Form

Unknown document format

oman" SIZE="2">No single customer contributed more than 10% of our consolidated net sales during the second quarter of fiscal 2015. While our automotive business is largely driven by the production schedules of the Detroit Three automakers, our customer base is much broader and includes other domestic manufacturers and many of their suppliers. During the second quarter of fiscal 2015, vehicle production for the Detroit Three automakers was down 6% from the comparable period in the prior year. However, North American vehicle production as a whole during the second quarter of fiscal 2015 increased 2% over the comparable period in the prior year.

Certain other commodities, such as zinc, natural gas and diesel fuel, represent a significant portion of our cost of goods sold, both directly through our plant operations and indirectly through transportation and freight expense.

Results of Operations

Second Quarter Fiscal 2015 Compared to Fiscal 2014

Consolidated Operations

The following table presents consolidated operating results for the periods indicated:

	Three Months Ended November 30,				
(Dollars in millions)	**2014**	**% of Net sales**	**2013**	**% of Net sales**	**Increase/ (Decrease)**
Net sales	$ 871.0	100.0%	$ 769.9	100.0%	$ 101.1
Cost of goods sold	745.8	85.6%	641.7	83.3%	104.1
Gross margin	125.2	14.4%	128.2	16.7%	(3.0)
Selling, general and administrative expense	77.3	8.9%	78.4	10.2%	(1.1)
Impairment of long-lived assets	14.2	1.6%	30.7	4.0%	(16.5)
Restructuring and other expense (income)	0.4	0.0%	(1.2)	-0.2%	1.6
Joint venture transactions	0.1	0.0%	0.8	0.1%	(0.7)
Operating income	33.2	3.8%	19.5	2.5%	13.7
Miscellaneous income	1.2	0.1%	2.5	0.3%	(1.3)
Interest expense	(9.7)	-1.1%	(6.3)	-0.8%	3.4
Equity in net income of unconsolidated affiliates	22.3	2.6%	21.1	2.7%	1.2
Income tax expense	(15.6)	-1.8%	(8.5)	-1.1%	7.1
Net earnings	31.4	3.6%	28.3	3.7%	3.1
Net earnings attributable to noncontrolling interest	1.9	0.2%	5.3	0.7%	3.4
Net earnings attributable to controlling interest	$ 29.5	3.4%	$ 23.0	3.0%	$ 6.5

Net earnings attributable to controlling interest for the three months ended November 30, 2014 increased $6.5 million from the comparable period in the prior year. Net sales and operating highlights were as follows:

Net sales increased $101.1 million over the comparable period in the prior year. Higher overall volume favorably impacted net sales by $76.6 million driven by higher volume in Steel Processing and the impact of recent acquisitions in Pressure Cylinders.

Table of Contents

Gross margin decreased $3.0 million from the comparable period in the prior year to $125.2 million. Higher manufacturing expenses combined with the unfavorable impact of inventory holding losses in Steel Processing in the current quarter, compared to inventory holding gains in the prior year quarter, more than offset the impact of higher volume.

SG&A expense decreased $1.1 million from the comparable period in the prior year driven by lower profit sharing and bonus expense.

Impairment charges of $14.2 million include $6.3 million related to the Company s 60%-owned consolidated joint venture in India, $3.2 million related to the Company s aluminum high-pressure cylinder business in New Albany, Mississippi, $2.4 million related to certain non-core Engineered Cabs assets, $1.2 million related to the military construction business and $1.1 million related to certain non-core Steel Processing assets. Impairment charges in the comparable period in the prior year consisted of $30.7 million related to the write-off of certain trade name intangible assets in connection with a branding initiative committed to during the second quarter of fiscal 2014. For additional information, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE C Impairment of Long-Lived Assets of this Quarterly Report on Form 10-Q.

Interest expense of $9.7 million was $3.4 million higher than the comparable period in the prior year. The increase was due to the impact of higher average debt levels resulting from the issuance of $250.0 million of notes in April 2014.

Equity income increased $1.2 million over the prior year quarter to $22.3 million on net sales of $388.7 million. The overall increase was driven by WAVE and ArtiFlex where our equity portion of income increased by $2.2 million and $1.3 million, respectively. However, equity income from ClarkDietrich decreased $1.9 million on lower volumes. For additional financial information regarding our unconsolidated affiliates, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE B Investments in Unconsolidated Affiliates of this Quarterly Report on Form 10-Q.

Income tax expense increased $7.1 million from the comparable period in the prior year due to higher earnings, primarily resulting from the impact of trade name impairment charges recorded in the prior year quarter. The current quarter expense of $15.6 million was calculated using an estimated annual effective income tax rate of 33.5% versus 27.8% in the prior year quarter. Refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE K Income Taxes of this Quarterly Report on Form 10-Q for more information on our tax rates.

Segment Operations

Steel Processing

The following table presents a summary of operating results for our Steel Processing operating segment for the periods indicated:

	Three Months Ended November 30,				
(Dollars in millions)	**2014**	**% of Net sales**	**2013**	**% of Net sales**	**Increase/ (Decrease)**
Net sales	$ 552.8	100.0%	$ 492.1	100.0%	$ 60.7
Cost of goods sold	487.6	88.2%	422.7	85.9%	64.9
Gross margin	65.2	11.8%	69.4	14.1%	(4.2)
Selling, general and administrative expense	30.2	5.5%	34.6	7.0%	(4.4)
Impairment of long-lived assets	1.1	0.2%	-	0.0%	1.1
Operating income	$ 33.9	6.1%	$ 34.8	7.1%	$ (0.9)

Material cost	$ 400.7	$ 349.8	$ 50.9
Tons shipped (in thousands)	899	817	82

31

Table of Contents

Net sales and operating highlights were as follows:

Net sales increased $60.7 million over the comparable period in the prior year to $552.8 million due to the combined impact of higher volume and higher average selling prices. Overall volume was up 10% and the mix of direct versus toll tons was 60% to 40% versus a mix of 62% to 38% in the comparable period in the prior year.

