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2017

2016

2015

Net Sales

\$

1,474.7

\$

1,329.3

\$

1,286.5

Operating Earnings

360.4

113.9

302.1

Net Earnings

252.4

40.7

345.7

Diluted Net Earnings per Common Share

\$

1.45

\$

0.24

\$

1.95

Adjusted (non-GAAP)⁽¹⁾:

Operating Earnings, adjusted

\$

372.5

\$

305.9

\$

302.1

Net Earnings, adjusted

249.4

202.1

204.3

Diluted Net Earnings per Common Share, adjusted

\$

1.43

\$

1.18

\$

1.15

Excludes impacts of non-recurring income tax adjustments, changes in accounting for stock compensation, and (1) pension restructuring in 2017. Also excludes the effects of impairment charges in 2016 and net investment income from the Liquid Finishing businesses sold in 2015. See adjusted financial results below for a reconciliation of the adjusted non-GAAP financial measures to GAAP.

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Multiple events in the last three years caused significant fluctuations in financial results, including changes in accounting for tax benefits related to stock compensation, U.S. federal income tax reform and pension plan restructuring in 2017, impairment charges in 2016 and investment income from Liquid Finishing businesses sold in 2015. Excluding the impacts of those events presents a more consistent basis for comparison of financial results. A calculation of the non-GAAP measurements of adjusted operating earnings, earnings before income taxes, effective tax rates, net earnings and diluted net earnings per share follows (in millions except percentages and per share amounts):

| | 2017 | 2016 | 2015 |
|--|---------|---------|----------|
| Operating Earnings, as reported | \$360.4 | \$113.9 | \$302.1 |
| Pension settlement loss | 12.1 | — | — |
| Impairment | — | 192.0 | — |
| Operating Earnings, adjusted | \$372.5 | \$305.9 | \$302.1 |
| Earnings before income taxes | \$347.1 | \$96.7 | \$474.7 |
| Adjustments | 12.1 | 192.0 | (191.6) |
| Earnings before income taxes, adjusted | \$359.2 | \$288.7 | \$283.1 |
| Income taxes, as reported | \$94.7 | \$56.0 | \$129.0 |
| Excess tax benefit from option exercises | 36.3 | — | — |
| Income tax reform | (35.6) | — | — |
| Other non-recurring tax changes | 10.0 | — | — |
| Tax effects of adjustments | 4.4 | 30.6 | (50.2) |
| Income taxes, adjusted | \$109.8 | \$86.6 | \$78.8 |
| Effective income tax rate | | | |
| As reported | 27 | % 58 | % 27 |
| Adjusted | 31 | % 30 | % 28 |
| Net Earnings, as reported | \$252.4 | \$40.7 | \$345.7 |
| Pension settlement loss, net | 7.7 | — | — |
| Excess tax benefit from option exercises | (36.3) | — | — |
| Income tax reform | 35.6 | — | — |
| Other non-recurring tax changes | (10.0) | — | — |
| Impairment, net | — | 161.4 | — |
| Held separate investment (income), net | — | — | (141.4) |
| Net Earnings, adjusted | \$249.4 | \$202.1 | \$204.3 |
| Weighted Average Diluted Shares | 174.3 | 170.9 | 177.0 |
| Diluted Net Earnings per Share | | | |
| As reported | \$1.45 | \$0.24 | \$1.95 |
| Adjusted | \$1.43 | \$1.18 | \$1.15 |

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The following table presents an overview of components of net earnings as a percentage of net sales:

| | 2017 | 2016 | 2015 |
|--|---------|---------|---------|
| Net Sales | 100.0 % | 100.0 % | 100.0 % |
| Cost of products sold | 46.2 | 46.7 | 46.8 |
| Gross profit | 53.8 | 53.3 | 53.2 |
| Product development | 4.1 | 4.6 | 4.5 |
| Selling, marketing and distribution | 15.9 | 16.2 | 15.7 |
| General and administrative | 9.4 | 9.5 | 9.5 |
| Impairment | — | 14.4 | — |
| Operating earnings | 24.4 | 8.6 | 23.5 |
| Interest expense | 1.1 | 1.3 | 1.4 |
| Held separate investment (income), net | — | — | (14.9) |
| Other expense (income), net | (0.2) | — | 0.1 |
| Earnings before income taxes | 23.5 | 7.3 | 36.9 |
| Income taxes | 6.4 | 4.2 | 10.0 |
| Net Earnings | 17.1 % | 3.1 % | 26.9 % |
| Net Earnings, adjusted (see non-GAAP measurements above) | 16.9 % | 15.2 % | 15.9 % |

Net Sales

The following table presents net sales by geographic region (in millions):

| | 2017 | 2016 | 2015 |
|-------------------------|-----------|-----------|-----------|
| Americas ⁽¹⁾ | \$850.5 | \$777.0 | \$759.9 |
| EMEA ⁽²⁾ | 343.3 | 311.1 | 291.4 |
| Asia Pacific | 280.9 | 241.2 | 235.2 |
| Consolidated | \$1,474.7 | \$1,329.3 | \$1,286.5 |

(1) North, South and Central America, including the U.S. Sales in the U.S. were \$743 million in 2017, \$686 million in 2016 and \$654 million in 2015.

