

SNAP-ON Inc  
Form 10-Q  
October 20, 2016  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q**

(Mark one)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended **October 1, 2016**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 1-7724**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**39-0622040**  
(I.R.S. Employer Identification No.)

**2801 80<sup>th</sup> Street, Kenosha, Wisconsin**  
(Address of principal executive offices)

**53143**  
(Zip code)

**(262) 656-5200**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

## Edgar Filing: SNAP-ON Inc - Form 10-Q

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

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Class	Outstanding at October 14, 2016
Common Stock, \$1.00 par value	58,025,101 shares

**Table of Contents****TABLE OF CONTENTS**

	Page
<b><u>Part I: Financial Information</u></b>	
Item 1. <u>Financial Statements</u>	
<u>Condensed Consolidated Statements of Earnings (unaudited) Three and Nine Months Ended October 1, 2016, and October 3, 2015</u>	3
<u>Condensed Consolidated Statements of Comprehensive Income (unaudited) Three and Nine Months Ended October 1, 2016, and October 3, 2015</u>	4
<u>Condensed Consolidated Balance Sheets (unaudited) October 1, 2016, and January 2, 2016</u>	5-6
<u>Condensed Consolidated Statements of Equity (unaudited) Nine Months Ended October 1, 2016, and October 3, 2015</u>	7
<u>Condensed Consolidated Statements of Cash Flows (unaudited) Nine Months Ended October 1, 2016, and October 3, 2015</u>	8
<u>Notes to Condensed Consolidated Financial Statements (unaudited)</u>	9-33
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	34-53
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	54-55
Item 4. <u>Controls and Procedures</u>	55-56
<b><u>Part II: Other Information</u></b>	
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	56-57
Item 6. <u>Exhibits</u>	58
<u>Signatures</u>	59
<u>Exhibit Index</u>	60

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1: Financial Statements****SNAP-ON INCORPORATED****CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**

(Amounts in millions, except per share data)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Net sales	\$ 834.1	\$ 821.5	\$ 2,540.6	\$ 2,501.1
Cost of goods sold	(415.0)	(414.6)	(1,274.9)	(1,265.1)
Gross profit	419.1	406.9	1,265.7	1,236.0
Operating expenses	(261.5)	(263.3)	(786.3)	(803.7)
Operating earnings before financial services	157.6	143.6	479.4	432.3
Financial services revenue	71.6	61.1	207.2	177.2
Financial services expenses	(21.0)	(17.6)	(60.1)	(52.0)
Operating earnings from financial services	50.6	43.5	147.1	125.2
Operating earnings	208.2	187.1	626.5	557.5
Interest expense	(13.1)	(13.0)	(39.1)	(38.9)
Other income (expense) net	(0.8)	(0.5)	(0.3)	(1.9)
Earnings before income taxes and equity earnings	194.3	173.6	587.1	516.7
Income tax expense	(59.6)	(53.9)	(179.4)	(161.9)
Earnings before equity earnings	134.7	119.7	407.7	354.8
Equity earnings, net of tax	0.5	0.2	2.2	1.3
Net earnings	135.2	119.9	409.9	356.1
Net earnings attributable to noncontrolling interests	(3.5)	(3.1)	(9.8)	(8.8)
Net earnings attributable to Snap-on Incorporated	\$ 131.7	\$ 116.8	\$ 400.1	\$ 347.3
Net earnings per share attributable to Snap-on Incorporated:				
Basic	\$ 2.27	\$ 2.01	\$ 6.89	\$ 5.98
Diluted	2.22	1.98	6.74	5.88
Weighted-average shares outstanding:				
Basic	58.0	58.1	58.1	58.1
Effect of dilutive securities	1.3	1.0	1.3	1.0

Edgar Filing: SNAP-ON Inc - Form 10-Q

Diluted	59.3	59.1	59.4	59.1
Dividends declared per common share	\$ 0.61	\$ 0.53	\$ 1.83	\$ 1.59

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

**SNAP-ON INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(Amounts in millions)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
<b>Comprehensive income (loss):</b>				
Net earnings	\$ 135.2	\$ 119.9	\$ 409.9	\$ 356.1
<b>Other comprehensive income (loss):</b>				
Foreign currency translation*	(7.8)	(26.1)	(22.8)	(91.7)
<b>Unrealized cash flow hedges, net of tax:</b>				
Reclassification of cash flow hedges to net earnings	(0.1)	(0.1)	(0.3)	(0.3)
<b>Defined benefit pension and postretirement plans:</b>				
Amortization of net unrecognized losses and prior service credits included in net periodic benefit cost	7.6	9.4	22.7	28.6
Income tax benefit	(2.8)	(3.4)	(8.3)	(10.6)
Net of tax	4.8	6.0	14.4	18.0
<b>Total comprehensive income</b>	<b>\$ 132.1</b>	<b>\$ 99.7</b>	<b>\$ 401.2</b>	<b>\$ 282.1</b>
Comprehensive income attributable to noncontrolling interests	(3.5)	(3.1)	(9.8)	(8.8)
<b>Comprehensive income attributable to Snap-on Incorporated</b>	<b>\$ 128.6</b>	<b>\$ 96.6</b>	<b>\$ 391.4</b>	<b>\$ 273.3</b>

\* There is no reclassification adjustment as there was no sale or liquidation of any foreign entity during any period presented.  
See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

**SNAP-ON INCORPORATED**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Amounts in millions, except share data)

(Unaudited)

	October 1, 2016	January 2, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 117.5	\$ 92.8
Trade and other accounts receivable net	589.1	562.5
Finance receivables net	474.4	447.3
Contract receivables net	92.7	82.1
Inventories net	523.6	497.8
Prepaid expenses and other assets	111.4	106.3
<b>Total current assets</b>	<b>1,908.7</b>	<b>1,788.8</b>
Property and equipment:		
Land	19.3	19.7
Buildings and improvements	308.8	297.9
Machinery, equipment and computer software	807.3	780.3
	1,135.4	1,097.9
Accumulated depreciation and amortization	(716.2)	(684.4)
Property and equipment net	419.2	413.5
Deferred income tax assets	66.0	60.4
Long-term finance receivables net	899.8	772.7
Long-term contract receivables net	284.0	266.6
Goodwill	788.3	790.1
Other intangibles net	185.5	195.0
Other assets	48.6	44.0
<b>Total assets</b>	<b>\$ 4,600.1</b>	<b>\$ 4,331.1</b>

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

**SNAP-ON INCORPORATED**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Amounts in millions, except share data)

(Unaudited)

	October 1, 2016	January 2, 2016
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Notes payable and current maturities of long-term debt	\$ 182.6	\$ 18.4
Accounts payable	172.6	148.3
Accrued benefits	49.7	52.1
Accrued compensation	85.1	91.0
Franchisee deposits	78.7	64.4
Other accrued liabilities	309.9	296.0
<b>Total current liabilities</b>	<b>878.6</b>	<b>670.2</b>
Long-term debt	713.4	861.7
Deferred income tax liabilities	13.4	14.3
Retiree health care benefits	35.2	37.9
Pension liabilities	179.8	227.8
Other long-term liabilities	91.1	88.5
<b>Total liabilities</b>	<b>1,911.5</b>	<b>1,900.4</b>
Commitments and contingencies (Note 14)		
Equity		
Shareholders' equity attributable to Snap-on Incorporated:		
Preferred stock (authorized 15,000,000 shares of \$1 par value; none outstanding)		
Common stock (authorized 250,000,000 shares of \$1 par value; issued 67,400,143 and 67,392,545 shares, respectively)	67.4	67.4
Additional paid-in capital	319.1	296.3
Retained earnings	3,280.0	2,986.9
Accumulated other comprehensive loss	(372.9)	(364.2)
Treasury stock at cost (9,375,522 and 9,306,499 shares, respectively)	(623.0)	(573.7)
<b>Total shareholders' equity attributable to Snap-on Incorporated</b>	<b>2,670.6</b>	<b>2,412.7</b>
Noncontrolling interests	18.0	18.0
<b>Total equity</b>	<b>2,688.6</b>	<b>2,430.7</b>
<b>Total liabilities and equity</b>	<b>\$ 4,600.1</b>	<b>\$ 4,331.1</b>

See Notes to Condensed Consolidated Financial Statements.





**Table of Contents**

**SNAP-ON INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**

(Amounts in millions, except share data)

(Unaudited)

The following summarizes the changes in total equity for the nine month period ended October 1, 2016:

	Shareholders Common Stock	Equity Attributable to Snap-on Incorporated Additional Paid-in Capital	Equity Attributable to Snap-on Incorporated Retained Earnings	Equity Attributable to Snap-on Incorporated Accumulated Other Comprehensive Loss	Treasury Stock	Noncontrolling Interests	Total Equity
Balance at January 2, 2016	\$ 67.4	\$ 296.3	\$ 2,986.9	\$ (364.2)	\$ (573.7)	\$ 18.0	\$ 2,430.7
Net earnings for the nine months ended October 1, 2016			400.1			9.8	409.9
Other comprehensive loss				(8.7)			(8.7)
Cash dividends \$1.83 per share			(106.3)				(106.3)
Stock compensation plans		22.8			27.1		49.9
Share repurchases 492,000 shares					(76.4)		(76.4)
Other			(0.7)			(9.8)	(10.5)
Balance at October 1, 2016	\$ 67.4	\$ 319.1	\$ 3,280.0	\$ (372.9)	\$ (623.0)	\$ 18.0	\$ 2,688.6

The following summarizes the changes in total equity for the nine month period ended October 3, 2015:

	Shareholders Common Stock	Equity Attributable to Snap-on Incorporated Additional Paid-in Capital	Equity Attributable to Snap-on Incorporated Retained Earnings	Equity Attributable to Snap-on Incorporated Accumulated Other Comprehensive Loss	Treasury Stock	Noncontrolling Interests	Total Equity
Balance at January 3, 2015	\$ 67.4	\$ 254.7	\$ 2,637.2	\$ (248.2)	\$ (503.3)	\$ 17.5	\$ 2,225.3
Net earnings for the nine months ended October 3, 2015			347.3			8.8	356.1
Other comprehensive loss				(74.0)			(74.0)
Cash dividends \$1.59 per share			(92.5)				(92.5)
Stock compensation plans		24.1			35.8		59.9
Share repurchases 670,000 shares					(101.6)		(101.6)
Tax benefit from certain stock options		14.9					14.9
Dividend reinvestment plan and other			(0.8)			(8.5)	(9.3)
Balance at October 3, 2015	\$ 67.4	\$ 293.7	\$ 2,891.2	\$ (322.2)	\$ (569.1)	\$ 17.8	\$ 2,378.8

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

**SNAP-ON INCORPORATED**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Amounts in millions)

(Unaudited)

	Nine Months Ended	
	October 1, 2016	October 3, 2015
<b>Operating activities:</b>		
Net earnings	\$ 409.9	\$ 356.1
Adjustments to reconcile net earnings to net cash provided (used) by operating activities:		
Depreciation	45.7	42.7
Amortization of other intangibles	18.2	18.4
Provision for losses on finance receivables	30.4	22.4
Provision for losses on non-finance receivables	6.1	10.8
Stock-based compensation expense	21.5	29.8
Excess tax benefits from stock-based compensation		(14.9)
Deferred income tax benefit	(12.5)	(6.2)
(Gain) loss on sale of assets	(0.1)	0.3
Changes in operating assets and liabilities, net of effects of acquisition:		
Increase in trade and other accounts receivable	(31.2)	(44.8)
Increase in contract receivables	(30.8)	(31.5)
Increase in inventories	(29.9)	(67.1)
Increase in prepaid and other assets	(28.5)	(28.0)
Increase in accounts payable	27.7	35.6
Increase (decrease) in accruals and other liabilities	(10.9)	28.5
<b>Net cash provided by operating activities</b>	<b>415.6</b>	<b>352.1</b>
<b>Investing activities:</b>		
Additions to finance receivables	(691.4)	(629.2)
Collections of finance receivables	501.7	476.6
Capital expenditures	(56.6)	(64.3)
Acquisition of business		(13.1)
Disposal of property and equipment	1.9	0.5
Other	0.3	(2.3)
<b>Net cash used by investing activities</b>	<b>(244.1)</b>	<b>(231.8)</b>
<b>Financing activities:</b>		
Proceeds from notes payable	4.5	7.1
Repayments of notes payable	(5.3)	(4.8)
Net increase in other short-term borrowings	15.6	16.8
Cash dividends paid	(106.3)	(92.5)
Purchases of treasury stock	(76.4)	(101.6)
Proceeds from stock purchase and option plans	32.4	39.7
Excess tax benefits from stock-based compensation		14.9
Other	(11.3)	(10.7)
<b>Net cash used by financing activities</b>	<b>(146.8)</b>	<b>(131.1)</b>

Edgar Filing: SNAP-ON Inc - Form 10-Q

Effect of exchange rate changes on cash and cash equivalents (2.9)

Increase (decrease) in cash and cash equivalents	24.7	(13.7)
Cash and cash equivalents at beginning of year	92.8	132.9

Cash and cash equivalents at end of period	\$ 117.5	\$ 119.2
--	----------	----------

Supplemental cash flow disclosures:

Cash paid for interest	\$ (49.2)	\$ (49.2)
Net cash paid for income taxes	(175.7)	(124.2)

See Notes to Condensed Consolidated Financial Statements.

---

**Table of Contents**

**SNAP-ON INCORPORATED**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**Note 1: Summary of Accounting Policies**

**Principles of consolidation and presentation**

The Condensed Consolidated Financial Statements include the accounts of Snap-on Incorporated and its wholly-owned and majority-owned subsidiaries (collectively, Snap-on or the company ). These financial statements should be read in conjunction with, and have been prepared in conformity with, the accounting principles reflected in the consolidated financial statements and related notes included in Snap-on's 2015 Annual Report on Form 10-K for the fiscal year ended January 2, 2016 ( 2015 year end ). The company's 2016 fiscal third quarter ended on October 1, 2016; the 2015 fiscal third quarter ended on October 3, 2015. The company's 2016 and 2015 fiscal first, second and third quarters each contained 13 weeks of operating results.

Snap-on accounts for investments in unconsolidated affiliates where Snap-on has a greater than 20% but less than 50% ownership interest under the equity method of accounting. Investments in unconsolidated affiliates of \$15.8 million as of October 1, 2016, and \$13.3 million as of January 2, 2016, are included in Other assets on the accompanying Condensed Consolidated Balance Sheets; no equity investment dividends were received in any period presented. In the normal course of business, the company may purchase products or services from unconsolidated affiliates; purchases from unconsolidated affiliates were \$2.7 million in both the third quarters of 2016 and 2015, and \$10.1 million and \$10.4 million in the respective first nine months of 2016 and 2015. The Condensed Consolidated Financial Statements do not include the accounts of the company's independent franchisees. Snap-on's Condensed Consolidated Financial Statements are prepared in conformity with generally accepted accounting principles in the United States of America ( U.S. GAAP ). All significant intercompany accounts and transactions have been eliminated.

In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for the fair presentation of the Condensed Consolidated Financial Statements for the three and nine month periods ended October 1, 2016, and October 3, 2015, have been made. Interim results of operations are not necessarily indicative of the results to be expected for the full fiscal year.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Financial Instruments**

The fair value of the company's derivative financial instruments is generally determined using quoted prices in active markets for similar assets and liabilities. The carrying value of the company's non-derivative financial instruments either approximates fair value, due to their short-term nature, or the amount disclosed for fair value is based upon a discounted cash flow analysis or quoted market values. See Note 9 for further information on financial instruments.

**New Accounting Standards**

In August 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2016-15, *Statement of Cash Flows (Topic 230)*, which adds and/or clarifies guidance on the classification of certain cash receipts and payments in the statement of cash flows. The new guidance is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years; early adoption is permitted. The company is currently assessing the impact that this standard will have on its consolidated statements of cash flows.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326)*, to require the measurement of expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions and reasonable forecasts. The main objective of this ASU is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years; the ASU allows for early adoption as of the beginning of an interim or annual reporting period beginning after December 15, 2018. The company is currently assessing the impact that this standard will have on its consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation – Stock Compensation (Topic 718) – Improvements to Employee Share-Based Payment Accounting*, which is intended to simplify several aspects of the accounting for stock-based compensation transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statements of cash flows. Snap-on elected to early adopt this ASU as of January 3, 2016. Prior to the adoption of the ASU, excess tax benefits or expense related to stock-based compensation transactions were recognized in *Additional paid-in capital* on the Condensed Consolidated Balance Sheets; following the adoption of the ASU, all excess tax benefits or expense related to stock-based compensation transactions are recognized prospectively as income tax benefits or expense in the Condensed Consolidated Statements of Earnings and the excess tax benefits or expense from stock-based compensation transactions previously included in *Financing activities* on the Condensed Consolidated Statements of Cash Flows are prospectively included on that statement as a component of *Net earnings*. The adoption of this ASU did not have a significant impact on the company's Condensed Consolidated Financial Statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The ASU is intended to represent an improvement over previous GAAP, which did not require lease assets and lease liabilities to be recognized for most leases. This ASU, which supersedes most current lease guidance, affects any entity that enters into a lease (as that term is defined in the ASU), with some specified scope exemptions. The ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years; the ASU allows for early adoption as of the beginning of an interim or annual reporting period. The company is currently assessing the impact that this standard will have on its consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17, *Balance Sheet Classification of Deferred Taxes*, to simplify the presentation of deferred income taxes by requiring that all deferred tax liabilities and assets be classified as long term on the balance sheet. Snap-on elected to early adopt this ASU as of April 2, 2016; the ASU was initially effective for Snap-on no later than January 1, 2017. Upon adoption, Snap-on retrospectively reclassified \$109.9 million of current *Deferred income tax assets*, \$45.9 million of long-term *Deferred income tax assets*, and \$0.3 million of current deferred income tax liabilities (included in *Other accrued liabilities*) to long-term *Deferred income tax liabilities* on the accompanying Condensed Consolidated Balance Sheet as of January 2, 2016. The adoption of this ASU did not have a significant impact on the company's Condensed Consolidated Financial Statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The ASU is based on the principle that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to fulfill a contract.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

In May 2016, the FASB issued ASU No. 2016-12, *Revenue from Contracts with Customers (Topic 606) Narrow-Scope Improvements and Practical Expedients*, which clarifies the guidance in Topic 606 on assessing collectibility, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition. The amendments in ASU No. 2016-12 do not change the core principles of the guidance in Topic 606.