Operating income decreased slightly from the prior year quarter to $33.9 million due to higher manufacturing expenses and the unfavorable impact of inventory holding losses in the current quarter compared to inventory holding gains in the prior year quarter. The change between the inventory holding gains and losses more than offset the impact of higher volume. Operating income in the current period included an impairment charge of $1.1 million related to certain non-core Steel Processing assets. For additional information, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE C Impairment of Long-Lived Assets of this Quarterly Report on Form 10-Q.

Table of Contents

Pressure Cylinders

The following table presents a summary of operating results for our Pressure Cylinders operating segment for the periods indicated:

	Three Months Ended November 30,				
(Dollars in millions)	2014	% of Net sales	2013	% of Net sales	Increase/ (Decrease)
Net sales	$ 252.7	100.0%	$ 214.0	100.0%	$ 38.7
Cost of goods sold	197.2	78.0%	163.3	76.3%	33.9
Gross margin	55.5	22.0%	50.7	23.7%	4.8
Selling, general and administrative expense	35.9	14.2%	32.6	15.2%	3.3
Impairment of long-lived assets	9.6	3.8%	11.6	5.4%	(2.0)
Restructuring and other expense (income)	0.4	0.1%	(1.8)	-0.9%	2.2
Operating income	$ 9.6	3.8%	$ 8.3	3.9%	$ 1.3
Material cost	$ 115.8		$ 95.2		$ 20.6
Net sales by principal class of products:					
Consumer Products	$ 63.2		$ 55.1		$ 8.1
Industrial Products	98.9		105.7		(6.8)
Alternative Fuels	17.4		16.9		0.5
Oil and Gas Equipment	66.9		36.3		30.6
Cryogenics	6.3		-		6.3
Total Pressure Cylinders	$ 252.7		$ 214.0		$ 38.7
Units shipped by principal class of products:					
Consumer Products	13,397,701		11,175,806		2,221,895
Industrial Products	5,601,385		6,026,615		(425,230)
Alternative Fuels	87,785		86,701		1,084
Oil and Gas Equipment	3,010		1,859		1,151
Cryogenics	162		-		162
Total Pressure Cylinders	19,090,043		17,290,981		1,799,062

Net sales by principal class of product presented in the table above differ from the amounts reported in our earnings release dated December 17, 2014 as miscellaneous sales such as rebates, discounts and freight income have been reclassified from industrial products to various other classes of products. As a result, net sales for industrial products have decreased by $5.0 million from what was included in the earnings release and net sales for oil and gas equipment, consumer products and alternative fuels have increased by $3.7 million, $1.0 million and $0.3 million, respectively. Total net sales have not changed.

Net sales and operating highlights were as follows:

Net sales increased $38.7 million over the comparable period in the prior year to $252.7 million on higher volume driven by the impact of recent acquisitions.

Operating income increased $1.3 million over the prior year quarter to $9.6 million as contributions from recent acquisitions were largely offset by higher manufacturing and SG&A expense driven by higher than expected costs associated with bringing new capacity online in the oil and gas equipment business. Impairment charges in the current quarter consisted of $6.3 million related to the Company s 60%-owned consolidated joint venture in India and $3.2 million related to the Company s aluminum high-pressure cylinder business in New Albany, Mississippi. Impairment charges in the comparable period in the prior year consisted of $11.6 million related to the write-off of certain trade name intangible assets in connection with a branding initiative committed to during the second quarter of fiscal 2014. For additional information, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE C Impairment of Long-Lived Assets of this Quarterly Report on Form 10-Q.

Table of Contents

Engineered Cabs

The following table presents a summary of operating results for our Engineered Cabs operating segment for the periods indicated:

	Three Months Ended November 30,				
(Dollars in millions)	2014	% of Net sales	2013	% of Net sales	Increase/ (Decrease)
Net sales	$ 51.5	100.0%	$ 47.9	100.0%	$ 3.6
Cost of goods sold	47.6	92.4%	41.6	86.8%	6.0
Gross margin	3.9	7.6%	6.3	13.2%	(2.4)
Selling, general and administrative expense	7.1	13.8%	8.1	16.9%	(1.0)
Impairment of long-lived assets	2.4	4.7%	19.1	39.9%	(16.7)
Operating loss	$ (5.6)	-10.9%	$ (20.9)	-43.6%	$ 15.3
Material cost	$ 23.7		$ 21.5		$ 2.2

Net sales and operating highlights were as follows:

Net sales increased $3.6 million over the comparable period in the prior year on higher volumes.

Operating loss in the current quarter decreased $15.3 million to $5.6 million due to lower impairment charges, which were down $16.7 million from the prior year quarter. Excluding the impact of the impairment charges, operating income was down $1.4 million largely due to startup costs related to new product launches in our Florence, South Carolina facility. Impairment charges in the current quarter consisted of $2.4 million related to certain non-core Engineered Cabs assets. Impairment charges in the comparable period in the prior year consisted of $19.1 million related to the write-off of certain trade name intangible assets in connection with a branding initiative committed to during the second quarter of fiscal 2014. For additional information, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE C Impairment of Long-Lived Assets of this Quarterly Report on Form 10-Q.

Other

The Other category includes the Construction Services and Worthington Energy Innovations operating segments, as they do not meet the quantitative thresholds for separate disclosure. Certain income and expense items not allocated to our operating segments are also included in the Other category, including costs associated with our non-captive insurance company, as is the activity related to the wind-down of our former Metal Framing operating segment. The following table presents a summary of operating results for the Other category for the periods indicated:

	Three Months Ended November 30,				
(Dollars in millions)	2014	% of Net sales	2013	% of Net sales	Increase/ (Decrease)
Net sales	$ 14.0	100.0%	$ 15.9	100.0%	$ (1.9)
Cost of goods sold	13.4	95.7%	14.1	88.7%	(0.7)
Gross margin	0.6	4.3%	1.8	11.3%	(1.2)
Selling, general and administrative expense	4.0	28.6%	3.0	18.9%	1.0
Impairment of long-lived assets	1.2	8.6%	-	0.0%	1.2
Restructuring and other expense	-	0.0%	0.7	4.4%	(0.7)
Joint venture transactions	0.1	0.7%	0.8	5.0%	(0.7)

Operating loss	$	(4.7)	-33.6%	$ (2.7)	-17.0%	$ (2.0)

34

Table of Contents

Net sales and operating highlights were as follows:

Net sales decreased $1.9 million from the comparable period in the prior year, mostly due to reductions at Worthington Energy Innovations.

