands):

Three months ended June 30	2016		2015		Dollar increase / (decrease)	Percent increase / (decrease)
Control Devices	$108,889	58.3%	$84,398	51.1%	$ 24,491	29.0 %
Electronics	57,761	30.9	57,895	35.0	(134)	(0.2)
PST	20,253	10.8	22,996	13.9	(2,743)	(11.9)