In April 2016, the FASB issued ASU No. 2016-10, *Revenue from Contracts with Customers (Topic 606) Identifying Performance Obligations and Licensing*, which clarifies the identification of performance obligations and the licensing implementation guidance in Topic 606. The amendments in ASU No. 2016-10 do not change the core principles of the guidance in Topic 606.

In March 2016, the FASB issued ASU No. 2016-08, *Revenue from Contracts with Customers (Topic 606) Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which amends the principal-versus-agent implementation guidance in ASU No. 2014-09 (Topic 606). ASU No. 2016-08 clarifies the principal-versus-agent guidance in Topic 606 and requires an entity to determine whether the nature of its promise to provide goods or services to a customer is performed in a principal or agent capacity and to recognize revenue in a gross or net manner based on its principal/agent designation.

Entities may early adopt ASU No. 2014-09 (and related updates) only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. ASU No. 2014-09 (and related updates) will become effective for Snap-on at the beginning of its 2018 fiscal year. Entities have the option of using either a full retrospective or a modified retrospective approach for the adoption of the standard. The company is currently assessing the impact that this standard will have on its consolidated financial statements.

**Note 2: Acquisition**

On July 27, 2015, Snap-on acquired the assets of Ecotechnics S.p.A. ( Ecotechnics ) for a preliminary cash purchase price of \$13.1 million; the final cash purchase price of \$11.8 million, including post-closing adjustments, was concluded in the fourth quarter of 2015. Ecotechnics designs and manufactures vehicle air conditioning service equipment for original equipment manufacturer ( OEM ) dealerships and the automotive aftermarket worldwide. For segment reporting purposes, the results of operations and assets of Ecotechnics have been included in the Repair Systems & Information Group since the date of acquisition. Pro forma financial information has not been presented as the net effects of the Ecotechnics acquisition were neither significant nor material to Snap-on s results of operations or financial position.

**Note 3: Receivables***Trade and Other Accounts Receivable*

Snap-on s trade and other accounts receivable primarily arise from the sale of tools and diagnostic and equipment products to a broad range of industrial and commercial customers and to Snap-on s independent franchise van channel on a non-extended-term basis with payment terms generally ranging from 30 to 120 days.

The components of Snap-on s trade and other accounts receivable as of October 1, 2016, and January 2, 2016, are as follows:

<i>(Amounts in millions)</i>	October 1, 2016	January 2, 2016
Trade and other accounts receivable	\$ 603.6	\$ 579.2
Allowances for doubtful accounts	(14.5)	(16.7)

Total trade and other accounts receivable	net	\$ 589.1	\$ 562.5
---	-----	----------	----------



Table of Contents**SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)***Finance and Contract Receivables*

Snap-on Credit LLC ( SOC ), the company's financial services operation in the United States, originates extended-term finance and contract receivables on sales of Snap-on's products sold through the U.S. franchisee and customer network and to certain other customers of Snap-on; Snap-on's foreign finance subsidiaries provide similar financing internationally. Interest income on finance and contract receivables is included in Financial services revenue on the accompanying Condensed Consolidated Statements of Earnings.

Snap-on's finance receivables are comprised of extended-term installment payment contracts to both technicians and independent shop owners (i.e., franchisees' customers) to enable them to purchase tools and diagnostic and equipment products on an extended-term payment plan, generally with expected average payment terms of approximately three years. Contract receivables, with payment terms of up to 10 years, are comprised of extended-term installment payment contracts to a broad base of customers worldwide, including shop owners, both independents and national chains, for their purchase of tools and diagnostic and equipment products. Contract receivables also include extended-term installment loans to franchisees to meet a number of financing needs, including working capital loans, loans to enable new franchisees to fund the purchase of the franchise and van leases. Finance and contract receivables are generally secured by the underlying tools and/or diagnostic or equipment products financed and, for installment loans to franchisees, other franchisee assets.

The components of Snap-on's current finance and contract receivables as of October 1, 2016, and January 2, 2016, are as follows:

<i>(Amounts in millions)</i>	October 1, 2016	January 2, 2016
Finance receivables, net of unearned finance charges of \$16.9 million and \$16.9 million, respectively	\$ 489.3	\$ 460.7
Contract receivables, net of unearned finance charges of \$15.5 million and \$15.1 million, respectively	94.1	83.5
<b>Total</b>	<b>583.4</b>	<b>544.2</b>
Allowances for doubtful accounts:		
Finance receivables	(14.9)	(13.4)
Contract receivables	(1.4)	(1.4)
<b>Total</b>	<b>(16.3)</b>	<b>(14.8)</b>
Total current finance and contract receivables net	\$ 567.1	\$ 529.4
Finance receivables net	\$ 474.4	\$ 447.3
Contract receivables net	92.7	82.1
<b>Total current finance and contract receivables net</b>	<b>\$ 567.1</b>	<b>\$ 529.4</b>

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

The components of Snap-on's finance and contract receivables with payment terms beyond one year as of October 1, 2016, and January 2, 2016, are as follows:

<i>(Amounts in millions)</i>	October 1, 2016	January 2, 2016
Finance receivables, net of unearned finance charges of \$13.3 million and \$10.9 million, respectively	\$ 930.5	\$ 797.5
Contract receivables, net of unearned finance charges of \$21.3 million and \$21.1 million, respectively	287.1	269.6
<b>Total</b>	<b>1,217.6</b>	<b>1,067.1</b>
Allowances for doubtful accounts:		
Finance receivables	(30.7)	(24.8)
Contract receivables	(3.1)	(3.0)
<b>Total</b>	<b>(33.8)</b>	<b>(27.8)</b>
Total long-term finance and contract receivables - net	\$ 1,183.8	\$ 1,039.3
Finance receivables - net	\$ 899.8	\$ 772.7
Contract receivables - net	284.0	266.6
<b>Total long-term finance and contract receivables - net</b>	<b>\$ 1,183.8</b>	<b>\$ 1,039.3</b>

Delinquency is the primary indicator of credit quality for finance and contract receivables. Receivable balances are considered delinquent when contractual payments become 30 days past due.

Finance receivables are generally placed on nonaccrual status (nonaccrual of interest and other fees) (i) when a customer is placed on repossession status; (ii) upon receipt of notification of bankruptcy; (iii) upon notification of the death of a customer; or (iv) in other instances in which management concludes collectability is not reasonably assured. Finance receivables that are considered nonperforming include receivables that are on nonaccrual status and receivables that are generally more than 90 days past due.

Contract receivables are generally placed on nonaccrual status (i) when a receivable is more than 90 days past due or at the point a customer's account is placed on terminated status regardless of its delinquency status; (ii) upon notification of the death of a customer; or (iii) in other instances in which management concludes collectability is not reasonably assured. Contract receivables that are considered nonperforming include receivables that are on nonaccrual status and receivables that are generally more than 90 days past due.

The accrual of interest and other fees is resumed when the finance or contract receivable becomes contractually current and collection of all remaining contractual amounts due is reasonably assured. Finance and contract receivables are evaluated for impairment on a collective basis. A receivable is impaired when it is probable that all amounts related to the receivable will not be collected according to the contractual terms of the applicable agreement. Impaired receivables are covered by the company's finance and contract allowances for doubtful accounts reserves and are charged-off against the reserves when appropriate. As of October 1, 2016, and January 2, 2016, there were \$22.0 million and \$18.2 million,

## Edgar Filing: SNAP-ON Inc - Form 10-Q

respectively, of impaired finance receivables, and there were \$2.2 million and \$1.7 million, respectively, of impaired contract receivables.

It is the general practice of Snap-on's financial services business to not engage in contract or loan modifications. In limited instances, Snap-on's financial services business may modify certain impaired receivables in troubled debt restructurings. The amount and number of restructured finance and contract receivables as of October 1, 2016, and January 2, 2016, were immaterial to both the financial services portfolio and the company's results of operations and financial position.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

The aging of finance and contract receivables as of October 1, 2016, and January 2, 2016, is as follows:

<i>(Amounts in millions)</i>	30-59 Days Past Due	60-90 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Total Not Past Due	Total	Greater Than 90 Days Past Due and Accruing
October 1, 2016:							
Finance receivables	\$ 14.2	\$ 8.5	\$ 14.2	\$ 36.9	\$ 1,382.9	\$ 1,419.8	\$ 10.9
Contract receivables	1.1	0.5	1.8	3.4	377.8	381.2	0.5

January 2, 2016:

Finance receivables	\$ 12.1	\$ 7.6	\$ 11.9	\$ 31.6	\$ 1,226.6	\$ 1,258.2	\$ 9.1
Contract receivables	1.3	0.7	1.3	3.3	349.8	353.1	0.3

The amount of performing and nonperforming finance and contract receivables based on payment activity as of October 1, 2016, and January 2, 2016, is as follows:

<i>(Amounts in millions)</i>	October 1, 2016		January 2, 2016	
	Finance Receivables	Contract Receivables	Finance Receivables	Contract Receivables
Performing	\$ 1,397.8	\$ 379.0	\$ 1,240.0	\$ 351.4
Nonperforming	22.0	2.2	18.2	1.7
<b>Total</b>	<b>\$ 1,419.8</b>	<b>\$ 381.2</b>	<b>\$ 1,258.2</b>	<b>\$ 353.1</b>

The amount of finance and contract receivables on nonaccrual status as of October 1, 2016, and January 2, 2016, is as follows:

<i>(Amounts in millions)</i>	October 1, 2016	January 2, 2016
Finance receivables	\$ 11.5	\$ 9.3
Contract receivables	1.7	1.5

The following is a rollforward of the allowances for credit losses for finance and contract receivables for the three and nine month periods ended October 1, 2016:

<i>(Amounts in millions)</i>	Three Months Ended October 1, 2016		Nine Months Ended October 1, 2016	
	Finance Receivables	Contract Receivables	Finance Receivables	Contract Receivables

Edgar Filing: SNAP-ON Inc - Form 10-Q

Allowances for doubtful accounts:				
Beginning of period	\$ 42.6	\$ 4.5	\$ 38.2	\$ 4.4
Provision for bad debt expense	10.8	0.5	30.4	1.1
Charge-offs	(9.2)	(0.6)	(28.0)	(1.3)
Recoveries	1.4	0.1	5.0	0.3
End of period	\$ 45.6	\$ 4.5	\$ 45.6	\$ 4.5

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

The following is a rollforward of the allowances for credit losses for finance and contract receivables for the three and nine month periods ended October 3, 2015:

<i>(Amounts in millions)</i>	Three Months Ended October 3, 2015		Nine Months Ended October 3, 2015	
	Finance Receivables	Contract Receivables	Finance Receivables	Contract Receivables
Allowances for doubtful accounts:				
Beginning of period	\$ 34.9	\$ 4.2	\$ 32.7	\$ 3.5
Provision for bad debt expense	8.0	0.5	22.4	2.1
Charge-offs	(7.4)	(0.5)	(22.5)	(1.5)
Recoveries	1.4	0.1	4.4	0.3
Currency translation	(0.1)		(0.2)	(0.1)
End of period	\$ 36.8	\$ 4.3	\$ 36.8	\$ 4.3

**Note 4: Inventories**

Inventories by major classification are as follows:

<i>(Amounts in millions)</i>	October 1, 2016	January 2, 2016
Finished goods	\$ 458.5	\$ 437.9
Work in progress	42.3	42.9
Raw materials	96.1	90.3
Total FIFO value	596.9	571.1
Excess of current cost over LIFO cost	(73.3)	(73.3)
Total inventories net	\$ 523.6	\$ 497.8

Inventories accounted for using the first-in, first-out ( FIFO ) method approximated 58% and 57% as October 1, 2016, and January 2, 2016, respectively. The company accounts for its non-U.S. inventory on the FIFO method. As of October 1, 2016, approximately 29% of the company's U.S. inventory was accounted for using the FIFO method and 71% was accounted for using the last-in, first-out ( LIFO ) method. There were no LIFO inventory liquidations in the three and nine month periods ended October 1, 2016, or October 3, 2015.

**Note 5: Goodwill and Other Intangible Assets**

The changes in the carrying amount of goodwill by segment for the nine month period ended October 1, 2016, are as follows:

Edgar Filing: SNAP-ON Inc - Form 10-Q

<i>(Amounts in millions)</i>	Commercial & Industrial Group	Snap-on Tools Group	Repair Systems & Information Group	Total
Balance as of January 2, 2016	\$ 253.1	\$ 12.5	\$ 524.5	\$ 790.1
Currency translation	0.3		(2.1)	(1.8)
Balance as of October 1, 2016	\$ 253.4	\$ 12.5	\$ 522.4	\$ 788.3

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

Additional disclosures related to other intangible assets are as follows:

<i>(Amounts in millions)</i>	October 1, 2016		January 2, 2016	
	Gross Carrying Value	Accumulated Amortization	Gross Carrying Value	Accumulated Amortization
<b>Amortized other intangible assets:</b>				
Customer relationships	\$ 143.6	\$ (84.5)	\$ 146.2	\$ (79.7)
Developed technology	18.0	(18.0)	18.9	(18.9)
Internally developed software	163.5	(115.1)	156.0	(105.6)
Patents	31.6	(21.6)	30.1	(20.9)
Trademarks	2.7	(1.8)	2.6	(1.7)
Other	7.4	(2.2)	7.6	(1.9)
<b>Total</b>	<b>366.8</b>	<b>(243.2)</b>	<b>361.4</b>	<b>(228.7)</b>
Non-amortized trademarks	61.9		62.3	
<b>Total other intangible assets</b>	<b>\$ 428.7</b>	<b>\$ (243.2)</b>	<b>\$ 423.7</b>	<b>\$ (228.7)</b>

Snap-on completed its annual impairment testing of goodwill and other indefinite-lived intangible assets in the second quarter of 2016, the results of which did not result in any impairment. Significant and unanticipated changes in circumstances, such as declines in profitability and cash flow due to significant and long-term deterioration in macroeconomic, industry and market conditions, the loss of key customers, changes in technology or markets, significant changes in key personnel or litigation, a significant and sustained decrease in share price and/or other events, including effects from the sale or disposal of a reporting unit, could require a provision for impairment of goodwill and/or other intangible assets in a future period. As of October 1, 2016, the company had no accumulated impairment losses.

The weighted-average amortization periods related to other intangible assets are as follows:

	In Years
Customer relationships	15
Internally developed software	3
Patents	9
Trademarks	6
Other	39

Snap-on is amortizing its customer relationships on both an accelerated and straight-line basis over a 15 year weighted-average life; the remaining intangibles are amortized on a straight-line basis. The weighted-average amortization period for all amortizable intangibles on a combined basis is 11 years.

The company's customer relationships generally have contractual terms of three to five years and are typically renewed without significant cost to the company. The weighted-average 15 year life for customer relationships is based on the company's historical renewal experience. Intangible asset renewal costs are expensed as incurred.



## Edgar Filing: SNAP-ON Inc - Form 10-Q

The aggregate amortization expense was \$5.9 million and \$18.2 million for the respective three and nine month periods ended October 1, 2016, and \$6.0 million and \$18.4 million for the respective three and nine month periods ended October 3, 2015. Based on current levels of amortizable intangible assets and estimated weighted-average useful lives, estimated annual amortization expense is expected to be \$23.6 million in 2016, \$22.2 million in 2017, \$19.8 million in 2018, \$17.2 million in 2019, \$13.9 million in 2020, and \$12.2 million in 2021.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)****Note 6: Exit and Disposal Activities**

Snap-on did not record any costs for exit and disposal activities in the three month period ended October 1, 2016; Snap-on recorded \$0.9 million of costs for exit and disposal activities in the nine month period ended October 1, 2016, as follows:

	Nine Months Ended October 1, 2016
<i>(Amounts in millions)</i>	
Exit and disposal costs:	
Repair Systems & Information Group:	
Cost of goods sold	\$ 0.8
Operating expenses	0.1
<b>Total exit and disposal costs</b>	<b>\$ 0.9</b>

The \$0.9 million of costs incurred during the nine month period ended October 1, 2016, qualified for accrual treatment. Snap-on did not record any costs for exit and disposal activities in the three and nine month periods ended October 3, 2015.

Snap-on's exit and disposal accrual activity for the first nine months of 2016 is as follows:

	Balance at January 2, 2016	First Six Months Provision	Usage	Balance at July 2, 2016	Third Quarter Provision	Usage	Balance at October 1, 2016
<i>(Amounts in millions)</i>							
Severance costs:							
Commercial & Industrial Group	\$ 0.3	\$	\$ (0.1)	\$ 0.2	\$	\$	\$ 0.2
Repair Systems & Information Group	3.8	0.9	(1.2)	3.5		(0.6)	2.9
<b>Total</b>	<b>\$ 4.1</b>	<b>\$ 0.9</b>	<b>\$ (1.3)</b>	<b>\$ 3.7</b>	<b>\$</b>	<b>\$ (0.6)</b>	<b>\$ 3.1</b>

The company expects that approximately \$1.0 million of the \$3.1 million exit and disposal accrual as of October 1, 2016, will be utilized in the balance of 2016; due to the timing of longer-term severance payments, it is anticipated that the remainder of the exit and disposal accrual will be utilized in 2017. Snap-on expects to fund the remaining cash requirements of its exit and disposal activities with available cash on hand, cash flows from operations and borrowings under the company's existing credit facilities. The estimated costs for the exit and disposal activities were based on management's best business judgment under prevailing circumstances.

**Note 7: Income Taxes**

Snap-on's effective income tax rate on earnings attributable to Snap-on was 31.1% and 31.9% in the first nine months of 2016 and 2015, respectively. The effective tax rate for the first nine months of 2016 included tax benefits from the reversal of deferred tax asset valuation allowances that are now expected to be realized in future years, as well as tax benefits associated with the adoption of ASU No. 2016-09; these tax benefits were partially offset by tax contingency reserves established for certain non-U.S. tax audits. The effective tax rate for the first nine

## Edgar Filing: SNAP-ON Inc - Form 10-Q

months of 2015 included tax benefits associated with distributions from certain non-U.S. subsidiaries, partially offset by a tax assessment in a foreign jurisdiction.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

Snap-on and its subsidiaries file income tax returns in the United States and in various state, local and foreign jurisdictions. It is reasonably possible that certain unrecognized tax benefits may either be settled with taxing authorities or the statutes of limitations for such items may lapse within the next 12 months, causing Snap-on's gross unrecognized tax benefits to decrease by a range of zero to \$3.9 million. Over the next 12 months, Snap-on anticipates taking certain tax positions on various tax returns for which the related tax benefit does not meet the recognition threshold. Accordingly, Snap-on's gross unrecognized tax benefits may increase by a range of zero to \$1.1 million over the next 12 months for uncertain tax positions expected to be taken in future tax filings.