Operating loss increased $2.0 million to $4.7 million. The increase was driven by losses within Construction Services, which included a $1.2 million impairment charge related to the military construction business.

Six Months Year-to-Date Fiscal 2015 Compared to Fiscal 2014

Consolidated Operations

The following table presents consolidated operating results for the periods indicated:

	Six Months Ended November 30,				
(Dollars in millions)	**2014**	**% of Net sales**	**2013**	**% of Net sales**	**Increase/ (Decrease)**
Net sales	$ 1,733.4	100.0%	$ 1,462.2	100.0%	$ 271.2
Cost of goods sold	1,478.7	85.3%	1,223.0	83.6%	255.7
Gross margin	254.7	14.7%	239.2	16.4%	15.5
Selling, general and administrative expense	152.6	8.8%	149.9	10.3%	2.7
Impairment of long-lived assets	16.2	0.9%	35.4	-	(19.2)
Restructuring and other expense (income)	0.3	0.0%	(5.1)	-0.3%	5.4
Joint venture transactions	0.2	0.0%	0.9	0.1%	(0.7)
Operating income	85.4	4.9%	58.1	4.0%	27.3
Miscellaneous income	1.5	0.1%	13.4	0.9%	(11.9)
Interest expense	(19.2)	-1.1%	(12.5)	-0.9%	6.7
Equity in net income of unconsolidated affiliates	50.2	2.9%	48.0	3.3%	2.2
Income tax expense	(37.7)	-2.2%	(22.4)	-1.5%	15.3
Net earnings	80.2	4.6%	84.6	5.8%	(4.4)
Net earnings attributable to noncontrolling interest	(6.6)	-0.4%	(7.1)	-0.5%	(0.5)
Net earnings attributable to controlling interest	$ 73.6	4.2%	$ 77.5	5.3%	$ (3.9)

Net earnings attributable to controlling interest for the six months ended November 30, 2014 decreased $3.9 million from the comparable period in the prior year. Net sales and operating highlights were as follows:

Net sales increased $271.2 million from the comparable period in the prior year. The increase was driven largely by higher volume in Steel Processing and the impact of recent acquisitions in Pressure Cylinders.

Gross margin increased $15.5 million from the comparable period in the prior year due to the increase in volumes. Higher manufacturing expenses combined with the unfavorable impact of lower inventory holding gains in Steel Processing partially offset the impact of higher volume.

SG&A expense increased $2.7 million from the comparable period in the prior year due primarily to the impact of acquisitions offset by lower profit sharing and bonus expense.

Impairment charges of $16.2 million consisted of $6.3 million related to the Company s 60%-owned consolidated joint venture in India, $3.2 million related to the Company s aluminum high-pressure cylinder business in New Albany, Mississippi, $3.1 million related to certain non-core Steel Processing assets, $2.4 million related to certain non-core Engineered Cabs assets, and $1.2 million related to the military construction business. Impairment charges in the comparable period in the prior year consisted of $30.7 million related to the write-off of certain trade name intangible assets in connection with a branding initiative committed to during the second quarter of fiscal 2014 and $4.7 million related to certain non-core assets within Steel Processing. For additional information, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE C Impairment of Long-Lived Assets of this Quarterly Report on Form 10-Q.

Miscellaneous income decreased $11.9 million from the comparable period in the prior year due to an $11.0 million non-cash gain in the prior year period related to the acquisition of an additional 10% interest in the TWB joint venture.

Table of Contents

Interest expense of $19.2 million was $6.7 million higher than the comparable period in the prior year. The increase was due to the impact of higher average debt levels resulting from the issuance of $250.0 million of notes in April 2014.

Equity income increased $2.2 million over the prior year period to $50.2 million on net sales of $781.3 million. The equity portion of income from WAVE, Serviacero and ArtiFlex exceeded the prior year period by $3.4 million, $1.9 million and $1.5 million, respectively. However, equity income from ClarkDietrich decreased $2.8 million on lower volumes. Additionally, TWB contributed equity income of $1.8 million in the prior year, prior to its consolidation in July of 2013. For additional financial information regarding our unconsolidated affiliates, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE B Investments in Unconsolidated Affiliates of this Quarterly Report on Form 10-Q.

Income tax expense increased $15.3 million from the comparable period in the prior year due to (i) higher earnings, primarily resulting from the impact of trade name impairment charges recorded in the prior year, and (ii) an approximately $7.2 million favorable tax impact associated with the acquisition of an additional 10% interest in TWB recorded in the prior year (the TWB acquisition adjustment). The TWB acquisition adjustment related primarily to the estimated U.S. deferred tax liability associated with the unremitted earnings of TWB s wholly-owned foreign corporations. Tax expense of $37.7 million for the six months ended November 30, 2014 was calculated using an estimated annual effective rate of 33.5% versus 27.8% in the prior year comparable period. See Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE K Income Taxes of this Quarterly Report on Form 10-Q for more information on our tax rates.

Segment Operations

Steel Processing

The following table presents a summary of operating results for our Steel Processing operating segment for the periods indicated:

	Six Months Ended November 30,				
(Dollars in millions)	**2014**	**% of Net sales**	**2013**	**% of Net sales**	**Increase/ (Decrease)**
Net sales	$ 1,105.1	100.0%	$ 894.6	100.0%	$ 210.5
Cost of goods sold	970.2	87.8%	773.8	86.5%	196.4
Gross margin	134.9	12.2%	120.8	13.5%	14.1
Selling, general and administrative expense	62.2	5.6%	63.5	7.1%	(1.3)
Impairment of long-lived assets	3.1	0.3%	4.6	0.5%	(1.5)
Restructuring and other income	(0.1)	0.0%	(4.7)	-0.5%	4.6
Operating income	$ 69.7	6.3%	$ 57.4	6.4%	$ 12.3
Material cost	$ 795.6		$ 637.6		$ 158.0
Tons shipped (in thousands)	1,804		1,536		268

Net sales and operating highlights were as follows:

Net sales increased $210.5 million from the comparable period in the prior year on higher volume resulting from the consolidation of TWB and increased sales in the automotive and construction markets. Excluding the impact of TWB, overall volumes were up 13% and the mix of direct versus toll tons processed was 55% to 45%, compared to 57% to 43% in the comparable prior year period.