**Note 8: Short-term and Long-term Debt**

Short-term and long-term debt as of October 1, 2016, and January 2, 2016, consisted of the following:

<i>(Amounts in millions)</i>	October 1, 2016	January 2, 2016
5.50% unsecured notes due 2017	\$ 150.0	\$ 150.0
4.25% unsecured notes due 2018	250.0	250.0
6.70% unsecured notes due 2019	200.0	200.0
6.125% unsecured notes due 2021	250.0	250.0
Other debt*	46.0	30.1
	896.0	880.1
Less: notes payable and current maturities of long-term debt	(182.6)	(18.4)
Total long-term debt	\$ 713.4	\$ 861.7

\* Includes fair value adjustments related to interest rate swaps.

Notes payable and current maturities of long-term debt of \$182.6 million as of October 1, 2016, consisted of \$150.0 million of 5.50% unsecured notes that mature on January 15, 2017 (the 2017 Notes) and \$32.6 million of other notes, including \$8.0 million of commercial paper borrowings. Notes payable at 2015 year end totaled \$18.4 million and there were no commercial paper borrowings outstanding. As of 2015 year end, the 2017 Notes were included in Long-term debt on the accompanying Condensed Consolidated Balance Sheet as their scheduled maturity was in excess of one year of the 2015 year-end balance sheet date.

Snap-on has a five-year, \$700 million multi-currency revolving credit facility that terminates on December 15, 2020 (the Credit Facility); no amounts were outstanding under the Credit Facility as of October 1, 2016. Borrowings under the Credit Facility bear interest at varying rates based on Snap-on's then-current, long-term debt ratings. The Credit Facility's financial covenant requires that Snap-on maintain, as of each fiscal quarter end, either (i) a ratio not greater than 0.60 to 1.00 of consolidated net debt (consolidated debt net of certain cash adjustments) to the sum of such consolidated net debt plus total equity and less accumulated other comprehensive income or loss (the Debt Ratio); or (ii) a ratio not greater than 3.50 to 1.00 of such consolidated net debt to earnings before interest, taxes, depreciation, amortization and certain other adjustments for the preceding four fiscal quarters then ended (the Debt to EBITDA Ratio). Snap-on may, up to two times during any five-year period during the term of the Credit Facility (including any extensions thereof), increase the maximum Debt Ratio to 0.65 to 1.00 and/or increase the maximum Debt to EBITDA Ratio to 3.75 to 1.00 for four consecutive fiscal quarters in connection with certain material acquisitions (as defined in the related credit agreement). As of October 1, 2016, the company's actual ratios of 0.22 and 0.90, respectively, were both within the permitted

ranges set forth in this financial covenant.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)****Note 9: Financial Instruments**

*Derivatives:* All derivative instruments are reported in the Condensed Consolidated Financial Statements at fair value. Changes in the fair value of derivatives are recorded each period in earnings or on the accompanying Condensed Consolidated Balance Sheets, depending on whether the derivative is designated and effective as part of a hedged transaction. Gains or losses on derivative instruments recorded in Accumulated other comprehensive income (loss) ( Accumulated OCI ) must be reclassified to earnings in the period in which earnings are affected by the underlying hedged item and the ineffective portion of all hedges must be recognized in earnings in the period that such portion is determined to be ineffective.

The criteria used to determine if hedge accounting treatment is appropriate are: (i) the designation of the hedge to an underlying exposure; (ii) whether or not overall risk is being reduced; and (iii) if there is a correlation between the value of the derivative instrument and the underlying hedged item. On the date a derivative contract is entered into, Snap-on designates the derivative as a fair value hedge, a cash flow hedge, a hedge of a net investment in a foreign operation, or a natural hedging instrument whose change in fair value is recognized as an economic hedge against changes in the value of the hedged item. Snap-on does not use derivative instruments for speculative or trading purposes.

The company is exposed to global market risks, including the effects of changes in foreign currency exchange rates, interest rates, and the company's stock price, and therefore uses derivatives to manage financial exposures that occur in the normal course of business. The primary risks managed by using derivative instruments are foreign currency risk, interest rate risk and stock-based deferred compensation risk.

*Foreign Currency Risk Management:* Snap-on has significant international operations and is subject to certain risks inherent with foreign operations that include currency fluctuations. Foreign currency exchange risk exists to the extent that Snap-on has payment obligations or receipts denominated in currencies other than the functional currency, including intercompany loans denominated in foreign currencies. To manage these exposures, Snap-on identifies naturally offsetting positions and then purchases hedging instruments to protect the residual net exposures. Snap-on manages most of these exposures on a consolidated basis, which allows for netting of certain exposures to take advantage of natural offsets. Foreign currency forward contracts ( foreign currency forwards ) are used to hedge the net exposures. Gains or losses on net foreign currency hedges are intended to offset losses or gains on the underlying net exposures in an effort to reduce the earnings volatility resulting from fluctuating foreign currency exchange rates. Snap-on's foreign currency forwards are typically not designated as hedges. The fair value changes of these contracts are reported in earnings as foreign exchange gain or loss, which is included in Other income (expense) net on the accompanying Condensed Consolidated Statements of Earnings.

As of October 1, 2016, Snap-on had \$108.7 million of net foreign currency forward buy contracts outstanding comprised of buy contracts including \$59.0 million in euros, \$46.9 million in Swedish kronor, \$23.2 million in British pounds, \$6.5 million in South Korean won, \$5.8 million in Singapore dollars, \$5.6 million in Hong Kong dollars, \$5.0 million in Chinese yuan, and \$12.6 million in other currencies, and sell contracts comprised of \$20.5 million in Japanese yen, \$18.5 million in Canadian dollars, \$4.7 million in Indian rupees, and \$12.2 million in other currencies. As of 2015 year end, Snap-on had \$98.3 million of net foreign currency forward buy contracts outstanding comprised of buy contracts including \$52.0 million in euros, \$31.4 million in British pounds, \$23.4 million in Swedish kronor, \$12.9 million in Singapore dollars, \$6.2 million in South Korean won, \$5.5 million in Mexican pesos and \$8.7 million in other currencies, and sell contracts comprised of \$18.4 million in Canadian dollars, \$9.7 million in Japanese yen, \$4.2 million in Australian dollars and \$9.5 million in other currencies.

*Interest Rate Risk Management:* Snap-on aims to control funding costs by managing the exposure created by the differing maturities and interest rate structures of Snap-on's borrowings through the use of interest rate swap agreements ( interest rate swaps ).

Table of Contents

## SNAP-ON INCORPORATED

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(Unaudited)

Snap-on enters into interest rate swaps to manage risks associated with changing interest rates related to the company's fixed rate borrowings. Interest rate swaps are accounted for as fair value hedges. The differentials paid or received on interest rate swaps are recognized as adjustments to Interest expense on the accompanying Condensed Consolidated Statements of Earnings. The effective portion of the change in fair value of the derivative is recorded in Long-term debt on the accompanying Condensed Consolidated Balance Sheets, while any ineffective portion is recorded as an adjustment to Interest expense on the accompanying Condensed Consolidated Statements of Earnings. The notional amount of interest rate swaps outstanding and designated as fair value hedges was \$100.0 million as of both October 1, 2016, and January 2, 2016.

Snap-on enters into treasury lock agreements ( treasury locks ) from time to time to manage the potential change in interest rates in anticipation of issuing fixed rate debt. Treasury locks are accounted for as cash flow hedges. The effective differentials paid or received on treasury locks related to the anticipated issuance of fixed rate debt are recognized as adjustments to Interest expense on the accompanying Condensed Consolidated Statements of Earnings. There were no treasury locks outstanding as of October 1, 2016, or January 2, 2016, and no treasury locks were settled during the first nine months of 2016 or 2015.

*Stock-based Deferred Compensation Risk Management:* Snap-on aims to manage market risk associated with the stock-based portion of its deferred compensation plans through the use of prepaid equity forward agreements ( equity forwards ). Equity forwards are used to aid in offsetting the potential mark-to-market effect on stock-based deferred compensation from changes in Snap-on's stock price. Since stock-based deferred compensation liabilities increase as the company's stock price rises and decrease as the company's stock price declines, the equity forwards are intended to mitigate the potential impact on deferred compensation expense that may result from such mark-to-market changes. As of October 1, 2016, Snap-on had equity forwards in place intended to manage market risk with respect to 111,200 shares of Snap-on common stock associated with its deferred compensation plans.

*Fair Value Measurements:* Snap-on has derivative assets and liabilities related to interest rate swaps, foreign currency forwards and equity forwards that are measured at Level 2 fair value on a recurring basis. The fair values of derivative instruments included within the Condensed Consolidated Balance Sheets as of October 1, 2016, and January 2, 2016, are as follows:

	Balance Sheet Presentation	October 1, 2016		January 2, 2016	
		Asset Derivatives Fair Value	Liability Derivatives Fair Value	Asset Derivatives Fair Value	Liability Derivatives Fair Value
<i>(Amounts in millions)</i>					
<b>Derivatives designated as hedging instruments:</b>					
Interest rate swaps	Other assets	\$ 13.7	\$	\$ 12.9	\$
<b>Derivatives not designated as hedging instruments:</b>					
Foreign currency forwards	Prepaid expenses and other assets	\$ 1.9	\$	\$ 2.8	\$
Foreign currency forwards	Other accrued liabilities		2.3		5.9
Equity forwards	Prepaid expenses and other assets	16.9		18.5	
<b>Total</b>		<b>\$ 18.8</b>	<b>\$ 2.3</b>	<b>\$ 21.3</b>	<b>\$ 5.9</b>
Total derivatives instruments		\$ 32.5	\$ 2.3	\$ 34.2	\$ 5.9





**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

As of October 1, 2016, and January 2, 2016, the fair value adjustment to long-term debt related to the interest rate swaps was \$13.7 million and \$12.9 million, respectively.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. Level 2 fair value measurements for derivative assets and liabilities are measured using quoted prices in active markets for similar assets and liabilities. Interest rate swaps are valued based on the six-month LIBOR swap rate for similar instruments. Foreign currency forwards are valued based on exchange rates quoted by domestic and foreign banks for similar instruments. Equity forwards are valued using a market approach based primarily on the company's stock price at the reporting date. The company did not have any derivative assets or liabilities measured at Level 1 or Level 3, nor did it implement any changes in its valuation techniques as of and for the nine month period ended October 1, 2016.

The effect of derivative instruments designated as fair value hedges as included in the Condensed Consolidated Statements of Earnings is as follows:

<i>(Amounts in millions)</i>	Statement of Earnings Presentation	Effective Portion of Gain Recognized in Income			
		Three Months Ended		Nine Months Ended	
		October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
<b>Derivatives designated as fair value hedges:</b>					
Interest rate swaps	Interest expense	\$ 0.4	\$ 0.8	\$ 1.9	\$ 2.8

The effect of derivative instruments designated as cash flow hedges as included in Accumulated OCI on the Condensed Consolidated Balance Sheets and the Condensed Consolidated Statements of Earnings is as follows:

<i>(Amounts in millions)</i>	Effective Portion of Gain Recognized in Accumulated OCI Three Months Ended		Statement of Earnings Presentation	Effective Portion of Gain Reclassified from Accumulated OCI into Income Three Months Ended	
	October 1, 2016	October 3, 2015		October 1, 2016	October 3, 2015
<b>Derivatives designated as cash flow hedges:</b>					
Treasury locks	\$	\$	Interest expense	\$ 0.1	\$ 0.1

<i>(Amounts in millions)</i>	Effective Portion of Gain Recognized in Accumulated OCI Nine Months Ended		Statement of Earnings Presentation	Effective Portion of Gain Reclassified from Accumulated OCI into Income Nine Months Ended	
	October 1, 2016	October 3, 2015		October 1, 2016	October 3, 2015

**Derivatives designated as cash flow hedges:**

Treasury locks	\$	\$	Interest expense	\$ 0.3	\$ 0.3
----------------	----	----	------------------	--------	--------

Table of Contents

## SNAP-ON INCORPORATED

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(Unaudited)

The effects of derivative instruments not designated as hedging instruments as included in the Condensed Consolidated Statements of Earnings are as follows:

(Amounts in millions)	Statement of Earnings Presentation	Gain (Loss) Recognized in Income			
		Three Months Ended October 1, 2016	Three Months Ended October 3, 2015	Nine Months Ended October 1, 2016	Nine Months Ended October 3, 2015
<b>Derivatives not designated as hedging instruments:</b>					
Foreign currency forwards	Other income (expense) net	\$ (0.7)	\$ (3.0)	\$ (4.9)	\$ (13.9)
Equity forwards	Operating expenses	(0.7)	(1.1)	(1.4)	2.1

Snap-on's foreign currency forwards are typically not designated as hedges for financial reporting purposes. The fair value changes of foreign currency forwards not designated as hedging instruments are reported in earnings as foreign exchange gain or loss in Other income (expense) net on the accompanying Condensed Consolidated Statements of Earnings. The \$0.7 million derivative loss recognized in the third quarter of 2016 was increased by transaction losses on net exposures of \$0.3 million, resulting in a foreign exchange loss of \$1.0 million for the quarter. The \$3.0 million derivative loss recognized in the third quarter of 2015 was partially offset by transaction gains on net exposures of \$2.4 million, resulting in a net foreign exchange loss of \$0.6 million for the quarter. The \$4.9 million derivative loss recognized in the first nine months of 2016 was partially offset by transaction gains on net exposures of \$4.0 million, resulting in a 2016 year-to-date net foreign exchange loss of \$0.9 million. The \$13.9 million derivative loss recognized in the first nine months of 2015 was partially offset by transaction gains on net exposures of \$11.8 million, resulting in a 2015 year-to-date net foreign exchange loss of \$2.1 million. The resulting net foreign exchange gains and losses are included in Other income (expense) net on the accompanying Condensed Consolidated Statements of Earnings. See Note 15 for additional information on Other income (expense) net.

Snap-on's equity forwards are not designated as hedges for financial reporting purposes. Fair value changes of both the equity forwards and related stock-based (mark-to-market) deferred compensation liabilities are reported in Operating expenses on the accompanying Condensed Consolidated Statements of Earnings. The \$0.7 million derivative loss recognized in the third quarter of 2016 was offset by \$0.7 million of mark-to-market deferred compensation income. The \$1.1 million derivative loss recognized in the third quarter of 2015 was offset by \$1.1 million of mark-to-market deferred compensation income. The \$1.4 million derivative loss recognized in the first nine months of 2016 was more than offset by \$1.8 million of mark-to-market deferred compensation income. The \$2.1 million derivative gain recognized in the first nine months of 2015 was largely offset by \$2.0 million of mark-to-market deferred compensation expense.

As of October 1, 2016, the maximum maturity date of any fair value hedge was five years. During the next 12 months, Snap-on expects to reclassify into earnings net gains from Accumulated OCI of approximately \$0.2 million after tax at the time the underlying hedge transactions are realized.

See the accompanying Condensed Consolidated Statements of Comprehensive Income for additional information on changes in comprehensive income.

*Counterparty Risk:* Snap-on is exposed to credit losses in the event of non-performance by the counterparties to its various financial agreements, including its foreign currency forward contracts, interest rate swap agreements and prepaid equity forward agreements. Snap-on does not obtain collateral or other security to support financial instruments subject to credit risk, but monitors the credit standing of the counterparties and generally enters into agreements with financial institution counterparties with a credit rating of A- or better. Snap-on does not anticipate non-performance by its counterparties, but cannot provide assurances.



**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

*Fair Value of Financial Instruments:* The fair values of financial instruments that do not approximate the carrying values in the financial statements are as follows:

<i>(Amounts in millions)</i>	October 1, 2016		January 2, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Finance receivables net	\$ 1,374.2	\$ 1,592.0	\$ 1,220.0	\$ 1,381.9
Contract receivables net	376.7	415.3	348.7	380.2
Long-term debt, notes payable and current maturities of long-term debt	896.0	981.7	880.1	961.1

The following methods and assumptions were used in estimating the fair value of financial instruments:

Finance and contract receivables include both short-term and long-term receivables. The fair value estimates of finance and contract receivables are derived utilizing discounted cash flow analyses performed on groupings of receivables that are similar in terms of loan type and characteristics. The cash flow analyses consider recent prepayment trends where applicable. The cash flows are discounted over the average life of the receivables using a current market discount rate of a similar term adjusted for credit quality. Significant inputs to the fair value measurements of the receivables are unobservable and, as such, are classified as Level 3.

Fair value of long-term debt and current maturities of long-term debt was estimated, using Level 2 fair value measurements, based on quoted market values of Snap-on's publicly traded senior debt. The carrying value of long-term debt includes adjustments related to fair value hedges. The fair value of notes payable approximates such instruments' carrying value due to their short-term nature.

The fair value of all other financial instruments, including cash equivalents, trade and other accounts receivable, accounts payable and other financial instruments, approximates such instruments' carrying value due to their short-term nature.

**Note 10: Pension Plans**

Snap-on's net periodic pension cost included the following components:

<i>(Amounts in millions)</i>	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Service cost	\$ 4.8	\$ 5.1	\$ 14.5	\$ 15.2
Interest cost	14.2	13.4	42.6	40.2
Expected return on plan assets	(20.4)	(19.8)	(60.8)	(59.5)
Amortization of unrecognized loss	7.8	9.7	23.5	29.1
Amortization of prior service credit	(0.2)	(0.3)	(0.8)	(0.7)

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Net periodic pension cost	\$ 6.2	\$ 8.1	\$ 19.0	\$ 24.3
---------------------------	--------	--------	---------	---------

Snap-on intends to make contributions of \$7.4 million to its foreign pension plans and \$2.0 million to its domestic pension plans in 2016, as required by law. In the first nine months of 2016, Snap-on made \$41.2 million of cash contributions to its domestic pension plans consisting of (i) \$40.0 million of discretionary contributions; and (ii) \$1.2 million of required contributions. Depending on market and other conditions, Snap-on may make additional discretionary contributions in the balance of 2016.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)****Note 11: Postretirement Health Care Plans**

Snap-on's net periodic postretirement health care cost included the following components:

<i>(Amounts in millions)</i>	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Service cost	\$ 0.1	\$ 0.1	\$ 0.1	\$ 0.1
Interest cost	0.6	0.5	1.7	1.6
Expected return on plan assets	(0.3)	(0.2)	(0.7)	(0.7)
Amortization of unrecognized loss				0.2
<b>Net periodic postretirement health care cost</b>	<b>\$ 0.3</b>	<b>\$ 0.4</b>	<b>\$ 1.0</b>	<b>\$ 1.2</b>

**Note 12: Stock-based Compensation and Other Stock Plans**

The 2011 Incentive Stock and Awards Plan, as amended and restated as of April 30, 2015 (the 2011 Plan), provides for the grant of stock options, performance awards, stock appreciation rights (SARs) and restricted stock awards (which may be designated as restricted stock units or RSUs). No further grants are being made under its predecessor, the 2001 Incentive Stock and Awards Plan (the 2001 Plan), although outstanding awards under the 2001 Plan will continue until exercised, vested, forfeited or expired. As of October 1, 2016, the 2011 Plan had 4,100,874 shares available for future grants. The company uses treasury stock to deliver shares under both the 2001 and 2011 Plans.