Operating income increased $12.3 million from the comparable period in the prior year. Higher manufacturing expenses combined with the unfavorable impact of lower inventory holding gains in the current year partially offset the impact of higher volume.

Operating income in the current period included an impairment charge of $3.1 million related to certain non-core Steel Processing assets. For additional information, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE C Impairment of Long-Lived Assets of this Quarterly Report on Form 10-Q.

Table of Contents

Pressure Cylinders

The following table presents a summary of operating results for our Pressure Cylinders operating segment for the periods indicated:

	Six Months Ended November 30,				
(Dollars in millions)	2014	% of Net sales	2013	% of Net sales	Increase/ (Decrease)
Net sales	$ 501.7	100.0%	$ 430.9	100.0%	$ 70.8
Cost of goods sold	391.6	78.1%	329.7	76.5%	61.9
Gross margin	110.1	21.9%	101.2	23.5%	8.9
Selling, general and administrative expense	70.9	14.1%	63.3	14.7%	7.6
Impairment of long-lived assets	9.6	1.9%	11.6	-	(2.0)
Restructuring and other expense (income)	0.4	0.1%	(1.4)	-	1.8
Operating income	$ 29.2	5.8%	$ 27.7	6.4%	$ 1.5
Material cost	$ 234.3		$ 196.8		$ 37.5
Net sales by principal class of products:					
Consumer Products	$ 133.4		$ 120.3		$ 13.1
Industrial Products	198.6		204.8		(6.2)
Alternative Fuels	34.1		34.8		(0.7)
Oil and Gas Equipment	124.2		71.0		53.2
Cryogenics	11.4		-		11.4
Total Pressure Cylinders	$ 501.7		$ 430.9		$ 70.8
Units shipped by principal class of products:					
Consumer Products	27,869,926		25,508,633		2,361,293
Industrial Products	11,412,772		12,026,772		(614,000)
Alternative Fuels	171,384		167,318		4,066
Oil and Gas Equipment	5,991		3,547		2,444
Cryogenics	348		-		348
Total Pressure Cylinders	39,460,421		37,706,270		1,754,151

Net sales by principal class of product presented in the table above differ from the amounts reported in our earnings release dated December 17, 2014 as miscellaneous sales such as rebates, discounts and freight income have been reclassified from industrial products to various other classes of products. As a result, net sales for industrial products have decreased by $11.6 million from what was included in the earnings release and net sales for oil and gas equipment, consumer products and alternative fuels have increased by $6.5 million, $3.6 million and $1.5 million, respectively. Total net sales have not changed.

Net sales and operating highlights were as follows:

Net sales increased $70.8 million over the comparable period in the prior year on higher volume driven by the impact of recent acquisitions.

Operating income increased $1.5 million from prior year as contributions from recent acquisitions were largely offset by higher manufacturing and SG&A expense driven by higher than expected costs associated with bringing new capacity online in the oil and gas equipment business. Impairment charges in the current period consisted of $6.3 million related to the Company s 60%-owned consolidated joint venture in India and $3.2 million related to the Company s aluminum high-pressure cylinder business in New Albany, Mississippi. Impairment charges in the comparable period in the prior year consisted of $11.6 million related to the write-off of certain trade name intangible assets in connection with a branding initiative committed to during the second quarter of fiscal 2014. For additional information, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE C Impairment of Long-Lived Assets of this Quarterly Report on Form 10-Q.

Table of Contents

Engineered Cabs

The following table presents a summary of operating results for our Engineered Cabs operating segment for the periods indicated:

	Six Months Ended November 30,				
(Dollars in millions)	2014	% of Net sales	2013	% of Net sales	Increase/ (Decrease)
Net sales	$ 101.1	100.0%	$ 96.3	100.0%	$ 4.8
Cost of goods sold	92.6	91.6%	83.4	86.6%	9.2
Gross margin	8.5	8.4%	12.9	13.4%	(4.4)
Selling, general and administrative expense	13.9	13.7%	15.0	15.6%	(1.1)
Impairment of long-lived assets	2.4	2.4%	19.1	19.8%	(16.7)
Operating loss	$ (7.8)	-7.7%	$ (21.2)	-22.0%	$ 13.4
Material cost	$ 45.7		$ 43.6		$ 2.1

Net sales and operating highlights were as follows:

Net sales increased $4.8 million over the comparable period in the prior year on higher volumes.

Operating loss decreased $13.4 million to $7.8 million due to the favorable impact of lower impairment charges, which were down $16.7 million from the prior year period. Excluding the impact of the impairment charges, operating income was down $3.3 million largely due to startup costs related to new product launches in our Florence, South Carolina facility. Impairment charges in the current period consisted of $2.4 million related to certain non-core Engineered Cabs assets. Impairment charges in the comparable period in the prior year consisted of $19.1 million related to the write-off of certain trade name intangible assets in connection with a branding initiative committed to during the second quarter of fiscal 2014. For additional information, refer to Item 1. Financial Statements Notes to Consolidated Financial Statements NOTE C Impairment of Long-Lived Assets of this Quarterly Report on Form 10-Q.