Net stock-based compensation expense was \$7.3 million and \$21.5 million for the respective three and nine month periods ended October 1, 2016, and \$6.7 million and \$29.8 million for the respective three and nine month periods ended October 3, 2015. Cash received from stock purchase and option plan exercises during the three and nine month periods ended October 1, 2016, totaled \$4.0 million and \$32.4 million, respectively. Cash received from stock purchase and option plan exercises during the three and nine month periods ended October 3, 2015, totaled \$3.2 million and \$39.7 million, respectively. The tax benefit realized from both the exercise and vesting of share-based payment arrangements was \$1.8 million and \$14.9 million for the respective three and nine month periods ended October 1, 2016, and \$1.1 million and \$20.4 million for the respective three and nine month periods ended October 3, 2015.

*Stock Options*

Stock options are granted with an exercise price equal to the market value of a share of Snap-on's common stock on the date of grant and have a contractual term of ten years. Stock option grants vest ratably on the first, second and third anniversaries of the date of grant.

The fair value of each stock option award is estimated on the date of grant using the Black-Scholes valuation model. The company uses historical data regarding stock option exercise and forfeiture behaviors for different participating groups to estimate the period of time that options granted are expected to be outstanding. Expected volatility is based on the historical volatility of the company's stock for the length of time corresponding to the expected term of the option. The expected dividend yield is based on the company's historical dividend payments. The risk-free interest rate is based on the U.S. treasury yield curve on the grant date for the expected term of the option.

Table of Contents

## SNAP-ON INCORPORATED

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(Unaudited)

The following weighted-average assumptions were used in calculating the fair value of stock options granted during the nine month period ended October 1, 2016, and the three and nine month periods ended October 3, 2015, using the Black-Scholes valuation model; there were no stock options granted during the three month period ended October 1, 2016:

	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Expected term of option ( <i>in years</i> )	N/A	3.64	5.05	4.76
Expected volatility factor	N/A	19.20%	22.17%	24.13%
Expected dividend yield	N/A	1.75%	1.77%	2.04%
Risk-free interest rate	N/A	0.99%	1.04%	1.38%

A summary of stock option activity as of and for the nine month period ended October 1, 2016, is presented below:

	Shares ( <i>in thousands</i> )	Exercise Price Per Share*	Remaining Contractual Term* ( <i>in years</i> )	Aggregate Intrinsic Value ( <i>in millions</i> )
Outstanding at January 2, 2016	2,811	\$ 88.62		
Granted	644	138.04		
Exercised	(283)	75.81		
Forfeited or expired	(27)	133.02		
Outstanding at October 1, 2016	3,145	99.50	6.7	\$ 165.0
Exercisable at October 1, 2016	1,910	76.09	5.4	144.9

\* Weighted-average

The weighted-average grant date fair value of options granted during the nine month periods ended October 1, 2016, and October 3, 2015, was \$22.99 and \$25.64, respectively. The intrinsic value of options exercised was \$4.8 million and \$22.2 million during the respective three and nine month periods ended October 1, 2016, and \$5.5 million and \$35.7 million during the respective three and nine month periods ended October 3, 2015. The fair value of stock options vested was \$12.7 million and \$9.9 million during the respective nine month periods ended October 1, 2016, and October 3, 2015.

As of October 1, 2016, there was \$20.1 million of unrecognized compensation cost related to non-vested stock options that is expected to be recognized as a charge to earnings over a weighted-average period of 1.7 years.

*Performance Awards*

Performance awards, which are granted as performance share units and performance-based RSUs, are earned and expensed using the fair value of the award over a contractual term of three years based on the company's performance. Vesting of the performance awards is dependent upon



## Edgar Filing: SNAP-ON Inc - Form 10-Q

performance relative to pre-defined goals for revenue growth and return on net assets for the applicable performance period. For performance achieved above a certain level, the recipient may earn additional shares of stock, not to exceed 100% of the number of performance awards initially granted.

The performance share units have a three-year performance period based on the results of the consolidated financial metrics of the company. The performance-based RSUs have a one-year performance period based on the results of the consolidated financial metrics of the company followed by a two-year cliff vesting schedule, assuming continued employment.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

The fair value of performance awards is calculated using the market value of a share of Snap-on's common stock on the date of grant and assumed forfeitures based on recent historical experience; in recent years, forfeitures have not been significant. The weighted-average grant date fair value of performance awards granted during the nine month periods ended October 1, 2016, and October 3, 2015, was \$138.80 and \$139.05, respectively. Performance share units related to 94,186 shares and 130,764 shares were paid out during the respective nine month periods ended October 1, 2016, and October 3, 2015. Earned performance share units are generally paid out following the conclusion of the applicable performance period upon approval by the Organization and Executive Compensation Committee of the company's Board of Directors (the Board).

Based on the company's 2015 performance, 64,327 RSUs granted in 2015 were earned; assuming continued employment, these RSUs will vest at the end of fiscal 2017. Based on the company's 2014 performance, 78,585 RSUs granted in 2014 were earned; assuming continued employment, these RSUs will vest at the end of fiscal 2016. Based on the company's 2013 performance, 81,453 RSUs granted in 2013 were earned; these RSUs vested as of fiscal 2015 year end and were paid out shortly thereafter.

Changes to the company's non-vested performance awards during the nine month period ended October 1, 2016, are as follows:

	Shares (in thousands)	Fair Value Price per Share*
Non-vested performance awards at January 2, 2016	265	\$ 124.16
Granted	100	138.80
Vested		
Cancellations and other	(17)	112.60
Non-vested performance awards at October 1, 2016	348	128.96

\* Weighted-average

As of October 1, 2016, there was \$17.7 million of unrecognized compensation cost related to non-vested performance awards that is expected to be recognized as a charge to earnings over a weighted-average period of 1.7 years.

*Stock Appreciation Rights (SARs)*

The company also issues stock-settled and cash-settled SARs to certain key non-U.S. employees. SARs have a contractual term of ten years and vest ratably on the first, second and third anniversaries of the date of grant. SARs are granted with an exercise price equal to the market value of a share of Snap-on's common stock on the date of grant.

Stock-settled SARs are accounted for as equity instruments and provide for the issuance of Snap-on common stock equal to the amount by which the company's stock has appreciated over the exercise price. Stock-settled SARs have an effect on dilutive shares and shares outstanding as any appreciation of Snap-on's common stock value over the exercise price will be settled in shares of common stock. Cash-settled SARs provide for the cash payment of the excess of the fair market value of Snap-on's common stock price on the date of exercise over the grant price. Cash-settled SARs have no effect on dilutive shares or shares outstanding as any appreciation of Snap-on's common stock over the grant price is paid in cash and not in common stock.



Table of Contents

## SNAP-ON INCORPORATED

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(Unaudited)

The fair value of stock-settled SARs is estimated on the date of grant using the Black-Scholes valuation model. The fair value of cash-settled SARs is revalued (mark-to-market) each reporting period using the Black-Scholes valuation model based on Snap-on's period-end stock price. The company uses historical data regarding SARs exercise and forfeiture behaviors for different participating groups to estimate the expected term of the SARs granted based on the period of time that similar instruments granted are expected to be outstanding. Expected volatility is based on the historical volatility of the company's stock for the length of time corresponding to the expected term of the SARs. The expected dividend yield is based on the company's historical dividend payments. The risk-free interest rate is based on the U.S. treasury yield curve in effect as of the grant date (for stock-settled SARs) or reporting date (for cash-settled SARs) for the length of time corresponding to the expected term of the SARs.

The following weighted-average assumptions were used in calculating the fair value of stock-settled SARs granted during the nine month period ended October 1, 2016, and the three and nine month periods ended October 3, 2015, using the Black-Scholes valuation model; there were no stock-settled SARs granted during the three month period ended October 1, 2016:

	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Expected term of stock-settled SARs ( <i>in years</i> )	N/A	4.01	4.03	4.72
Expected volatility factor	N/A	23.06%	20.09%	23.66%
Expected dividend yield	N/A	1.75%	1.66%	2.04%
Risk-free interest rate	N/A	1.52%	1.11%	1.50%

Changes to the company's stock-settled SARs during the nine month period ended October 1, 2016, are as follows:

	Stock-settled SARs ( <i>in thousands</i> )	Exercise Price Per Share*	Remaining Contractual Term* ( <i>in years</i> )	Aggregate Intrinsic Value ( <i>in millions</i> )
Outstanding at January 2, 2016	269	\$ 113.70		
Granted	101	138.05		
Exercised	(12)	88.43		
Forfeited or expired	(21)	103.18		
Outstanding at October 1, 2016	337	122.59	8.1	\$ 9.9
Exercisable at October 1, 2016	139	104.17	7.2	6.6

\* Weighted-average

The weighted-average grant date fair value of stock-settled SARs granted during the nine month periods ended October 1, 2016, and October 3, 2015, was \$19.47 and \$25.37, respectively. The intrinsic value of stock-settled SARs exercised was \$0.1 million and \$0.8 million during the respective three and nine month periods ended October 1, 2016, and \$0.2 million and \$0.9 million during the respective three and nine month periods ended October 3, 2015. The fair value of stock-settled SARs vested during the nine month periods ended October 1, 2016, and October

3, 2015, was \$2.1 million and \$1.4 million, respectively.

Table of Contents

## SNAP-ON INCORPORATED

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(Unaudited)

As of October 1, 2016, there was \$2.9 million of unrecognized compensation cost related to non-vested stock-settled SARs that is expected to be recognized as a charge to earnings over a weighted-average period of 1.7 years.

The following weighted-average assumptions were used in calculating the fair value of cash-settled SARs granted during the nine month periods ended October 1, 2016, and October 3, 2015, using the Black-Scholes valuation model; no cash-settled SARs were granted during the three month periods ended October 1, 2016, or October 3, 2015:

	Nine Months Ended	
	October 1, 2016	October 3, 2015
Expected term of cash-settled SARs ( <i>in years</i> )	3.43	3.37
Expected volatility factor	19.03%	19.34%
Expected dividend yield	1.58%	1.76%
Risk-free interest rate	0.88%	0.85%

The intrinsic value of cash-settled SARs exercised was \$0.1 million and \$0.9 million during the respective three and nine month periods ended October 1, 2016, and \$0.4 million and \$10.4 million during the respective three and nine month periods ended October 3, 2015. The fair value of cash-settled SARs vested during the nine month periods ended October 1, 2016, and October 3, 2015, was \$0.2 million and \$3.8 million, respectively.

Changes to the company's non-vested cash-settled SARs during the nine month period ended October 1, 2016, are as follows:

	Cash-settled SARs ( <i>in thousands</i> )	Fair Value Price per Share*
Non-vested cash-settled SARs at January 2, 2016	7	\$ 51.71
Granted	4	24.87
Vested	(4)	44.28
Non-vested cash-settled SARs at October 1, 2016	7	25.93

\* Weighted-average

As of October 1, 2016, there was \$0.2 million of unrecognized compensation cost related to non-vested cash-settled SARs that is expected to be recognized as a charge to earnings over a weighted-average period of 1.7 years.

*Restricted Stock Awards - Non-employee Directors*

The company awarded 7,145 shares and 8,640 shares of restricted stock to non-employee directors in the first nine months of 2016 and 2015, respectively. The fair value of the restricted stock awards is expensed over a one year vesting period based on the fair value on the date of

## Edgar Filing: SNAP-ON Inc - Form 10-Q

grant. All restrictions for the restricted stock generally lapse upon the earlier of the first anniversary of the grant date, the recipient's death or disability or in the event of a change in control, as defined in the 2011 Plan. If termination of the recipient's service occurs prior to the first anniversary of the grant date for any reason other than death or disability, the shares of restricted stock would be forfeited, unless otherwise determined by the Board.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)***Employee Stock Purchase Plan*

Substantially all Snap-on employees in the United States and Canada are eligible to participate in an employee stock purchase plan. The purchase price of the company's common stock to participants is the lesser of the mean of the high and low price of the stock on the beginning date (May 15) or ending date (the following May 14) of each plan year. For the nine months ended October 1, 2016, and October 3, 2015, issuances under this plan totaled 27,156 shares and 57,324 shares, respectively. As of October 1, 2016, shares reserved for issuance under this plan totaled 780,563 shares and Snap-on held participant contributions of approximately \$1.4 million. Participants are able to withdraw from the plan at any time prior to the ending date and receive back all contributions made during the plan year. No compensation costs were recognized for plan participants in the third quarters of 2016 and 2015. The company recognized compensation costs for plan participants of a \$0.1 million benefit and \$2.1 million of expense for the respective nine month periods ended October 1, 2016, and October 3, 2015.

*Franchisee Stock Purchase Plan*

All franchisees in the United States and Canada are eligible to participate in a franchisee stock purchase plan. The purchase price of the company's common stock to participants is the lesser of the mean of the high and low price of the stock on the beginning date (May 15) or ending date (the following May 14) of each plan year. For the nine months ended October 1, 2016, and October 3, 2015, issuances under this plan totaled 42,867 shares and 74,001 shares, respectively. As of October 1, 2016, shares reserved for issuance under this plan totaled 613,469 shares and Snap-on held participant contributions of approximately \$2.6 million. Participants are able to withdraw from the plan at any time prior to the ending date and receive back all contributions made during the plan year. The company did not recognize any mark-to-market costs for plan participants in the third quarters of 2016 and 2015. The company recognized mark-to-market costs for plan participants of a \$0.4 million benefit and \$2.2 million of expense for the respective nine month periods ended October 1, 2016, and October 3, 2015.

**Note 13: Earnings Per Share**

The shares used in the computation of the company's basic and diluted earnings per common share are as follows:

	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Weighted-average common shares outstanding	58,013,852	58,084,784	58,076,627	58,110,620
Effect of dilutive securities	1,251,062	998,920	1,292,765	987,865
Weighted-average common shares outstanding, assuming dilution	59,264,914	59,083,704	59,369,392	59,098,485

The dilutive effect of the potential exercise of outstanding options and stock-settled SARs is calculated using the treasury stock method. As of both October 1, 2016, and October 3, 2015, there were 1,600 awards outstanding that were anti-dilutive. Performance-based equity awards do not affect the diluted earnings per share calculation until it is determined that the applicable performance metrics have been met.

**Note 14: Commitments and Contingencies**

Snap-on provides product warranties for specific product lines and accrues for estimated future warranty cost in the period in which the sale is recorded. Snap-on calculates its accrual requirements based on historic warranty loss experience that is periodically adjusted for recent actual experience, including the timing of claims during the warranty period and actual costs incurred. Snap-on's product warranty accrual activity for the three and nine month periods ended October 1, 2016, and October 3, 2015, is as follows:



Edgar Filing: SNAP-ON Inc - Form 10-Q

<i>(Amounts in millions)</i>	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Warranty reserve:				
Beginning of period	\$ 16.1	\$ 18.0	\$ 16.4	\$ 17.3
Additions	2.8	3.7	8.8	11.3
Usage	(3.3)	(3.6)	(9.6)	(10.5)
End of period	\$ 15.6	\$ 18.1	\$ 15.6	\$ 18.1

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

Snap-on is involved in various legal matters that are being litigated and/or settled in the ordinary course of business. Although it is not possible to predict the outcome of these legal matters, management believes that the results of these legal matters will not have a material impact on Snap-on's consolidated financial position, results of operations or cash flows.

**Note 15: Other Income (Expense) Net**

Other income (expense) net on the accompanying Condensed Consolidated Statements of Earnings consists of the following:

<i>(Amounts in millions)</i>	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Interest income	\$ 0.2	\$ 0.1	\$ 0.5	\$ 0.3
Net foreign exchange loss	(1.0)	(0.6)	(0.9)	(2.1)
Other			0.1	(0.1)
Total other income (expense) net	\$ (0.8)	\$ (0.5)	\$ (0.3)	\$ (1.9)

**Note 16: Accumulated Other Comprehensive Income (Loss)**

The following is a summary of net changes in Accumulated OCI by component and net of tax for the three months ended October 1, 2016:

<i>(Amounts in millions)</i>	Foreign Currency Translation	Cash Flow Hedges	Defined Benefit Pension and Postretirement Plans	Total
Balance as of July 2, 2016	\$ (133.5)	\$ 0.5	\$ (236.8)	\$ (369.8)
Other comprehensive loss before reclassifications	(7.8)			(7.8)
Amounts reclassified from Accumulated OCI		(0.1)	4.8	4.7
Net other comprehensive income (loss)	(7.8)	(0.1)	4.8	(3.1)
Balance as of October 1, 2016	\$ (141.3)	\$ 0.4	\$ (232.0)	\$ (372.9)

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

The following is a summary of net changes in Accumulated OCI by component and net of tax for the first nine months of fiscal 2016:

<i>(Amounts in millions)</i>	Foreign Currency Translation	Cash Flow Hedges	Defined Benefit Pension and Postretirement Plans	Total
Balance as of January 2, 2016	\$ (118.5)	\$ 0.7	\$ (246.4)	\$ (364.2)
Other comprehensive loss before reclassifications	(22.8)			(22.8)
Amounts reclassified from Accumulated OCI		(0.3)	14.4	14.1
Net other comprehensive income (loss)	(22.8)	(0.3)	14.4	(8.7)
Balance as of October 1, 2016	\$ (141.3)	\$ 0.4	\$ (232.0)	\$ (372.9)

The following is a summary of net changes in Accumulated OCI by component and net of tax for the three months ended October 3, 2015:

<i>(Amounts in millions)</i>	Foreign Currency Translation	Cash Flow Hedges	Defined Benefit Pension and Postretirement Plans	Total
Balance as of July 4, 2015	\$ (73.3)	\$ 0.8	\$ (229.5)	\$ (302.0)
Other comprehensive loss before reclassifications	(26.1)			(26.1)
Amounts reclassified from Accumulated OCI		(0.1)	6.0	5.9
Net other comprehensive income (loss)	(26.1)	(0.1)	6.0	(20.2)
Balance as of October 3, 2015	\$ (99.4)	\$ 0.7	\$ (223.5)	\$ (322.2)

The following is a summary of net changes in Accumulated OCI by component and net of tax for the first nine months of fiscal 2015:

<i>(Amounts in millions)</i>	Foreign Currency Translation	Cash Flow Hedges	Defined Benefit Pension and Postretirement Plans	Total
Balance as of January 3, 2015	\$ (7.7)	\$ 1.0	\$ (241.5)	\$ (248.2)
Other comprehensive loss before reclassifications	(91.7)			(91.7)
Amounts reclassified from Accumulated OCI		(0.3)	18.0	17.7

Edgar Filing: SNAP-ON Inc - Form 10-Q

Net other comprehensive income (loss)	(91.7)	(0.3)	18.0	(74.0)
Balance as of October 3, 2015	\$ (99.4)	\$ 0.7	\$ (223.5)	\$ (322.2)

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

The reclassifications out of Accumulated OCI for the three and nine month periods ended October 1, 2016, and October 3, 2015, are as follows:

Details about Accumulated OCI	Amount Reclassified from Accumulated OCI				Statement of Earnings Presentation
	Three Months Ended		Nine Months Ended		
Components	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015	
<i>(Amounts in millions)</i>					
<b>Gains on cash flow hedges:</b>					
Treasury locks	\$ 0.1	\$ 0.1	\$ 0.3	\$ 0.3	Interest expense
Income tax expense					Income tax expense
Net of tax	0.1	0.1	0.3	0.3	
<b>Amortization of net unrecognized losses and prior service credits</b>					
Income tax benefit	(7.6)	(9.4)	(22.7)	(28.6)	See footnote below*
Net of tax	(4.8)	(6.0)	(14.4)	(18.0)	
Total reclassifications for the period, net of tax	\$ (4.7)	\$ (5.9)	\$ (14.1)	\$ (17.7)	

\*These Accumulated OCI components are included in the computation of net periodic pension and postretirement health care costs; see Note 10 and Note 11 for further information.