Other

The Other category includes the Construction Services and Worthington Energy Innovations operating segments, as they do not meet the quantitative thresholds for separate disclosure. Certain income and expense items not allocated to our operating segments are also included in the Other category, including costs associated with our non-captive insurance company, as is the activity related to the wind-down of our former Metal Framing operating segment. The following table presents a summary of operating results for the Other category for the periods indicated:

	Six Months Ended November 30,				
(Dollars in millions)	2014	% of Net sales	2013	% of Net sales	Increase/ (Decrease)
Net sales	$ 25.5	100.0%	$ 40.4	100.0%	$ (14.9)
Cost of goods sold	24.4	95.7%	36.1	89.4%	(11.7)
Gross margin	$ 1.1	4.3%	$ 4.3	10.6%	(3.2)
Selling, general and administrative expense	5.5	21.6%	8.2	20.3%	(2.7)
Impairment of long-lived assets	1.2	4.7%	-	0.0%	1.2
Restructuring and other expense	-	0.0%	1.0	2.5%	(1.0)
Joint venture transactions	0.2	0.8%	0.9	2.2%	(0.7)

Operating loss	$	(5.8)	-22.7%	$	(5.8)	-14.4%	$	-

38

Table of Contents

Net sales and operating highlights were as follows:

Net sales decreased $14.9 million from the comparable period in the prior year on lower volume.

Operating loss of $5.8 million was flat versus the comparable period in the prior year as the impact of lower volume was largely offset by a decrease in SG&A expense. Impairment charges in the current period consisted of $1.2 million related to the military construction business.

Liquidity and Capital Resources

During the six months ended November 30, 2014, we generated $56.8 million of cash from operating activities, spent $51.1 million on acquisitions and invested $47.1 million in property, plant and equipment. Additionally, we repurchased 1,090,800 of our common shares for $41.6 million and paid $22.3 million of dividends. The following table summarizes our consolidated cash flows for the six months ended November 30, 2014 and 2013:

	Six Months Ended November 30,	
(in millions)	**2014**	**2013**
Net cash provided by operating activities	$ 55.9	$ 123.8
Net cash provided (used) by investing activities	(108.0)	55.8
Net cash used by financing activities	(41.4)	(121.9)
Increase (decrease) in cash and cash equivalents	(93.5)	57.7
Cash and cash equivalents at beginning of period	190.1	51.4
Cash and cash equivalents at end of period	$ 96.6	$ 109.1

We believe we have access to adequate resources to meet our needs for normal operating costs, mandatory capital expenditures and debt redemptions, dividend payments and working capital for our existing businesses. These resources include cash and cash equivalents, cash provided by operating activities and unused lines of credit. We also believe that we have adequate access to the financial markets to allow us to be in a position to sell long-term debt or equity securities. However, given the uncertainty and volatility in the financial markets, our ability to access capital, and the terms under which we can do so, may change.

The cash and cash equivalents balance at November 30, 2014 included $8.2 million of cash held by subsidiaries outside of the United States that the Company intends to indefinitely reinvest. Although the majority of this cash is available for repatriation, bringing the money into the United States could trigger federal, state and local income tax obligations. We do not have any intention to repatriate this cash.

Operating Activities

Our business is cyclical and cash flows from operating activities may fluctuate during the year and from year to year due to economic conditions. We rely on cash and short-term borrowings to meet cyclical increases in working capital needs. These needs generally rise during periods of increased economic activity or increasing raw material prices due to higher levels of inventory and accounts receivable. During economic slowdowns, or periods of decreasing raw material costs, working capital needs generally decrease as a result of the reduction of inventories and accounts receivable.

Net cash provided by operating activities was $55.9 million during the six months ended November 30, 2014 compared to $123.8 million in the comparable period of fiscal 2014. The difference was driven largely by changes in working capital needs and a decrease in the provision for deferred income taxes.

Investing Activities

Net cash used by investing activities was $108.0 million during the six months ended November 30, 2014 compared to net cash provided by investing activities of $55.8 million in the comparable period of fiscal 2014. During the first six months of fiscal 2015, we spent a combined $51.1 million, net of cash acquired, for the net assets of MEF and JRE and our 79.59% interest in dHybrid and incurred capital expenditures of $47.1 million. The net cash provided by investing activities in the prior year period was driven by the consolidation of TWB in July 2013, as the cash balance at the time of acquisition exceeded the amount paid for our additional 10% interest in the entity by $53.0 million.

Investment activities are largely discretionary, and future investment activities could be reduced significantly, or eliminated, as economic conditions warrant. We assess acquisition opportunities as they arise, and such opportunities may require additional financing. There can be no assurance, however, that any such opportunities will arise, that any such acquisitions will be consummated, or that any needed additional financing will be available on satisfactory terms when required.

Financing Activities

Net cash used by financing activities was $41.4 million during the six months ended November 30, 2014. During the first six months of fiscal 2015, we paid $41.6 million to repurchase 1,090,800 of our common shares and paid dividends of $22.3 million on our common shares. Additionally, we received proceeds of $20.5 million related primarily to borrowings against a $32.3 million five-year term loan credit facility entered into by our consolidated joint venture in Turkey on September 26, 2014. The facility, which is denominated in Euros, bears interest at a variable rate based on EURIBOR. The applicable variable rate was 1.582% at November 30, 2014. Borrowings against the facility will be used for the construction of a new cryogenics manufacturing facility in Turkey.

As of November 30, 2014, we were in compliance with our short-term and long-term debt covenants. These debt agreements do not include credit rating triggers or material adverse change provisions. Our credit ratings at November 30, 2014 were unchanged from those reported as of May 31, 2014.

At November 30, 2014, we had $100.0 million aggregate amount of unsecured floating rate senior notes outstanding due on December 17, 2014. We repaid these notes during December 2014 using a combination of cash on hand and borrowings available under our revolving credit facilities.

Common shares The Board declared a quarterly dividend of $0.18 per common share during the first and second quarters of fiscal 2015 compared to $0.15 per common share during the comparable periods of fiscal 2014. Dividends paid on our common shares totaled $22.3 million and $10.4 million during the six months ended November 30, 2014 and 2013, respectively. The increase was due to an accelerated cash dividend for the third and fourth quarters of fiscal 2013 totaling $0.26 per common share. The dividend was paid on December 28, 2012 to shareholders of record as of December 21, 2012. As a result, no dividends were paid on our common shares during the first quarter of fiscal 2014.