**Note 17: Segments**

Snap-on's business segments are based on the organization structure used by management for making operating and investment decisions and for assessing performance. Snap-on's reportable business segments are: (i) the Commercial & Industrial Group; (ii) the Snap-on Tools Group; (iii) the Repair Systems & Information Group; and (iv) Financial Services. The Commercial & Industrial Group consists of business operations serving a broad range of industrial and commercial customers worldwide, including customers in the aerospace, natural resources, government and technical education market segments (collectively, "critical industries"), primarily through direct and distributor channels. The Snap-on Tools Group consists of business operations primarily serving vehicle service and repair technicians through the company's worldwide mobile tool distribution channel. The Repair Systems & Information Group consists of business operations serving other professional vehicle repair customers worldwide, primarily owners and managers of independent repair shops and original equipment manufacturer (OEM) dealership service and repair shops (OEM dealerships), through direct and distributor channels. Financial Services consists of the business operations of Snap-on's finance subsidiaries.

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Snap-on evaluates the performance of its operating segments based on segment revenues, including both external and intersegment net sales, and segment operating earnings. Snap-on accounts for intersegment sales and transfers based primarily on standard costs with reasonable mark-ups established between the segments. Identifiable assets by segment are those assets used in the respective reportable segment's operations. Corporate assets consist of cash and cash equivalents (excluding cash held at Financial Services), deferred income taxes and certain other assets. All significant intersegment amounts are eliminated to arrive at Snap-on's consolidated financial results.

**Table of Contents****SNAP-ON INCORPORATED****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)****(Unaudited)**

Financial data by segment was as follows:

<i>(Amounts in millions)</i>	Three Months Ended		Nine Months Ended	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Net sales:				
Commercial & Industrial Group	\$ 289.3	\$ 288.5	\$ 862.0	\$ 881.8
Snap-on Tools Group	397.2	380.6	1,216.4	1,157.5
Repair Systems & Information Group	286.1	282.9	860.1	832.6
Segment net sales	972.6	952.0	2,938.5	2,871.9
Intersegment eliminations	(138.5)	(130.5)	(397.9)	(370.8)
Total net sales	\$ 834.1	\$ 821.5	\$ 2,540.6	\$ 2,501.1
Financial Services revenue	71.6	61.1	207.2	177.2
Total revenues	\$ 905.7	\$ 882.6	\$ 2,747.8	\$ 2,678.3
Operating earnings:				
Commercial & Industrial Group	\$ 43.7	\$ 41.3	\$ 124.1	\$ 127.5
Snap-on Tools Group	64.6	56.3	207.6	184.1
Repair Systems & Information Group	71.8	69.7	215.3	201.3
Financial Services	50.6	43.5	147.1	125.2
Segment operating earnings	230.7	210.8	694.1	638.1
Corporate	(22.5)	(23.7)	(67.6)	(80.6)
Operating earnings	\$ 208.2	\$ 187.1	\$ 626.5	\$ 557.5
Interest expense	(13.1)	(13.0)	(39.1)	(38.9)
Other income (expense) net	(0.8)	(0.5)	(0.3)	(1.9)
Earnings before income taxes and equity earnings	\$ 194.3	\$ 173.6	\$ 587.1	\$ 516.7

<i>(Amounts in millions)</i>	October 1, 2016	January 2, 2016
Assets:		
Commercial & Industrial Group	\$ 923.6	\$ 901.6
Snap-on Tools Group	680.3	646.7
Repair Systems & Information Group	1,062.4	1,041.6
Financial Services	1,758.1	1,572.4
Total assets from reportable segments	\$ 4,424.4	\$ 4,162.3

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Corporate	234.0	203.6
Elimination of intersegment receivables	(58.3)	(34.8)
<b>Total assets</b>	<b>\$ 4,600.1</b>	<b>\$ 4,331.1</b>

### **Note 18: Subsequent Event**

On October 17, 2016, Snap-on announced that it had entered into a definitive agreement to acquire Car-O-Liner Holding AB ( Car-O-Liner ) for approximately \$155 million in cash. Based in Gothenburg, Sweden, Car-O-Liner, with trailing 12 month sales of approximately \$95 million, is a leading global provider of collision repair equipment and information and truck alignment systems. Snap-on believes the acquisition of Car-O-Liner will further expand its capabilities with repair shop owners and managers. Snap-on intends to finance the acquisition with available cash and the issuance of commercial paper; subject to certain closing conditions, the transaction is expected to close within 30 days.



---

**Table of Contents**

**SNAP-ON INCORPORATED**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS  
OF OPERATIONS**

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

**Caution Regarding Forward-Looking Statements:**

Statements in this document that are not historical facts, including statements that (i) are in the future tense; (ii) include the words "expects," "plans," "targets," "estimates," "believes," "anticipates," or similar words that reference Snap-on Incorporated ("Snap-on" or the company) or its management are specifically identified as forward-looking; or (iv) describe Snap-on's or management's future outlook, plans, estimates, objectives or goals, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Snap-on cautions the reader that any forward-looking statements included in this document that are based upon assumptions and estimates were developed by management in good faith and are subject to risks, uncertainties or other factors that could cause (and in some cases have caused) actual results to differ materially from those described in any such statement. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results or regarded as a representation by the company or its management that the projected results will be achieved. For those forward-looking statements, Snap-on cautions the reader that numerous important factors, such as those listed below, as well as those factors discussed in its Annual Report on Form 10-K for the fiscal year ended January 2, 2016, which are incorporated herein by reference, could affect the company's actual results and could cause its actual consolidated results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, Snap-on.

These risks and uncertainties include, without limitation, uncertainties related to estimates, statements, assumptions and projections generally, and the timing and progress with which Snap-on can attain value through its Snap-on Value Creation Processes, including its ability to realize efficiencies and savings from its rapid continuous improvement and other cost reduction initiatives, improve workforce productivity, achieve improvements in the company's manufacturing footprint and greater efficiencies in its supply chain, and enhance machine maintenance, plant productivity and manufacturing line set-up and change-over practices, any or all of which could result in production inefficiencies, higher costs and/or lost revenues. These risks also include uncertainties related to Snap-on's capability to implement future strategies with respect to its existing businesses, its ability to refine its brand and franchise strategies, retain and attract franchisees, further enhance service and value to franchisees and thereby help improve their sales and profitability, introduce successful new products, successfully pursue, complete and integrate acquisitions, as well as its ability to withstand disruption arising from natural disasters, planned facility closures or other labor interruptions, the effects of external negative factors, including adverse developments in world financial markets, weakness in certain areas of the global economy (including as a result of the United Kingdom's June 2016 vote to exit the European Union), and significant changes in the current competitive environment, inflation, interest rates and other monetary and market fluctuations, changes in tax rates and regulations, and the impact of energy and raw material supply and pricing, including steel and gasoline, the amount, rate and growth of Snap-on's general and administrative expenses, including health care and postretirement costs (resulting from, among other matters, U.S. health care legislation and its implementation), continuing and potentially increasing required contributions to pension and postretirement plans, the impacts of non-strategic business and/or product line rationalizations, and the effects on business as a result of new legislation, regulations or government-related developments or issues, risks associated with data security and technological systems and protections, and other world or local events outside Snap-on's control, including terrorist disruptions. Snap-on disclaims any responsibility to update any forward-looking statement provided in this document, except as required by law.

In addition, investors should be aware that generally accepted accounting principles in the United States of America ("U.S. GAAP") prescribe when a company should reserve for particular risks, including litigation exposures. Accordingly, results for a given reporting period could be significantly affected if and when a reserve is established for a major contingency. Reported results, therefore, may appear to be volatile in certain accounting periods.

Table of Contents

## SNAP-ON INCORPORATED

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(continued)

## RESULTS OF OPERATIONS

Results of operations for the three month periods ended October 1, 2016, and October 3, 2015, are as follows:

<i>(Amounts in millions)</i>	October 1, 2016		Three Months Ended October 3, 2015		Change	
Net sales	\$ 834.1	100.0%	\$ 821.5	100.0%	\$ 12.6	1.5%
Cost of goods sold	(415.0)	-49.8%	(414.6)	-50.5%	(0.4)	-0.1%
Gross profit	419.1	50.2%	406.9	49.5%	12.2	3.0%
Operating expenses	(261.5)	-31.3%	(263.3)	-32.0%	1.8	0.7%
Operating earnings before financial services	157.6	18.9%	143.6	17.5%	14.0	9.7%
Financial services revenue	71.6	100.0%	61.1	100.0%	10.5	17.2%
Financial services expenses	(21.0)	-29.3%	(17.6)	-28.8%	(3.4)	-19.3%
Operating earnings from financial services	50.6	70.7%	43.5	71.2%	7.1	16.3%
Operating earnings	208.2	23.0%	187.1	21.2%	21.1	11.3%
Interest expense	(13.1)	-1.4%	(13.0)	-1.5%	(0.1)	-0.8%
Other income (expense) net	(0.8)	-0.1%	(0.5)		(0.3)	NM
Earnings before income taxes and equity earnings	194.3	21.5%	173.6	19.7%	20.7	11.9%
Income tax expense	(59.6)	-6.6%	(53.9)	-6.1%	(5.7)	-10.6%
Earnings before equity earnings	134.7	14.9%	119.7	13.6%	15.0	12.5%
Equity earnings, net of tax	0.5		0.2		0.3	NM
Net earnings	135.2	14.9%	119.9	13.6%	15.3	12.8%
Net earnings attributable to noncontrolling interests	(3.5)	-0.4%	(3.1)	-0.4%	(0.4)	-12.9%
Net earnings attributable to Snap-on Inc.	\$ 131.7	14.5%	\$ 116.8	13.2%	\$ 14.9	12.8%

NM: Not meaningful

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Percentage Disclosure: All income statement line item percentages below Operating earnings from financial services are calculated as a percentage of the sum of Net sales and Financial services revenue.

Net sales of \$834.1 million in the third quarter of 2016 increased \$12.6 million, or 1.5%, from 2015 levels, including \$9.7 million of unfavorable foreign currency translation and \$1.1 million of acquisition-related sales. Organic sales (a non-GAAP financial measure that excludes acquisition-related sales and the impact of foreign currency translation) in the third quarter of 2016 increased \$21.2 million, or 2.6%, from 2015 levels. Snap-on has significant international operations and is subject to risks inherent with foreign operations, including foreign currency translation fluctuations.

References in this Form 10-Q to organic sales refer to sales from continuing operations calculated in accordance with U.S. GAAP, excluding acquisition-related sales and the impact of foreign currency translation. Management evaluates the company's sales performance based on organic sales growth, which primarily reflects growth from the company's existing businesses as a result of increased output, customer base and geographic expansion, new product development and/or pricing, and excludes sales contributions from acquired operations the company did not own as of the comparable prior-year reporting period. The company's organic sales disclosures also exclude the effects of foreign currency translation as foreign currency translation is subject to volatility that can obscure underlying business trends. Management believes that the non-GAAP financial measure of organic sales is meaningful to investors as it provides them with useful information to aid in identifying underlying growth trends in our businesses and facilitating comparisons of our sales performance with prior periods.

**Table of Contents**

**SNAP-ON INCORPORATED**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Gross profit of \$419.1 million in the third quarter of 2016 compared to \$406.9 million last year. Gross margin (gross profit as a percentage of net sales) of 50.2% in the quarter increased 70 basis points (100 basis points ( bps ) equals 1.0 percent) from 49.5% last year primarily due to higher sales and savings from the company's Rapid Continuous Improvement or RCI initiatives.

Snap-on's RCI initiatives employ a structured set of tools and processes across multiple businesses and geographies intended to eliminate waste and improve operations. Savings from Snap-on's RCI initiatives reflect benefits from a wide variety of ongoing efficiency, productivity and process improvements, including savings generated from product design cost reductions, improved manufacturing line set-up and change-over practices, lower-cost sourcing initiatives and facility consolidations. Unless individually significant, it is not practicable to disclose each RCI activity that generated savings and/or segregate RCI savings embedded in sales volume increases.

Operating expenses of \$261.5 million in the third quarter of 2016 compared to \$263.3 million last year. The operating expense margin (operating expenses as a percentage of net sales) of 31.3% in the quarter improved 70 bps from 32.0% last year primarily due to sales volume leverage and benefits (20 bps) from lower pension expense.

Operating earnings before financial services of \$157.6 million in the third quarter of 2016, including \$4.0 million of unfavorable foreign currency effects, increased \$14.0 million, or 9.7%, as compared to \$143.6 million last year. As a percentage of net sales, operating earnings before financial services of 18.9% in the quarter improved 140 bps from 17.5% last year.

Financial services revenue of \$71.6 million in the third quarter of 2016 compared to revenue of \$61.1 million last year. Financial services operating earnings of \$50.6 million in the third quarter of 2016, including \$0.5 million of unfavorable foreign currency effects, increased \$7.1 million, or 16.3%, as compared to \$43.5 million last year. The year-over-year increases in both revenue and operating earnings primarily reflect continued growth of the company's financial services portfolio.

Operating earnings of \$208.2 million in the third quarter of 2016, including \$4.5 million of unfavorable foreign currency effects, increased \$21.1 million, or 11.3%, from \$187.1 million last year. As a percentage of revenues (net sales plus financial services revenue), operating earnings of 23.0% in the quarter improved 180 bps from 21.2% last year.

Interest expense of \$13.1 million in the third quarter of 2016 increased \$0.1 million from \$13.0 million last year. See Note 8 to the Condensed Consolidated Financial Statements for information on Snap-on's debt and credit facilities.

Other income (expense) net was expense of \$0.8 million and \$0.5 million in the respective third quarters of 2016 and 2015. Other income (expense) net reflects net losses and gains associated with hedging and currency exchange rate transactions, and interest income. See Note 15 to the Condensed Consolidated Financial Statements for information on other income (expense) net.

Snap-on's third quarter effective income tax rate on earnings attributable to Snap-on was 31.2% in 2016 and 31.6% in 2015. See Note 7 to the Condensed Consolidated Financial Statements for information on income taxes.

Net earnings attributable to Snap-on of \$131.7 million, or \$2.22 per diluted share, in the third quarter of 2016 increased \$14.9 million, or \$0.24 per diluted share, from 2015 levels. Net earnings attributable to Snap-on in the third quarter of 2015 were \$116.8 million or \$1.98 per diluted share.

On July 27, 2015, Snap-on acquired the assets of Ecotechnics S.p.A. ( Ecotechnics ) for a preliminary cash purchase price of \$13.1 million; the final cash purchase price of \$11.8 million, including post-closing adjustments, was concluded in the fourth quarter of 2015. Ecotechnics designs and manufactures vehicle air conditioning service equipment for original equipment manufacturer ( OEM ) dealerships and the automotive aftermarket worldwide. For segment reporting purposes, the results of operations and assets of Ecotechnics have been included in the Repair Systems & Information Group since the date of acquisition. Pro forma financial information has not been presented as the net effects of the

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Ecotechnics acquisition were neither significant nor material to Snap-on's results of operations or financial position.

Subsequent to the end of the third quarter, on October 17, 2016, Snap-on announced that it had entered into a definitive agreement to acquire Car-O-Liner Holding AB ( Car-O-Liner ) for approximately \$155 million in cash. Snap-on intends to finance the acquisition with available cash and the issuance of commercial paper. Subject to certain closing conditions, the transaction is expected to close within 30 days. Based in Gothenburg, Sweden, Car-O-Liner, with trailing 12 month sales of approximately \$95 million, is a leading global provider of collision repair equipment and information and truck alignment systems. Snap-on believes the acquisition of Car-O-Liner will further expand its capabilities with repair shop owners and managers.

**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Results of operations for the nine month periods ended October 1, 2016, and October 3, 2015, are as follows:

<i>(Amounts in millions)</i>	October 1, 2016		Nine Months Ended October 3, 2015		Change	
Net sales	\$ 2,540.6	100.0%	\$ 2,501.1	100.0%	\$ 39.5	1.6%
Cost of goods sold	(1,274.9)	-50.2%	(1,265.1)	-50.6%	(9.8)	-0.8%
Gross profit	1,265.7	49.8%	1,236.0	49.4%	29.7	2.4%
Operating expenses	(786.3)	-30.9%	(803.7)	-32.1%	17.4	2.2%
Operating earnings before financial services	479.4	18.9%	432.3	17.3%	47.1	10.9%
Financial services revenue	207.2	100.0%	177.2	100.0%	30.0	16.9%
Financial services expenses	(60.1)	-29.0%	(52.0)	-29.3%	(8.1)	-15.6%
Operating earnings from financial services	147.1	71.0%	125.2	70.7%	21.9	17.5%
Operating earnings	626.5	22.8%	557.5	20.8%	69.0	12.4%
Interest expense	(39.1)	-1.4%	(38.9)	-1.4%	(0.2)	-0.5%
Other income (expense) net	(0.3)		(1.9)	-0.1%	1.6	NM
Earnings before income taxes and equity earnings	587.1	21.4%	516.7	19.3%	70.4	13.6%
Income tax expense	(179.4)	-6.6%	(161.9)	-6.1%	(17.5)	-10.8%
Earnings before equity earnings	407.7	14.8%	354.8	13.2%	52.9	14.9%
Equity earnings, net of tax	2.2	0.1%	1.3	0.1%	0.9	NM
Net earnings	409.9	14.9%	356.1	13.3%	53.8	15.1%
Net earnings attributable to noncontrolling interests	(9.8)	-0.3%	(8.8)	-0.3%	(1.0)	-11.4%
Net earnings attributable to Snap-on Inc.	\$ 400.1	14.6%	\$ 347.3	13.0%	\$ 52.8	15.2%

NM: Not meaningful

Percentage Disclosure: All income statement line item percentages below Operating earnings from financial services are calculated as a percentage of the sum of Net sales and Financial services revenue.

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Net sales of \$2,540.6 million in the first nine months of 2016 increased \$39.5 million, or 1.6%, from 2015 levels, including \$36.3 million of unfavorable foreign currency translation and \$9.6 million of acquisition-related sales. Organic sales in the first nine months of 2016 increased \$66.2 million, or 2.7%, from 2015 levels. Snap-on has significant international operations and is subject to risks inherent with foreign operations, including foreign currency translation fluctuations.

Gross profit of \$1,265.7 million in the first nine months of 2016 compared to \$1,236.0 million last year. Gross margin of 49.8% in 2016 improved 40 bps from 49.4% last year as benefits from higher sales and savings from RCI initiatives were partially offset by 30 bps of unfavorable foreign currency effects. Restructuring costs included in gross profit were \$0.8 million and zero in the respective first nine months of 2016 and 2015.

Operating expenses of \$786.3 million in the first nine months of 2016 compared to \$803.7 million last year. The operating expense margin of 30.9% in 2016 improved 120 bps from 32.1% last year primarily due to sales volume leverage and savings from RCI initiatives, benefits (40 bps) from lower stock-based (mark-to-market) compensation and other expenses, including lower costs associated with the company's employee and franchisee stock purchase plans, and lower pension expense (20 bps). Restructuring costs included in operating expenses were \$0.1 million and zero in the respective first nine months of 2016 and 2015.

**Table of Contents**

**SNAP-ON INCORPORATED**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Operating earnings before financial services of \$479.4 million in the first nine months of 2016, including \$17.8 million of unfavorable foreign currency effects, increased \$47.1 million, or 10.9%, as compared to \$432.3 million last year. As a percentage of net sales, operating earnings before financial services of 18.9% improved 160 bps from 17.3% last year.

Financial services revenue of \$207.2 million in the first nine months of 2016 compared to revenue of \$177.2 million last year. Financial services operating earnings of \$147.1 million in 2016, including \$1.2 million of unfavorable foreign currency effects, increased \$21.9 million, or 17.5%, as compared to \$125.2 million last year. The year-over-year increases in both revenue and operating earnings primarily reflect continued growth of the company's financial services portfolio.

Operating earnings of \$626.5 million in the first nine months of 2016, including \$19.0 million of unfavorable foreign currency effects, increased \$69.0 million, or 12.4%, from \$557.5 million last year. As a percentage of revenues, operating earnings of 22.8% improved 200 bps from 20.8% last year.

Interest expense of \$39.1 million in the first nine months of 2016 increased \$0.2 million from \$38.9 million last year. See Note 8 to the Condensed Consolidated Financial Statements for information on Snap-on's debt and credit facilities.

Other income (expense) net was expense of \$0.3 million and \$1.9 million in the respective first nine months of 2016 and 2015. See Note 15 to the Condensed Consolidated Financial Statements for information on other income (expense) net.

In the first nine months of 2016 and 2015, Snap-on's effective income tax rate on earnings attributable to Snap-on was 31.1% and 31.9%, respectively. See Note 7 to the Condensed Consolidated Financial Statements for information on income taxes.

Net earnings attributable to Snap-on of \$400.1 million, or \$6.74 per diluted share, in the first nine months of 2016 increased \$52.8 million, or \$0.86 per diluted share, from 2015 levels. Net earnings attributable to Snap-on in the first nine months of 2015 were \$347.3 million or \$5.88 per diluted share.

**Exit and Disposal Activities**

Snap-on recorded \$0.9 million of costs for exit and disposal activities in the first nine months of 2016; Snap-on did not record any costs for exit and disposal activities in the first nine months of 2015. See Note 6 to the Condensed Consolidated Financial Statements for information on Snap-on's exit and disposal activities.



**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

**Segment Results**

Snap-on's business segments are based on the organization structure used by management for making operating and investment decisions and for assessing performance. Snap-on's reportable business segments are: (i) the Commercial & Industrial Group; (ii) the Snap-on Tools Group; (iii) the Repair Systems & Information Group; and (iv) Financial Services. The Commercial & Industrial Group consists of business operations serving a broad range of industrial and commercial customers worldwide, including customers in the aerospace, natural resources, government and technical education market segments (collectively, "critical industries"), primarily through direct and distributor channels. The Snap-on Tools Group consists of business operations primarily serving vehicle service and repair technicians through the company's worldwide mobile tool distribution channel. The Repair Systems & Information Group consists of business operations serving other professional vehicle repair customers worldwide, primarily owners and managers of independent repair shops and OEM dealership service and repair shops ("OEM dealerships"), through direct and distributor channels. Financial Services consists of the business operations of Snap-on's finance subsidiaries.

Snap-on evaluates the performance of its operating segments based on segment revenues, including both external and intersegment net sales, and segment operating earnings. Snap-on accounts for intersegment sales and transfers based primarily on standard costs with reasonable mark-ups established between the segments. Identifiable assets by segment are those assets used in the respective reportable segment's operations. Corporate assets consist of cash and cash equivalents (excluding cash held at Financial Services), deferred income taxes and certain other assets. All significant intersegment amounts are eliminated to arrive at Snap-on's consolidated financial results.

**Commercial & Industrial Group**

<i>(Amounts in millions)</i>	October 1, 2016		Three Months Ended October 3, 2015		Change	
External net sales	\$ 213.1	73.7%	\$ 218.1	75.6%	\$ (5.0)	-2.3%
Intersegment net sales	76.2	26.3%	70.4	24.4%	5.8	8.2%
Segment net sales	289.3	100.0%	288.5	100.0%	0.8	0.3%
Cost of goods sold	(176.6)	-61.0%	(179.0)	-62.1%	2.4	1.3%
Gross profit	112.7	39.0%	109.5	37.9%	3.2	2.9%
Operating expenses	(69.0)	-23.9%	(68.2)	-23.6%	(0.8)	-1.2%
Segment operating earnings	\$ 43.7	15.1%	\$ 41.3	14.3%	\$ 2.4	5.8%

Segment net sales of \$289.3 million in the third quarter of 2016 increased \$0.8 million, or 0.3%, from 2015 levels. Excluding \$3.5 million of unfavorable foreign currency translation, organic sales increased \$4.3 million, or 1.5%, primarily due to a mid single-digit increase in the segment's European-based hand tools business and a low single-digit increase in both the segment's power tools and Asia/Pacific operations. Organic sales to customers in critical industries were essentially flat as a double-digit sales decline in the aerospace market segment was largely offset by a double-digit gain in sales to the military and high single-digit increases in both the technical education and natural resources market segments.

Segment gross profit of \$112.7 million in the third quarter of 2016 compared to \$109.5 million last year. Gross margin of 39.0% in the quarter improved 110 bps from 37.9% last year primarily due to savings from RCI initiatives and 40 bps of favorable foreign currency effects.

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Segment operating expenses of \$69.0 million in the third quarter of 2016 compared to \$68.2 million last year. The operating expense margin of 23.9% in the quarter increased 30 bps from 23.6% last year primarily as a result of higher costs, including costs associated with continued expansion initiatives in Asia, and 10 bps of unfavorable foreign currency effects.

**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

As a result of these factors, segment operating earnings of \$43.7 million in the third quarter of 2016, including \$0.3 million of favorable foreign currency effects, increased \$2.4 million from 2015 levels. Operating margin (segment operating earnings as a percentage of segment net sales) for the Commercial & Industrial Group of 15.1% in the third quarter of 2016 improved 80 bps from 14.3% last year.

<i>(Amounts in millions)</i>	October 1, 2016		Nine Months Ended October 3, 2015		Change	
	External net sales	\$ 644.5	74.8%	\$ 683.5	77.5%	\$ (39.0)
Intersegment net sales	217.5	25.2%	198.3	22.5%	19.2	9.7%
Segment net sales	862.0	100.0%	881.8	100.0%	(19.8)	-2.2%
Cost of goods sold	(527.4)	-61.2%	(542.9)	-61.6%	15.5	2.9%
Gross profit	334.6	38.8%	338.9	38.4%	(4.3)	-1.3%
Operating expenses	(210.5)	-24.4%	(211.4)	-23.9%	0.9	0.4%
Segment operating earnings	\$ 124.1	14.4%	\$ 127.5	14.5%	\$ (3.4)	-2.7%

Segment net sales of \$862.0 million in the first nine months of 2016 decreased \$19.8 million, or 2.2%, from 2015 levels. Excluding \$14.4 million of unfavorable foreign currency translation, organic sales decreased \$5.4 million, or 0.6%, primarily due to a high single-digit decline in sales to customers in critical industries, largely in the military, natural resources and international aerospace market segments. These organic sales declines were partially offset by mid single-digit gains in the segment's Asia/Pacific and power tools operations, and a low single-digit increase in the segment's European-based hand tools business.

Segment gross profit of \$334.6 million in the first nine months of 2016 compared to \$338.9 million last year. Gross margin of 38.8% in 2016 improved 40 bps from 38.4% last year primarily due to savings from RCI and other cost reduction initiatives.

Segment operating expenses of \$210.5 million in the first nine months of 2016 compared to \$211.4 million last year. The operating expense margin of 24.4% in 2016 increased 50 bps from 23.9% last year primarily as a result of higher costs (40 bps), including costs associated with continued expansion initiatives in Asia, and 10 bps of unfavorable foreign currency effects.

As a result of these factors, segment operating earnings of \$124.1 million in the first nine months of 2016, including \$2.9 million of unfavorable foreign currency effects, decreased \$3.4 million from 2015 levels. Operating margin for the Commercial & Industrial Group of 14.4% in the first nine months of 2016 declined 10 bps from 14.5% last year.

**Snap-on Tools Group**

<i>(Amounts in millions)</i>	October 1, 2016		Three Months Ended October 3, 2015		Change	
	Segment net sales	\$ 397.2	100.0%	\$ 380.6	100.0%	\$ 16.6
Cost of goods sold	(223.9)	-56.4%	(214.1)	-56.2%	(9.8)	-4.6%

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Gross profit	173.3	43.6%	166.5	43.8%	6.8	4.1%
Operating expenses	(108.7)	-27.3%	(110.2)	-29.0%	1.5	1.4%
Segment operating earnings	\$ 64.6	16.3%	\$ 56.3	14.8%	\$ 8.3	14.7%

Segment net sales of \$397.2 million in the third quarter of 2016 increased \$16.6 million, or 4.4%, from 2015 levels. Excluding \$4.6 million of unfavorable foreign currency translation, organic sales increased \$21.2 million, or 5.6%, reflecting mid single-digit sales gains in both the company's U.S. and international franchise operations.

**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Segment gross profit of \$173.3 million in the third quarter of 2016 compared to \$166.5 million last year. Gross margin of 43.6% in the quarter declined 20 bps from 43.8% last year as 60 bps of unfavorable foreign currency effects were partially offset by benefits from higher sales and savings from RCI initiatives.

Segment operating expenses of \$108.7 million in the third quarter of 2016 compared to \$110.2 million last year. The operating expense margin of 27.3% in the quarter improved 170 bps from 29.0% last year primarily due to sales volume leverage and savings from RCI and other cost reduction initiatives.

As a result of these factors, segment operating earnings of \$64.6 million in the third quarter of 2016, including \$3.2 million of unfavorable foreign currency effects, increased \$8.3 million from 2015 levels. Operating margin for the Snap-on Tools Group of 16.3% in the third quarter of 2016 improved 150 bps from 14.8% last year.

<i>(Amounts in millions)</i>	October 1, 2016		Nine Months Ended October 3, 2015		Change	
Segment net sales	\$ 1,216.4	100.0%	\$ 1,157.5	100.0%	\$ 58.9	5.1%
Cost of goods sold	(687.8)	-56.5%	(648.2)	-56.0%	(39.6)	-6.1%
Gross profit	528.6	43.5%	509.3	44.0%	19.3	3.8%
Operating expenses	(321.0)	-26.4%	(325.2)	-28.1%	4.2	1.3%
Segment operating earnings	\$ 207.6	17.1%	\$ 184.1	15.9%	\$ 23.5	12.8%

Segment net sales of \$1,216.4 million in the first nine months of 2016 increased \$58.9 million, or 5.1%, from 2015 levels. Excluding \$15.3 million of unfavorable foreign currency translation, organic sales increased \$74.2 million, or 6.5%, reflecting mid single-digit sales gains in both the company's U.S. and international franchise operations.

Segment gross profit of \$528.6 million in the first nine months of 2016 compared to \$509.3 million last year. Gross margin of 43.5% in 2016 declined 50 bps from 44.0% last year primarily due to 70 bps of unfavorable foreign currency effects.

Segment operating expenses of \$321.0 million in the first nine months of 2016 compared to \$325.2 million last year. The operating expense margin of 26.4% in 2016 improved 170 bps from 28.1% last year primarily due to sales volume leverage and savings from RCI and other cost reduction initiatives, and 20 bps of lower stock-based costs associated with the company's franchisee stock purchase plan.

As a result of these factors, segment operating earnings of \$207.6 million in the first nine months of 2016, including \$11.5 million of unfavorable foreign currency effects, increased \$23.5 million from 2015 levels. Operating margin for the Snap-on Tools Group of 17.1% in the first nine months of 2016 improved 120 bps from 15.9% last year.

**Repair Systems & Information Group**

Three Months Ended

Edgar Filing: SNAP-ON Inc - Form 10-Q

<i>(Amounts in millions)</i>	October 1, 2016		October 3, 2015		Change	
External net sales	\$ 223.8	78.2%	\$ 222.8	78.8%	\$ 1.0	0.4%
Intersegment net sales	62.3	21.8%	60.1	21.2%	2.2	3.7%
Segment net sales	286.1	100.0%	282.9	100.0%	3.2	1.1%
Cost of goods sold	(153.0)	-53.5%	(152.0)	-53.7%	(1.0)	-0.7%
Gross profit	133.1	46.5%	130.9	46.3%	2.2	1.7%
Operating expenses	(61.3)	-21.4%	(61.2)	-21.7%	(0.1)	-0.2%
Segment operating earnings	\$ 71.8	25.1%	\$ 69.7	24.6%	\$ 2.1	3.0%

**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Segment net sales of \$286.1 million in the third quarter of 2016 increased \$3.2 million, or 1.1%, from 2015 levels. Excluding \$2.8 million of unfavorable foreign currency translation and \$1.1 million of acquisition-related sales, organic sales increased \$4.9 million or 1.7%. The organic sales increase primarily reflects a mid single-digit gain in sales of diagnostic and repair information products to independent repair shop owners and managers; sales of both undercar equipment and sales to OEM dealerships were essentially flat.

Segment gross profit of \$133.1 million in the third quarter of 2016 compared to \$130.9 million last year. Gross margin of 46.5% in the quarter improved 20 bps from 46.3% last year primarily due to savings from RCI initiatives partially offset by 10 bps of unfavorable foreign currency effects.

Segment operating expenses of \$61.3 million in the third quarter of 2016 compared to \$61.2 million last year. The operating expense margin of 21.4% improved 30 bps from 21.7% last year primarily due to savings from RCI initiatives.

As a result of these factors, segment operating earnings of \$71.8 million in the third quarter of 2016, including \$1.1 million of unfavorable foreign currency effects, increased \$2.1 million from 2015 levels. Operating margin for the Repair Systems

& Information Group of 25.1% in the third quarter of 2016 improved 50 bps from 24.6% last year.

<i>(Amounts in millions)</i>	October 1, 2016		Nine Months Ended October 3, 2015		Change	
	\$	%	\$	%	\$	%
External net sales	679.7	79.0%	660.1	79.3%	19.6	3.0%
Intersegment net sales	180.4	21.0%	172.5	20.7%	7.9	4.6%
Segment net sales	860.1	100.0%	832.6	100.0%	27.5	3.3%
Cost of goods sold	(457.6)	-53.2%	(444.8)	-53.4%	(12.8)	-2.9%
Gross profit	402.5	46.8%	387.8	46.6%	14.7	3.8%
Operating expenses	(187.2)	-21.8%	(186.5)	-22.4%	(0.7)	-0.4%
Segment operating earnings	\$ 215.3	25.0%	\$ 201.3	24.2%	\$ 14.0	7.0%

Segment net sales of \$860.1 million in the first nine months of 2016 increased \$27.5 million, or 3.3%, from 2015 levels. Excluding \$9.6 million of acquisition-related sales and \$9.6 million of unfavorable foreign currency translation, organic sales also increased \$27.5 million or 3.3%. The organic sales increase reflects a mid single-digit gain in sales of diagnostic and repair information products to independent repair shop owners and managers, and low single-digit increases in both sales of undercar equipment and sales to OEM dealerships.

Segment gross profit of \$402.5 million in the first nine months of 2016 compared to \$387.8 million last year. Gross margin of 46.8% in 2016 improved 20 bps from 46.6% last year, as benefits from higher sales and savings from RCI initiatives were partially offset by 10 bps of unfavorable currency effects and 10 bps of restructuring costs. Restructuring costs included in gross profit were \$0.8 million and zero in the respective first nine months of 2016 and 2015.

Segment operating expenses of \$187.2 million in the first nine months of 2016 compared to \$186.5 million last year. The operating expense margin of 21.8% in 2016 improved 60 bps from 22.4% last year primarily due to sales volume leverage and savings from RCI initiatives. Restructuring costs included in operating expenses were \$0.1 million and zero in the respective first nine months of 2016 and 2015.