On June 29, 2011, the Board authorized the repurchase of up to 10,000,000 of our outstanding common shares of which 631,532 remained available for repurchase at November 30, 2014. During the first six months of fiscal 2015, 1,090,800 common shares were repurchased under this authorization.

On June 25, 2014, the Board authorized the repurchase of up to an additional 10,000,000 of our outstanding common shares, increasing the total number of common shares available for repurchase at November 30, 2014 to 10,631,532.

The common shares available for repurchase under the June 29, 2011 and June 25, 2014 authorizations may be purchased from time to time, with consideration given to the market price of the common shares, the nature of other investment opportunities, cash flows from operations, general economic conditions and other relevant considerations. Repurchases may be made on the open market or through privately negotiated transactions.

Dividend Policy

We currently have no material contractual or regulatory restrictions on the payment of dividends. Dividends are declared at the discretion of the Board. The Board reviews the dividend quarterly and establishes the dividend rate based upon our consolidated financial condition, results of operations, capital requirements, current and projected cash flows, business prospects and other relevant factors. While we have paid a dividend every quarter since becoming a public company in 1968, there is no guarantee that payments will continue in the future.

Table of Contents

Contractual Cash Obligations and Other Commercial Commitments

Our contractual cash obligations and other commercial commitments have not changed significantly from those disclosed in Part II - Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Contractual Cash Obligations and Other Commercial Commitments of our 2014 Form 10-K, other than the changes in borrowings, as described in Part I Item 1. Financial Statements - NOTE G Debt and Receivables Securitization of this Quarterly Report on Form 10-Q.

Off-Balance Sheet Arrangements

We do not have guarantees or other off-balance sheet financing arrangements that we believe are reasonably likely to have a material current or future effect on our consolidated financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources. However, as of November 30, 2014, we were party to an operating lease for an aircraft in which we have guaranteed a residual value at the termination of the lease. The maximum obligation under the terms of this guarantee was approximately $12.4 million at November 30, 2014. We have also guaranteed the repayment of a $2.5 million term loan entered into by ArtiFlex, one of our unconsolidated joint ventures. In addition, we had in place $14.0 million of outstanding stand-by letters of credit for third-party beneficiaries as of November 30, 2014. These letters of credit were issued to third-party service providers and customers and had no amounts drawn against them at November 30, 2014. Based on current facts and circumstances, we have estimated the likelihood of payment pursuant to these guarantees, and determined that the fair value of our obligation under each guarantee based on those likely outcomes is not material.

Recently Issued Accounting Standards

In March 2013, amended accounting guidance was issued regarding the accounting for cumulative translation adjustment. The amended guidance specifies that a cumulative translation adjustment should be released from earnings when an entity ceases to have a controlling financial interest in a subsidiary or a group of assets within a consolidated foreign entity and the sale or transfer results in the complete or substantially complete liquidation of the foreign entity. For sales of an equity method investment that is a foreign entity, a pro rata portion of the cumulative translation adjustment attributable to the investment would be recognized in earnings upon sale of the investment. The amended guidance is effective prospectively for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2013. Early adoption is permitted. The adoption of this amended accounting guidance on June 1, 2014 did not have a material impact on our consolidated financial position or results of operations.

In May 2014, amended accounting guidance was issued that replaces most existing revenue recognition guidance under U.S. GAAP. The amended guidance requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The amended guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. We are in the process of evaluating the effect this guidance will have on our consolidated financial position and results of operations. The amended guidance permits the use of either the retrospective or cumulative effect transition method. We have not selected a transition method nor have we determined the effect of the amended guidance on our ongoing financial reporting.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. We continually evaluate our estimates, including those related to our valuation of receivables, intangible assets, accrued liabilities, income and other tax accruals, and contingencies and litigation. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. These results form the basis for making judgments about the carrying values of assets and liabilities that are not readily obtained from other sources. Critical accounting policies are defined as those that require our significant judgments and involve uncertainties that could potentially result in materially different results under different assumptions and conditions. Although actual results historically have not deviated significantly from those determined using our estimates, our financial position or results of operations could be materially different if we were to report under different conditions or to use different assumptions in the application of such policies. Our critical accounting policies have not significantly changed from those discussed in Part II Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies of our 2014 Form 10-K.

41

We review our receivables on an ongoing basis to ensure they are properly valued. Based on this review, we believe our reserve for doubtful accounts is adequate. However, if the economic environment and market conditions deteriorate, particularly in the automotive and construction markets where our exposure is greatest, additional reserves may be required. We recognize revenue upon transfer of title and risk of loss provided evidence of an arrangement exists, pricing is fixed and determinable, and the ability to collect is probable. In circumstances where the collection of payment is not probable at the time of shipment, we defer recognition of revenue until payment is collected.

We review the carrying value of our long-lived assets, including intangible assets with finite useful lives, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable.

Impairment testing involves a comparison of the sum of the undiscounted future cash flows of the asset or asset group to its respective carrying amount. If the sum of the undiscounted future cash flows exceeds the carrying amount, then no impairment exists. If the carrying amount exceeds the sum of the undiscounted future cash flows, then a second step is performed to determine the amount of impairment, which would be recorded as an impairment charge in our consolidated statements of earnings.

During the second quarter of fiscal 2015, we determined that indicators of impairment were present at the Company s aluminum high-pressure cylinder business in New Albany, Mississippi, due to current and projected operating losses. Recoverability of the identified asset group was tested using future cash flow projections based on management s long-range estimates of market conditions. The sum of these undiscounted future cash flows was less than the net book value of the asset group resulting in an impairment charge of $3.2 million during the three months ended November 30, 2014.

During the second quarter of fiscal 2015, management committed to a plan to sell certain non-core Engineered Cabs assets. As all of the criteria for classification as assets held for sale were met, the net assets of the business have been presented separately as assets held for sale in our consolidated balance sheets as of November 30, 2014. In accordance with the applicable accounting guidance, the net assets were recorded at the lower of net book value or fair value less costs to sell, resulting in an impairment charge of $2.4 million during the three months ended November 30, 2014.

During the second quarter of fiscal 2015, we determined that indicators of impairment were present at the Company s military construction business. Recoverability of the identified asset group was tested using future cash flow projections based on management s long-range estimates of market conditions. The sum of these undiscounted future cash flows was less than the net book value of the asset group. In accordance with the applicable accounting guidance, the net assets were written down to their fair value, resulting in an impairment charge of $1.2 million during the three months ended November 30, 2014.

During the fourth quarter of fiscal 2014, management committed to a plan to sell the Company s 60%-owned consolidated joint venture in India, Worthington Nitin Cylinders. As all of the criteria for classification as assets held for sale were met, the net assets of the business were presented separately as assets held for sale in our consolidated balance sheet as of May 31, 2014. In accordance with the applicable accounting guidance, the net assets were recorded at the lower of net book value or fair value less costs to sell as of May 31, 2014. As a result of changes in facts and circumstances related to the planned sale of Worthington Nitin Cylinders during the second quarter of fiscal 2015, the Company reassessed the fair value of the business and determined that the remaining book value should be written off resulting in an impairment charge of $6.3 million during the three months ended November 30, 2014.

During the fourth quarter of fiscal 2014, management committed to a plan to sell certain non-core Steel Processing assets. As all of the criteria for classification as assets held for sale were met, the net assets of the business have been presented separately as assets held for sale in our consolidated balance sheets as of November 30, 2014 and May 31, 2014. In accordance with the applicable accounting guidance, the net assets were recorded at the lower of net book value or fair value less costs to sell as of May 31, 2014. As a result of changes in facts and circumstances related to the planned sale, the Company reassessed the fair value of the business resulting in additional impairment charges totaling $3.1 million during the six months ended November 30, 2014.

Goodwill and intangible assets with indefinite lives are not amortized, but instead are tested for impairment annually, during the fourth quarter, or more frequently if events or changes in circumstances indicate that impairment may be present. Application of goodwill impairment testing involves judgment, including but not limited to, the identification of reporting units and the estimation of the fair value of each reporting unit. A reporting unit is defined as an operating segment or one level below an operating segment. We test goodwill at the operating segment level as we have determined that the characteristics of the reporting units within each operating segment are similar and allow for their aggregation in accordance with the applicable accounting guidance.

The goodwill impairment test consists of comparing the fair value of each operating segment, determined using discounted cash flows, to each operating segment s respective carrying value. If the estimated fair value of an operating segment exceeds its carrying value, there is no impairment. If the carrying amount of the operating segment exceeds its estimated fair value, a goodwill impairment is indicated. The amount of the impairment is determined by comparing the fair value of the net assets of the operating segment, excluding goodwill, to its estimated fair value, with the difference representing the implied fair value of the goodwill. If the implied fair value of the goodwill is lower than its carrying value, the difference is recorded as an impairment charge in the applicable consolidated statement of earnings. We performed our annual impairment evaluation of goodwill and other indefinite-lived intangible assets during the fourth quarter of fiscal 2014 and concluded that the fair value of each operating segment exceeded its carrying value; therefore, no impairment charges were recognized. As expected, however, the estimated fair value of the Engineered Cabs operating segment, which was acquired in fiscal 2012, exceeded its carrying value by less than 10%. The key assumptions that drive the fair value calculation are projected cash flows and the discount rate. Changes in these assumptions could lead to a step 2 calculation to quantify a potential impairment. Engineered Cabs has been negatively affected by softness in the mining and agricultural markets and by increased manufacturing costs related to the rollout of new programs. If markets don t return and we are unable to reduce expenses, it will have a negative impact on the projected cash flows and the associated valuation of the business. The Engineered Cabs operating segment had goodwill totaling $44.9 million at November 30, 2014. No impairment indicators were present with regard to our goodwill or intangible assets with indefinite useful lives during the six months ended November 30, 2014.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risks have not changed significantly from those disclosed in Part II - Item 7A. Quantitative and Qualitative Disclosures About Market Risk of our 2014 Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures [as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)] that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management, with the participation of our principal executive officer and our principal financial officer, performed an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q (the fiscal quarter ended November 30, 2014). Based on that evaluation, our principal executive officer and our principal financial officer have concluded that such disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period covered by this Quarterly Report on Form 10-Q.

Table of Contents

Changes in Internal Control Over Financial Reporting

There were no changes that occurred during the period covered by this Quarterly Report on Form 10-Q (the fiscal quarter ended November 30, 2014) in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Various legal actions, which generally have arisen in the ordinary course of business, are pending against the Company. None of this pending litigation, individually or collectively, is expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Item 1A. Risk Factors

There are certain risks and uncertainties in our business that could cause our actual results to differ materially from those anticipated. In PART I Item 1A. -- Risk Factors of the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (the 2014 Form 10-K), as filed with the Securities and Exchange Commission on July 30, 2014, and available at www.sec.gov or at www.worthingtonindustries.com, we included a detailed discussion of our risk factors. Other than as noted below, our risk factors have not changed significantly from those disclosed in our 2014 Form 10-K. These risk factors should be read carefully in connection with evaluating our business and in connection with the forward-looking statements and other information contained in this Quarterly Report on Form 10-Q. Any of the risks described in our 2014 Form 10-K could materially affect our business, consolidated financial condition or future results and the actual outcome of matters as to which forward-looking statements are made. The risk factors described in our 2014 Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, also may materially adversely affect our business, financial condition and/or future results.

If the price of natural gas declines or oil prices remain low or decline further, the demand for products in our oil and gas equipment business could be adversely affected. Volatility or weakness in oil prices or natural gas prices, or the perception of future price declines, affects the spending patterns of our customers within the oil and gas equipment business and may result in the drilling of fewer wells or lower production spending on existing wells. This, in turn, could result in lower demand for our oil and gas equipment products and negatively impact our results of operations and financial condition.