## Edgar Filing: SNAP-ON Inc - Form 10-Q

As a result of these factors, segment operating earnings of \$215.3 million in the first nine months of 2016, including \$3.4 million of unfavorable foreign currency effects, increased \$14.0 million from 2015 levels. Operating margin for the Repair Systems & Information Group of 25.0% in the first nine months of 2016 improved 80 bps from 24.2% last year.



**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

**Financial Services**

<i>(Amounts in millions)</i>	October 1, 2016		Three Months Ended October 3, 2015		Change	
	Financial services revenue	\$ 71.6	100.0%	\$ 61.1	100.0%	\$ 10.5
Financial services expenses	(21.0)	-29.3%	(17.6)	-28.8%	(3.4)	-19.3%
Segment operating earnings	\$ 50.6	70.7%	\$ 43.5	71.2%	\$ 7.1	16.3%

Financial services revenue of \$71.6 million in the third quarter of 2016 increased \$10.5 million, or 17.2%, from \$61.1 million last year. The \$10.5 million increase in financial services revenue reflects \$9.9 million of higher revenue as a result of continued growth of the company's financial services portfolio and \$0.7 million of increased revenue from higher average yields on finance receivables, partially offset by \$0.1 million of lower revenue from lower average yields on contract receivables. In the third quarters of 2016 and 2015, the respective average yield on finance receivables was 18.0% and 17.9%, and the respective average yield on contract receivables was 9.4% and 9.5%. Originations of \$269.8 million in the third quarter of 2016 increased \$12.2 million, or 4.7%, from 2015 levels.

Financial services expenses primarily include personnel-related and other general and administrative costs, as well as provisions for doubtful accounts. These expenses are generally more dependent on changes in the size of the financial services portfolio than they are on the revenue of the segment. Financial services expenses of \$21.0 million in the third quarter of 2016 compared to \$17.6 million last year. As a percentage of the average financial services portfolio, financial services expenses were 1.2% in both the third quarters of 2016 and 2015.

Financial services operating earnings of \$50.6 million in the third quarter of 2016, including \$0.5 million of unfavorable foreign currency effects, increased \$7.1 million, or 16.3%, from 2015 levels.

<i>(Amounts in millions)</i>	October 1, 2016		Nine Months Ended October 3, 2015		Change	
	Financial services revenue	\$ 207.2	100.0%	\$ 177.2	100.0%	\$ 30.0
Financial services expenses	(60.1)	-29.0%	(52.0)	-29.3%	(8.1)	-15.6%
Segment operating earnings	\$ 147.1	71.0%	\$ 125.2	70.7%	\$ 21.9	17.5%

Financial services revenue of \$207.2 million in the first nine months of 2016 increased \$30.0 million, or 16.9%, from \$177.2 million last year. The \$30.0 million increase in financial services revenue primarily reflects \$28.5 million of higher revenue as a result of continued growth of the company's financial services portfolio and \$1.4 million of increased revenue from higher average yields on finance receivables. In the first nine months of 2016 and 2015, the respective average yield on finance receivables was 17.9% and 17.8%, and the respective average yield on contract receivables was 9.4% and 9.5%. Originations of \$815.4 million in 2016 increased \$73.7 million, or 9.9%, from 2015 levels.

Financial services expenses of \$60.1 million in the first nine months of 2016 compared to \$52.0 million last year. As a percentage of the average financial services portfolio, financial services expenses were 3.7% in both the first nine months of 2016 and 2015.

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Financial services operating earnings of \$147.1 million in the first nine months of 2016, including \$1.2 million of unfavorable foreign currency effects, increased \$21.9 million, or 17.5%, from 2015 levels.

See Note 3 to the Condensed Consolidated Financial Statements for further information on financial services.

**Table of Contents**

**SNAP-ON INCORPORATED**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

**Corporate**

Snap-on's third quarter 2016 general corporate expenses of \$22.5 million decreased \$1.2 million from \$23.7 million last year primarily due to \$1.9 million of lower pension expense partially offset by \$0.4 million of higher stock-based (mark-to-market) compensation expense.

Snap-on's general corporate expenses in the first nine months of 2016 of \$67.6 million decreased \$13.0 million from \$80.6 million last year. The year-over-year decrease in general corporate expenses primarily reflects \$6.1 million of lower stock-based (mark-to-market) compensation expense, \$5.3 million of lower pension expense and \$2.2 million of lower stock-based costs associated with the company's employee stock purchase plan.

**Non-GAAP Supplemental Data**

The following non-GAAP supplemental data is presented for informational purposes to provide readers with insight into the information used by management for assessing the operating performance of Snap-on Incorporated's (Snap-on) non-financial services (Operations) and Financial Services businesses.

The supplemental Operations data reflects the results of operations and financial position of Snap-on's tools, diagnostic and equipment products, software and other non-financial services operations with Financial Services on the equity method. The supplemental Financial Services data reflects the results of operations and financial position of Snap-on's U.S. and international financial services operations. The financing needs of Financial Services are met through intersegment borrowings and cash generated from Operations; Financial Services is charged interest expense on intersegment borrowings at market rates. Income taxes are charged to Financial Services on the basis of the specific tax attributes generated by the U.S. and international financial services businesses. Transactions between the Operations and Financial Services businesses were eliminated to arrive at the Condensed Consolidated Financial Statements.

Table of Contents**SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Non-GAAP Supplemental Consolidating Data Supplemental Condensed Statements of Earnings information for the three month periods ended October 1, 2016, and October 3, 2015, is as follows:

<i>(Amounts in millions)</i>	Operations*		Financial Services	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Net sales	\$ 834.1	\$ 821.5	\$	\$
Cost of goods sold	(415.0)	(414.6)		
Gross profit	419.1	406.9		
Operating expenses	(261.5)	(263.3)		
Operating earnings before financial services	157.6	143.6		
Financial services revenue			71.6	61.1
Financial services expenses			(21.0)	(17.6)
Operating earnings from financial services			50.6	43.5
Operating earnings	157.6	143.6	50.6	43.5
Interest expense	(13.0)	(12.9)	(0.1)	(0.1)
Intersegment interest income (expense) net	18.3	15.8	(18.3)	(15.8)
Other income (expense) net	(0.9)	(0.5)	0.1	
Earnings before income taxes and equity earnings	162.0	146.0	32.3	27.6
Income tax expense	(47.7)	(43.8)	(11.9)	(10.1)
Earnings before equity earnings	114.3	102.2	20.4	17.5
Financial services net earnings				
attributable to Snap-on	20.4	17.5		
Equity earnings, net of tax	0.5	0.2		
Net earnings	135.2	119.9	20.4	17.5
Net earnings attributable to noncontrolling interests	(3.5)	(3.1)		
Net earnings attributable to Snap-on	\$ 131.7	\$ 116.8	\$ 20.4	\$ 17.5

\* Snap-on with Financial Services on the equity method.



Table of Contents**SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Non-GAAP Supplemental Consolidating Data Supplemental Condensed Statements of Earnings information for the nine month periods ended October 1, 2016, and October 3, 2015, is as follows:

<i>(Amounts in millions)</i>	Operations*		Financial Services	
	October 1, 2016	October 3, 2015	October 1, 2016	October 3, 2015
Net sales	\$ 2,540.6	\$ 2,501.1	\$	\$
Cost of goods sold	(1,274.9)	(1,265.1)		
Gross profit	1,265.7	1,236.0		
Operating expenses	(786.3)	(803.7)		
Operating earnings before financial services	479.4	432.3		
Financial services revenue			207.2	177.2
Financial services expenses			(60.1)	(52.0)
Operating earnings from financial services			147.1	125.2
Operating earnings	479.4	432.3	147.1	125.2
Interest expense	(38.8)	(38.6)	(0.3)	(0.3)
Intersegment interest income (expense) net	53.9	46.5	(53.9)	(46.5)
Other income (expense) net	(0.4)	(1.9)	0.1	
Earnings before income taxes and equity earnings	494.1	438.3	93.0	78.4
Income tax expense	(145.1)	(133.1)	(34.3)	(28.8)
Earnings before equity earnings	349.0	305.2	58.7	49.6
Financial services net earnings				
attributable to Snap-on	58.7	49.6		
Equity earnings, net of tax	2.2	1.3		
Net earnings	409.9	356.1	58.7	49.6
Net earnings attributable to noncontrolling interests	(9.8)	(8.8)		
Net earnings attributable to Snap-on	\$ 400.1	\$ 347.3	\$ 58.7	\$ 49.6

\* Snap-on with Financial Services on the equity method.



**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Non-GAAP Supplemental Consolidating Data Supplemental Condensed Balance Sheet information as of October 1, 2016, and January 2, 2016, is as follows:

<i>(Amounts in millions)</i>	Operations*		Financial Services	
	October 1, 2016	January 2, 2016	October 1, 2016	January 2, 2016
<b>ASSETS</b>				
Current assets:				
Cash and cash equivalents	\$ 117.2	\$ 92.7	\$ 0.3	\$ 0.1
Intersegment receivables	18.5	15.9		
Trade and other accounts receivable net	588.8	562.2	0.3	0.3
Finance receivables net			474.4	447.3
Contract receivables net	8.0	8.0	84.7	74.1
Inventories net	523.6	497.8		
Prepaid expenses and other assets	116.9	111.5	1.5	1.2
Total current assets	1,373.0	1,288.1	561.2	523.0
Property and equipment net	417.9	412.1	1.3	1.4
Investment in Financial Services	281.9	251.8		
Deferred income tax assets	42.8	40.6	23.2	19.8
Intersegment long-term notes receivable	546.3	398.7		
Long-term finance receivables net			899.8	772.7
Long-term contract receivables net	11.5	12.1	272.5	254.5
Goodwill	788.3	790.1		
Other intangibles net	185.5	195.0		
Other assets	56.4	49.9	0.1	1.0
Total assets	\$ 3,703.6	\$ 3,438.4	\$ 1,758.1	\$ 1,572.4

\* Snap-on with Financial Services on the equity method.



**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Non-GAAP Supplemental Consolidating Data Condensed Balance Sheets Information (continued):

	Operations*		Financial Services	
	October 1, 2016	January 2, 2016	October 1, 2016	January 2, 2016
<i>(Amounts in millions)</i>				
<b>LIABILITIES AND EQUITY</b>				
Current liabilities:				
Notes payable and current maturities of long-term debt	\$ 32.5	\$ 18.4	\$ 150.1	\$
Accounts payable	172.1	148.2	0.5	0.1
Intersegment payables			18.5	15.9
Accrued benefits	49.6	52.1	0.1	
Accrued compensation	82.2	86.9	2.9	4.1
Franchisee deposits	78.7	64.4		
Other accrued liabilities	287.7	277.4	29.2	25.0
Total current liabilities	702.8	647.4	201.3	45.1
Long-term debt and intersegment long-term debt			1,259.7	1,260.4
Deferred income tax liabilities	13.4	14.1		0.2
Retiree health care benefits	35.2	37.9		
Pension liabilities	179.8	227.8		
Other long-term liabilities	83.8	80.5	15.2	14.9
Total liabilities	1,015.0	1,007.7	1,476.2	1,320.6
Total shareholders' equity attributable to Snap-on Inc.	2,670.6	2,412.7	281.9	251.8
Noncontrolling interests	18.0	18.0		
Total equity	2,688.6	2,430.7	281.9	251.8
Total liabilities and equity	\$ 3,703.6	\$ 3,438.4	\$ 1,758.1	\$ 1,572.4

\* Snap-on with Financial Services on the equity method.

**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

**Liquidity and Capital Resources**

Snap-on's growth has historically been funded by a combination of cash provided by operating activities and debt financing. Snap-on believes that its cash from operations and collections of finance receivables, coupled with its sources of borrowings and available cash on hand, are sufficient to fund its currently anticipated requirements for payments of interest and dividends, scheduled debt repayments (including the repayment of \$150.0 million of unsecured 5.50% notes, due January 15, 2017 (the 2017 Notes)), new receivables originated by our financial services businesses, the financing of the pending Car-O-Liner acquisition, capital expenditures, working capital, restructuring activities, the funding of pension plans, and funding for share repurchases and other potential acquisitions, as they arise. Due to Snap-on's credit rating over the years, external funds have been available at an acceptable cost. As of the close of business on October 14, 2016, Snap-on's long-term debt and commercial paper were rated, respectively, A3 and P-2 by Moody's Investors Service; A- and A-2 by Standard & Poor's; and A- and F2 by Fitch Ratings. Snap-on believes that its current credit arrangements are sound and that the strength of its balance sheet affords the company the financial flexibility to respond to both internal growth opportunities and those available through acquisitions. However, Snap-on cannot provide any assurances of the availability of future financing or the terms on which it might be available, or that its debt ratings may not decrease.

The following discussion focuses on information included in the accompanying Condensed Consolidated Balance Sheets.

As of October 1, 2016, working capital (current assets less current liabilities) of \$1,030.1 million decreased \$88.5 million from \$1,118.6 million as of January 2, 2016 (fiscal 2015 year end), primarily as a result of the inclusion of the 2017 Notes in Notes payable and current maturities of long-term debt, partially offset by the changes in current assets discussed below. As of January 2, 2016, the 2017 Notes were included in Long-term debt on the accompanying Condensed Consolidated Balance Sheet as their scheduled maturity was in excess of one year of the 2015 year-end balance sheet date.

The following represents the company's working capital position as of October 1, 2016, and January 2, 2016:

<i>(Amounts in millions)</i>	October 1, 2016	January 2, 2016
Cash and cash equivalents	\$ 117.5	\$ 92.8
Trade and other accounts receivable net	589.1	562.5
Finance receivables net	474.4	447.3
Contract receivables net	92.7	82.1
Inventories net	523.6	497.8
Prepaid expenses and other assets	111.4	106.3
<b>Total current assets</b>	<b>1,908.7</b>	<b>1,788.8</b>
Notes payable and current maturities of long-term debt	(182.6)	(18.4)
Accounts payable	(172.6)	(148.3)
Other current liabilities	(523.4)	(503.5)
<b>Total current liabilities</b>	<b>(878.6)</b>	<b>(670.2)</b>

## Edgar Filing: SNAP-ON Inc - Form 10-Q

Working capital	\$ 1,030.1	\$ 1,118.6
-----------------	------------	------------

Cash and cash equivalents of \$117.5 million as of October 1, 2016, increased \$24.7 million from 2015 year-end levels primarily due to (i) \$501.7 million of cash from collections of finance receivables; (ii) \$415.6 million of cash generated from operations, net of \$40.0 million of discretionary cash contributions to the company's domestic pension plans; (iii) \$32.4 million of cash proceeds from stock purchase and option plan exercises; and (iv) \$14.8 million of net proceeds from notes payable and other short-term borrowings. These increases in cash and cash equivalents were partially offset by (i) the funding of \$691.4 million of new finance receivables; (ii) dividend payments to shareholders of \$106.3 million; (iii) the repurchase of 492,000 shares of the company's common stock for \$76.4 million; and (iv) the funding of \$56.6 million of capital expenditures.

**Table of Contents****SNAP-ON INCORPORATED****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Of the \$117.5 million of cash and cash equivalents as of October 1, 2016, \$102.1 million was held outside of the United States. Snap-on maintains non-U.S. funds in its foreign operations to (i) provide adequate working capital; (ii) satisfy various regulatory requirements; and/or (iii) take advantage of business expansion opportunities as they arise. The repatriation of cash from certain foreign subsidiaries could have adverse net tax consequences on the company should Snap-on be required to pay and record U.S. income taxes and foreign withholding taxes on such funds. Alternatively, the repatriation of cash from certain other foreign subsidiaries could result in favorable net tax consequences for the company. Snap-on periodically evaluates its cash held outside the United States and may pursue opportunities to repatriate certain foreign cash amounts to the extent that it does not incur unfavorable net tax consequences.

Trade and other accounts receivable net of \$589.1 million as of October 1, 2016, increased \$26.6 million from 2015 year-end levels, reflecting both higher sales and an increase in days sales outstanding. Excluding \$0.4 million of currency translation impacts, trade and other accounts receivable net increased \$26.2 million. Days sales outstanding (trade and other accounts receivable net as of the respective period end, divided by the respective trailing 12 months sales, times 360 days) was 63 days at October 1, 2016, and 60 days at 2015 year end.

The current portions of net finance and contract receivables of \$567.1 million as of October 1, 2016, compared to \$529.4 million at 2015 year end. The long-term portions of net finance and contract receivables of \$1,183.8 million as of October 1, 2016, compared to \$1,039.3 million at 2015 year end. The combined \$182.2 million increase in net current and long-term finance and contract receivables over 2015 year-end levels is primarily due to continued growth of the company's financial services portfolio; excluding \$5.8 million of currency translation impacts, the combined increase for these receivables over 2015 year-end levels was \$188.0 million.

Inventories net of \$523.6 million as of October 1, 2016, increased \$25.8 million from 2015 year-end levels primarily to support continued higher customer demand and new product introductions. Excluding \$3.9 million of currency translation impacts, inventories increased \$29.7 million. Inventory turns (trailing 12 months of cost of goods sold, divided by the average of the beginning and ending inventory balance for the trailing 12 months) were 3.3 turns and 3.5 turns as of October 1, 2016, and January 2, 2016, respectively. Inventories accounted for using the first-in, first-out ( FIFO ) method approximated 58% and 57% of total inventories as of October 1, 2016, and January 2, 2016, respectively. All other inventories are accounted for using the last-in, first-out ( LIFO ) method. The company's LIFO reserve was \$73.3 million as of both October 1, 2016, and January 2, 2016.

Notes payable and current maturities of long-term debt of \$182.6 million as of October 1, 2016, consisted of \$150.0 million of the 2017 Notes and \$32.6 million of other notes, including \$8.0 million of commercial paper borrowings. Notes payable at 2015 year end totaled \$18.4 million and there were no commercial paper borrowings outstanding. As of 2015 year end, the 2017 Notes were included in Long-term debt on the accompanying Condensed Consolidated Balance Sheet as their scheduled maturity was in excess of one year of the 2015 year-end balance sheet date.

Accounts payable of \$172.6 million as of October 1, 2016, increased \$24.3 million from 2015 year-end levels primarily due to the timing of payments; excluding \$0.5 million of currency translation impacts, accounts payable increased \$24.8 million.

Other accrued liabilities of \$309.9 million as of October 1, 2016, increased \$13.9 million from 2015 year-end levels primarily due to higher income tax accruals; excluding \$1.1 million of currency translation impacts, other accrued liabilities increased \$15.0 million.