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

The following table provides information about purchases made by, or on behalf of, Worthington Industries, Inc. or any affiliated purchaser (as defined in Rule 10b-18(a) (3) under the Exchange Act, as amended) of common shares of Worthington Industries, Inc. during each month of the fiscal quarter ended November 30, 2014:

Period	Total Number of Common Shares Purchased	Average Price Paid per Common Share	Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Common Shares that May Yet Be Purchased Under the Plans or Programs (1)
September 1-30, 2014	100,000	$ 36.85	100,000	11,131,532
October 1-31, 2014	500,000	$ 35.73	500,000	10,631,532
November 1-30, 2014	-	-	-	10,631,532
Total	600,000	$ 35.91	600,000	

(1) On June 29, 2011, Worthington Industries, Inc. announced that the Board authorized the repurchase of up to 10,000,000 of our outstanding common shares. At November 30, 2014, 631,532 common shares remained available for repurchase under this authorization. On June 25, 2014, the Board authorized the repurchase of up to an additional 10,000,000 of Worthington Industries outstanding common shares, increasing the total number of common shares available for repurchase to 10,631,532. The common shares available for repurchase under these authorizations may be purchased from time to time, with consideration given to the market price of the common shares, the nature of other investment opportunities, cash flows from operations and general economic conditions. Repurchases may be made on the open market or through privately negotiated transactions.

Table of Contents

Item 3. Defaults Upon Senior Securities

Not applicable

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

Not applicable

Table of Contents

Item 6. Exhibits

10.1	Second Amendment to the Worthington Industries, Inc. Non-Qualified Deferred Compensation Plan (Second Amendment effective as of October 1, 2014) (incorporated herein by reference to Exhibit 10.3 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399))
10.2	Second Amendment to the Worthington Industries, Inc. Amended and Restated 2005 Non-Qualified Deferred Compensation Plan (Second Amendment effective as of October 1, 2014) (incorporated herein by reference to Exhibit 10.6 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399))
10.3	Second Amendment to the Worthington Industries, Inc. Deferred Compensation Plan for Directors, as Amended and Restated (Second Amendment effective as of October 1, 2014) (incorporated herein by reference to Exhibit 10.9 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399))
10.4	Second Amendment to the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (Second Amendment effective as of October 1, 2014) (incorporated herein by reference to Exhibit 10.12 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399))
10.5	Summary of Annual Base Salaries Approved for Named Executive Officers of Worthington Industries, Inc. (effective September 2014) (incorporated herein by reference to Exhibit 10.66 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399))
31.1	Rule 13a - 14(a) / 15d - 14(a) Certifications (Principal Executive Officer) *
31.2	Rule 13a - 14(a) / 15d - 14(a) Certifications (Principal Financial Officer) *
32.1	Certifications of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**
32.2	Certifications 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.PRE	XBRL Taxonomy Extension Presentation Linkbase Document #
101.LAB	XBRL Taxonomy Extension Label Linkbase Document #
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document #
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document #

* Filed herewith.

** Furnished herewith.

Attached as Exhibit 101 to this Quarterly Report on Form 10-Q of Worthington Industries, Inc. are the following documents formatted in XBRL (Extensible Business Reporting Language):

(i) Consolidated Balance Sheets at November 30, 2014 and May 31, 2014;

(ii) Consolidated Statements of Earnings for the three and six months ended November 30, 2014 and November 30, 2013;

(iii) Consolidated Statements of Comprehensive Income for the three and six months ended November 30, 2014 and November 30, 2013;
(iv) Consolidated Statements of Cash Flows for the three and six months ended November 30, 2014 and November 30, 2013; and
(v) Notes to Consolidated Financial Statements.

Table of Contents

SIGNATURES

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

	WORTHINGTON INDUSTRIES, INC.
Date: January 9, 2015	By: /s/ B. Andrew Rose B. Andrew Rose,
	Executive Vice President and Chief Financial Officer
	(On behalf of the Registrant and as Principal
	Financial Officer)

Table of Contents

INDEX TO EXHIBITS

Exhibit No.	Description	Location
10.1	Second Amendment to the Worthington Industries, Inc. Non-Qualified Deferred Compensation Plan (Second Amendment effective as of October 1, 2014)	Incorporated herein by reference to Exhibit 10.3 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399)
10.2	Second Amendment to the Worthington Industries, Inc. Amended and Restated 2005 Non-Qualified Deferred Compensation Plan (Second Amendment effective as of October 1, 2014)	Incorporated herein by reference to Exhibit 10.6 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399)
10.3	Second Amendment to the Worthington Industries, Inc. Deferred Compensation Plan for Directors, as Amended and Restated (Second Amendment effective as of October 1, 2014)	Incorporated herein by reference to Exhibit 10.9 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399)
10.4	Second Amendment to the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (Second Amendment effective as of October 1, 2014)	Incorporated herein by reference to Exhibit 10.12 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399)
10.5	Summary of Annual Base Salaries Approved for Named Executive Officers of Worthington Industries, Inc. (effective September 2014)	Incorporated herein by reference to Exhibit 10.66 to the Annual Report on Form 10-K of Worthington Industries, Inc. for the fiscal year ended May 31, 2014 (SEC File No. 1-8399)
31.1	Rule 13a - 14(a) / 15d - 14(a) Certifications (Principal Executive Officer)	Filed herewith
31.2	Rule 13a - 14(a) / 15d - 14(a) Certifications (Principal Financial Officer)	Filed herewith
32.1	Certifications of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
32.2	Certifications 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	Furnished herewith
101.INS	XBRL Instance Document	Submitted electronically herewith #
101.SCH	XBRL Taxonomy Extension Schema Document	Submitted electronically herewith #

101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Submitted electronically herewith #
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Submitted electronically herewith #
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Submitted electronically herewith #
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Submitted electronically herewith #

Attached as Exhibit 101 to this Quarterly Report on Form 10-Q of Worthington Industries, Inc. are the following documents formatted in XBRL (Extensible Business Reporting Language):

(i) Consolidated Balance Sheets at November 30, 2014 and May 31, 2014;

(ii) Consolidated Statements of Earnings for the three and six months ended November 30, 2014 and November 30, 2013;

(iii) Consolidated Statements of Comprehensive Income for the three and six months ended November 30, 2014 and November 30, 2013;

(iv) Consolidated Statements of Cash Flows for the three and six months ended November 30, 2014 and November 30, 2013; and

(v) Notes to Consolidated Financial Statements.