**Table of Contents**

**SNAP-ON INCORPORATED**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

Long-term debt of \$713.4 million as of October 1, 2016, consisted of (i) \$250 million of unsecured 4.25% notes that mature in 2018; (ii) \$200 million of unsecured 6.70% notes that mature in 2019; (iii) \$250 million of unsecured 6.125% notes that mature in 2021; and (iv) \$13.4 million of other long-term debt, including fair value adjustments related to interest rate swaps.

Snap-on has a five-year, \$700 million multi-currency revolving credit facility that terminates on December 15, 2020 (the Credit Facility); no amounts were outstanding under the Credit Facility as of October 1, 2016. Borrowings under the Credit Facility bear interest at varying rates based on Snap-on's then-current, long-term debt ratings. The Credit Facility's financial covenant requires that Snap-on maintain, as of each fiscal quarter end, either (i) a ratio not greater than 0.60 to 1.00 of consolidated net debt (consolidated debt net of certain cash adjustments) to the sum of such consolidated net debt plus total equity and less accumulated other comprehensive income or loss (the Debt Ratio); or (ii) a ratio not greater than 3.50 to 1.00 of such consolidated net debt to earnings before interest, taxes, depreciation, amortization and certain other adjustments for the preceding four fiscal quarters then ended (the Debt to EBITDA Ratio). Snap-on may, up to two times during any five-year period during the term of the Credit Facility (including any extensions thereof), increase the maximum Debt Ratio to 0.65 to 1.00 and/or increase the maximum Debt to EBITDA Ratio to 3.75 to 1.00 for four consecutive fiscal quarters in connection with certain material acquisitions (as defined in the related credit agreement). As of October 1, 2016, the company's actual ratios of 0.22 and 0.90, respectively, were both within the permitted ranges set forth in this financial covenant.

Snap-on's Credit Facility and other debt agreements also contain certain usual and customary borrowing, affirmative, negative and maintenance covenants. As of October 1, 2016, Snap-on was in compliance with all covenants of its Credit Facility and other debt agreements.

Snap-on believes it has sufficient available cash and access to both committed and uncommitted credit facilities to cover its expected funding needs on both a short-term and long-term basis. Snap-on manages its aggregate short-term borrowings so as not to exceed its availability under the revolving Credit Facility. Snap-on believes that it could access short-term debt markets, predominantly through commercial paper issuances and existing lines of credit, to fund its short-term requirements and to ensure near-term liquidity. Snap-on regularly monitors the credit and financial markets and, in the future, may take advantage of what it believes are favorable market conditions to issue long-term debt to further improve its liquidity and capital resources. Snap-on intends to finance the pending Car-O-Liner acquisition with available cash and the issuance of commercial paper; other near term liquidity requirements for Snap-on include payments of interest and dividends, scheduled debt repayments (including the repayment of the 2017 Notes), funding to support new receivables originated by our financial services businesses, capital expenditures, working capital, restructuring activities, the funding of pension plans, and funding for share repurchases and other potential acquisitions, as they arise. Snap-on intends to make contributions of \$7.4 million to its foreign pension plans and \$2.0 million to its domestic pension plans in 2016, as required by law. In the first nine months of 2016, Snap-on made \$40.0 million of discretionary cash contributions to its domestic pension plans; depending on market and other conditions, Snap-on may make additional discretionary contributions in the balance of 2016.

Snap-on's long-term financing strategy is to maintain continuous access to the debt markets to accommodate its liquidity needs, including the potential use of commercial paper, additional fixed-term debt and/or securitizations.

The following discussion focuses on information included in the accompanying Condensed Consolidated Statements of Cash Flows.

*Operating Activities*

Net cash provided by operating activities was \$415.6 million and \$352.1 million in the first nine months of 2016 and 2015, respectively. The \$63.5 million year-over-year increase in net cash provided by operating activities primarily reflects higher net earnings in 2016 and net changes in operating assets and liabilities, including the impact of higher cash payments for income taxes and discretionary pension contributions.



---

**Table of Contents**

**SNAP-ON INCORPORATED**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

*Investing Activities*

Net cash used by investing activities of \$244.1 million in the first nine months of 2016 included additions to, and collections of, finance receivables of \$691.4 million and \$501.7 million, respectively. Net cash used by investing activities of \$231.8 million in the first nine months of 2015 included additions to, and collections of, finance receivables of \$629.2 million and \$476.6 million, respectively. Finance receivables are comprised of extended-term installment payment contracts to both technicians and independent shop owners (i.e., franchisees – customers) to enable them to purchase tools and diagnostic and equipment products on an extended-term payment plan, generally with expected average payment terms of three years.

Capital expenditures in the first nine months of 2016 and 2015 totaled \$56.6 million and \$64.3 million, respectively. Capital expenditures in both years included continued investments related to the company's execution of its strategic Value Creation Processes around safety, quality, customer connection, innovation and Rapid Continuous Improvement. Capital expenditures in the first nine months of 2015 also included \$7.8 million to acquire a previously leased manufacturing facility located in the United Kingdom.

Net cash used by investing activities in the first nine months of 2015 also included, on a preliminary basis, \$13.1 million for the July 2015 acquisition of Ecotechnics; the final cash purchase price of \$11.8 million, including post-closing adjustments, was concluded in the fourth quarter of 2015.

*Financing Activities*

Net cash used by financing activities of \$146.8 million in the first nine months of 2016 included \$14.8 million of proceeds from a net increase in notes payable and other short-term borrowings. Net cash used by financing activities of \$131.1 million in the first nine months of 2015 included \$19.1 million of proceeds from a net increase in notes payable and other short-term borrowings.

Proceeds from stock purchase and option plan exercises totaled \$32.4 million and \$39.7 million in the respective first nine months of 2016 and 2015. Snap-on has undertaken stock repurchases from time to time to offset dilution created by shares issued for employee and franchisee stock purchase plans, stock options and other corporate purposes. In the first nine months of 2016, Snap-on repurchased 492,000 shares of its common stock for \$76.4 million under its previously announced share repurchase programs. In the first nine months of 2015, Snap-on repurchased 670,000 shares of its common stock for \$101.6 million under its previously announced share repurchase programs. As of October 1, 2016, Snap-on had remaining availability to repurchase up to an additional \$208.3 million in common stock pursuant to its Board of Directors' (the Board) authorizations. The purchase of Snap-on common stock is at the company's discretion, subject to prevailing financial and market conditions. Snap-on believes that its cash generated from operations, available cash on hand, and funds available from its credit facilities, will be sufficient to fund the company's additional share repurchases, if any, for the balance of 2016.

Snap-on has paid consecutive quarterly cash dividends, without interruption or reduction, since 1939. Cash dividends totaled \$106.3 million and \$92.5 million in the first nine months of 2016 and 2015, respectively. On November 9, 2015, the Board increased the quarterly cash dividend by 15.1% to \$0.61 per share (\$2.44 per share per year). Snap-on believes that its cash generated from operations, available cash on hand and funds available from its credit facilities will be sufficient to pay dividends for the balance of 2016.

**Off-Balance Sheet Arrangements**

The company had no off-balance sheet arrangements as of October 1, 2016.





**Table of Contents**

**SNAP-ON INCORPORATED**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

(continued)

**Critical Accounting Policies and Estimates**

Snap-on's disclosures of its critical accounting policies, which are contained in its Annual Report on Form 10-K for the fiscal year ended January 2, 2016, have not materially changed since that report was filed.

**Outlook**

Snap-on expects to make continued progress during the balance of 2016 along its defined runways for coherent growth, leveraging capabilities already demonstrated in the automotive repair arena and developing and expanding its professional customer base, not only in automotive repair, but also in adjacent markets, additional geographies and other areas, including in critical industries, where the cost and penalties for failure can be high. In pursuit of these initiatives, Snap-on now anticipates that capital expenditures in 2016 will approximate \$80 million, of which \$56.6 million was incurred through the end of the third quarter. Snap-on presently expects that its full year 2016 effective income tax rate will be slightly below its full year 2015 rate.

---

**Table of Contents****Item 3: Quantitative and Qualitative Disclosures About Market Risk****Market, Credit and Economic Risks**

Market risk is the potential economic loss that may result from adverse changes in the fair value of financial instruments. Snap-on is exposed to market risk from changes in interest rates and foreign currency exchange rates, including as a result of the recent weakening of the British pound vis-à-vis the U.S. dollar following the United Kingdom's June 23, 2016 referendum vote to exit from the European Union. Snap-on is also exposed to market risk associated with the stock-based portion of its deferred compensation plans. Snap-on monitors its exposure to these risks and attempts to manage the underlying economic exposures through the use of financial instruments such as foreign currency forward contracts, interest rate swap agreements, treasury lock agreements and prepaid equity forward agreements ( equity forwards ). Snap-on does not use derivative instruments for speculative or trading purposes. Snap-on's broad-based business activities help to reduce the impact that volatility in any particular area or related areas may have on its operating earnings as a whole. Snap-on's management takes an active role in the risk management process and has developed policies and procedures that require specific administrative and business functions to assist in the identification, assessment and control of various risks.

**Foreign Currency Risk Management**

Snap-on has significant international operations and is subject to certain risks inherent with foreign operations that include currency fluctuations. Foreign exchange risk exists to the extent that Snap-on has payment obligations or receipts denominated in currencies other than the functional currency, including intercompany loans denominated in foreign currencies. To manage these exposures, Snap-on identifies naturally offsetting positions and then purchases hedging instruments to protect the residual net exposures. See Note 9 to the Condensed Consolidated Financial Statements for information on foreign currency risk management.

**Interest Rate Risk Management**

Snap-on aims to control funding costs by managing the exposure created by the differing maturities and interest rate structures of Snap-on's borrowings through the use of interest rate swap agreements. Treasury lock agreements are used from time to time to manage potential changes in interest rates in anticipation of the issuance or sale of certain financial instruments. See Note 9 to the Condensed Consolidated Financial Statements for information on interest rate risk management.

Snap-on utilizes a Value-at-Risk ( VAR ) model to determine the potential one-day loss in the fair value of its interest rate and foreign exchange-sensitive financial instruments from adverse changes in market factors. The VAR model estimates were made assuming normal market conditions and a 95% confidence level. Snap-on's computations are based on the inter-relationships among movements in various currencies and interest rates (variance/co-variance technique). These inter-relationships were determined by observing interest rate and foreign currency market changes over the preceding quarter.

The estimated maximum potential one-day loss in fair value, calculated using the VAR model, as of October 1, 2016, was \$0.6 million on interest rate-sensitive financial instruments and \$0.6 million on foreign currency-sensitive financial instruments. The VAR model is a risk management tool and does not purport to represent actual losses in fair value that will be incurred by Snap-on, nor does it consider the potential effect of favorable changes in market factors.

**Stock-based Deferred Compensation Risk Management**

Snap-on aims to manage market risk associated with the stock-based portion of its deferred compensation plans through the use of equity forwards. Equity forwards are used to aid in offsetting the potential mark-to-market effect on stock-based deferred compensation from changes in Snap-on's stock price. Since stock-based deferred compensation liabilities increase as the company's stock price rises and decrease as the company's stock price declines, the equity forwards are intended to mitigate the potential impact on compensation expense that may result from such mark-to-market changes. See Note 9 to the Condensed Consolidated Financial Statements for additional information on stock-based deferred compensation risk management.

---

## **Table of Contents**

### **Credit Risk**

Credit risk is the possibility of loss from a customer's failure to make payments according to contract terms. Prior to extending credit, each customer is evaluated, taking into consideration the customer's financial condition, collateral, debt-servicing ability, past payment experience, credit bureau information, and other financial and qualitative factors that may affect the customer's ability to repay. Credit risk is also monitored regularly through the use of internal proprietary, custom scoring models used to evaluate each transaction at the time of the application for credit and by periodically updating those credit scores for ongoing monitoring purposes. Snap-on evaluates credit quality through the use of an internal proprietary measuring system that provides a framework to analyze finance and contract receivables on the basis of risk factors of the individual obligor as well as transaction specific risk. The finance and contract receivables are typically monitored through an asset quality review process that closely monitors past due accounts and initiates a progressive collection action process when appropriate.

### **Counterparty Risk**

Snap-on is exposed to credit losses in the event of non-performance by the counterparties to its various financial agreements, including its foreign currency forward contracts, interest rate swap agreements and prepaid equity forward agreements. Snap-on does not obtain collateral or other security to support financial instruments subject to credit risk, but monitors the credit standing of the counterparties and generally enters into agreements with financial institution counterparties with a credit rating of A- or better. Snap-on does not anticipate non-performance by its counterparties, but cannot provide assurances.

### **Economic Risk**

Economic risk is the possibility of loss resulting from economic instability in certain areas of the world. Snap-on continually monitors its exposure in these markets; for example, the company will be monitoring the potential effects of the United Kingdom's June 23, 2016 referendum vote to exit from the European Union, although it is too soon to know what effects the results of the referendum will have on the world economy or the company. Inflation has not had a significant impact on the company.

As a result of the above market, credit and economic risks, net earnings and revenues in any particular period may not be representative of full-year results and may vary significantly from year to year.

## **Item 4: Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

Snap-on maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that material information relating to the company and its consolidated subsidiaries is timely communicated to the officers who certify Snap-on's financial reports and to other members of senior management and the Board, as appropriate.

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the Exchange Act), the company's management evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of the company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of October 1, 2016. Based upon their evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of October 1, 2016, to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the Securities and Exchange Commission rules and forms, and to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

**Table of Contents****Changes in Internal Control**

There has not been any change in the company's internal control over financial reporting during the quarter ended October 1, 2016, that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)).

**PART II. OTHER INFORMATION****Item 2: Unregistered Sales of Equity Securities and Use of Proceeds****Issuer Purchases of Equity Securities**

The following chart discloses information regarding the shares of Snap-on's common stock repurchased by the company during the third quarter of fiscal 2016, all of which were purchased pursuant to the Board's authorizations that the company has publicly announced. Snap-on has undertaken stock repurchases from time to time to offset dilution created by shares issued for employee and franchisee stock purchase plans, stock options and other corporate purposes, as well as to repurchase shares when the company believes market conditions are favorable. The repurchase of Snap-on common stock is at the company's discretion, subject to prevailing financial and market conditions.

Period	Shares purchased	Average price per share	Shares purchased as part of publicly announced plans or programs	Approximate value of shares that may yet be purchased under publicly announced plans or programs*
07/03/16 to 07/30/16	60,000	\$ 157.00	60,000	\$ 211.9 million
07/31/16 to 08/27/16	45,000	\$ 153.82	45,000	\$ 203.8 million
08/28/16 to 10/01/16	10,000	\$ 152.89	10,000	\$ 208.3 million
Total/Average	115,000	\$ 155.26	115,000	N/A

N/A: Not applicable

\* Subject to further adjustment pursuant to the 1996 Authorization described below, as of October 1, 2016, the approximate value of shares that may yet be purchased pursuant to the three outstanding Board authorizations discussed below is \$208.3 million.

In 1996, the Board authorized the company to repurchase shares of the company's common stock from time to time in the open market or in privately negotiated transactions (the 1996 Authorization). The 1996 Authorization allows the repurchase of up to the number of shares issued or delivered from treasury from time to time under the various plans the company has in place that call for the issuance of the company's common stock. Because the number of shares that are purchased pursuant to the 1996 Authorization will change from time to time as (i) the company issues shares under its various plans; and (ii) shares are repurchased pursuant to this authorization, the number of shares authorized to be repurchased will vary from time to time. The 1996 Authorization will expire when terminated by the Board. When calculating the approximate value of shares that the company may yet purchase under the 1996 Authorization, the company assumed a price of \$157.17, \$154.10 and \$151.96 per share of common stock as of the end of the respective fiscal 2016 months ended July 30, 2016, August 27, 2016, and October 1, 2016.

In 1998, the Board authorized the repurchase of an aggregate of \$100 million of the company's common stock (the 1998 Authorization). The 1998 Authorization will expire when the aggregate repurchase price limit is met, unless terminated earlier by the Board.

## Edgar Filing: SNAP-ON Inc - Form 10-Q

In 1999, the Board authorized the repurchase of an aggregate of \$50 million of the company's common stock ( the 1999 Authorization ). The 1999 Authorization will expire when the aggregate repurchase price limit is met, unless terminated earlier by the Board.

**Table of Contents****Other Purchases or Sales of Equity Securities**

The following chart discloses information regarding transactions in shares of Snap-on's common stock by Citibank, N.A. ( Citibank ) during the third quarter of 2016 pursuant to a prepaid equity forward agreement (the Agreement ) with Citibank that is intended to reduce the impact of market risk associated with the stock-based portion of the company's deferred compensation plans. The company's stock-based deferred compensation liabilities, which are impacted by changes in the company's stock price, increase as the company's stock price rises and decrease as the company's stock price declines. Pursuant to the Agreement, Citibank may purchase or sell shares of the company's common stock (for Citibank's account) in the market or in privately negotiated transactions. The Agreement has no stated expiration date and does not provide for Snap-on to purchase or repurchase its shares.

**Citibank Sales of Snap-on Stock**

Period	Shares sold	Average price per share
07/03/16 to 07/30/16		
07/31/16 to 08/27/16	12,900	\$ 154.68
08/28/16 to 10/01/16	3,300	\$ 155.01
Total/Average	16,200	\$ 154.75

---

**Table of Contents**

**Item 6: Exhibits**

Exhibit 31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 101.INS	XBRL Instance Document*
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document*
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

\* Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Earnings for the three and nine months ended October 1, 2016, and October 3, 2015; (ii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended October 1, 2016, and October 3, 2015; (iii) Condensed Consolidated Balance Sheets as of October 1, 2016, and January 2, 2016; (iv) Condensed Consolidated Statements of Equity for the nine months ended October 1, 2016, and October 3, 2015; (v) Condensed Consolidated Statements of Cash Flows for the nine months ended October 1, 2016, and October 3, 2015; and (vi) Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Snap-on Incorporated has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SNAP-ON INCORPORATED**

Date: October 20, 2016

/s/ Aldo J. Pagliari  
Aldo J. Pagliari, Principal Financial Officer,  
Senior Vice President Finance and  
Chief Financial Officer



**Table of Contents**

**EXHIBIT INDEX**

**Exhibit No.**

31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

\* Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Earnings for the three and nine months ended October 1, 2016, and October 3, 2015; (ii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended October 1, 2016, and October 3, 2015; (iii) Condensed Consolidated Balance Sheets as of October 1, 2016, and January 2, 2016; (iv) Condensed Consolidated Statements of Equity for the nine months ended October 1, 2016, and October 3, 2015; (v) Condensed Consolidated Statements of Cash Flows for the nine months ended October 1, 2016, and October 3, 2015; and (vi) Notes to Condensed Consolidated Financial Statements.