(2) Europe, Middle East and Africa

The following table presents the components of net sales change by geographic region:

| | 2017 | | | | 2016 | | | |
|--------------|------------------|--------------|----------|-------|------------------|--------------|----------|-------|
| | Volume and Price | Acquisitions | Currency | Total | Volume and Price | Acquisitions | Currency | Total |
| Americas | 9% | 0% | 0% | 9% | 1% | 1% | 0% | 2% |
| EMEA | 9% | 0% | 1% | 10% | 6% | 3% | (2)% | 7% |
| Asia Pacific | 17% | 0% | (1)% | 16% | 3% | 1% | (1)% | 3% |
| Consolidated | 11% | 0% | 0% | 11% | 3% | 1% | (1)% | 3% |

There were 52 weeks in fiscal 2017, compared to 53 weeks in fiscal 2016. Strong, broad-based demand levels around the world drove a double-digit percentage increase in sales in 2017. Sales growth was notably strong in China and across most other areas of Asia Pacific.

There were 53 weeks in fiscal 2016, compared to 52 weeks in fiscal 2015. In 2016, net sales at consistent currency translation rates increased 4 percent, including 3 percentage points of organic growth and 1 percentage point from acquired operations. The effects of currency translation offset the impact of sales from acquired operations. Strong sales increases in the Americas from the Contractor segment were mostly offset by decreases in the Industrial and Process segments. EMEA had sales growth in both developed and emerging markets, with strong growth from

Contractor and Industrial segments. Strong sales growth in China more than offset decreases in other areas of Asia Pacific.

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Gross Profit

In 2017, gross profit margin rate was one-half percentage point higher than the 2016 rate. Favorable effects from currency translation, higher production volume and realized pricing were partially offset by the unfavorable impact of product and channel mix.

In 2016, gross profit margin rate of 53% was consistent with the rate in the prior year. The favorable effects of realized pricing and product and channel mix offset the unfavorable impacts of lower factory volume.

Operating Expenses

The Company restructured its funded U.S. defined benefit pension plan in 2017. Included in the restructuring was the transfer of certain plan liabilities and assets to an insurance company that resulted in a \$12 million pension settlement loss included in general and administrative expense. Total operating expenses for 2016 included an impairment charge of \$192 million. Before the pension settlement loss in 2017 and the impairment charge in 2016, total operating expenses for 2017 were \$18 million (5 percent) higher than 2016, driven by volume and rate-related increases. Investment in new product development was \$60 million, slightly lower than 2016.

Total operating expenses for 2016 were \$212 million higher than 2015, including the impairment charge of \$192 million. Incremental expenses from acquired operations accounted for nearly half of the remainder of the increase. Incremental spending related to product and corporate initiatives increased expenses by approximately \$3 million, and changes in currency translation rates reduced operating expenses by approximately \$4 million. Investment in new product development was \$61 million or 4½ percent of sales in 2016, consistent with 2015 expense as a percentage of sales.

Operating Earnings

Operating earnings in 2017 were three times higher than 2016 operating earnings. Excluding the \$12 million pension settlement loss in 2017 and the \$192 million impairment charge in 2016, improved gross margin rate and expense leverage in 2017 led to a 22 percent gain in operating earnings and a 2 percentage point increase as a percentage of sales.

Operating earnings in 2016 before the impairment charge increased 1 percent, as the 5 percent increase in expenses exceeded the 3 percent increase in sales. Changes in currency translation rates reduced operating earnings by approximately \$4 million in 2016.

Income Taxes

The effective income tax rate for 2017 was 27 percent. Adoption of a new accounting standard, requiring excess tax benefits related to stock option exercises to be credited to the income tax provision (formerly credited to equity), reduced the tax provision by \$36 million, decreasing the effective tax rate by 10 percentage points. U.S. federal income tax reform legislation passed at the end of 2017 required a revaluation of net deferred tax assets and instituted a toll charge on unrepatriated foreign earnings that increased the tax provision by a total of \$36 million, increasing the effective tax rate by 10 percentage points. Effects of tax planning and other non-recurring tax changes decreased the 2017 effective rate by 3 percentage points.

The effective tax rate for 2016 was 58 percent, including approximately 28 percentage points related to the impairment charge, compared to 27 percent in 2015. The 2015 rate included favorable impacts of non-recurring tax benefits and post-tax dividend income, partially offset by the tax rate effects of the gain on the sale of Liquid

Finishing business assets. The net increase in effective rate from those items was partially offset by additional 2016 benefit from foreign earnings being taxed at lower rates than the U.S.

Segment Results

The Company has six operating segments which are aggregated into three reportable segments: Industrial, Process and Contractor. Refer to Part I Item 1. Business, for a description of the Company's three reportable segments. Management assesses performance of segments by reference to operating earnings excluding unallocated corporate expenses and asset impairments.

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The following table presents net sales and operating earnings by reporting segment (in millions):

| | 2017 | 2016 | 2015 |
|--|-----------|-----------|-----------|
| Sales | | | |
| Industrial | \$692.0 | \$629.6 | \$616.1 |
| Process | 294.6 | 266.6 | 273.6 |
| Contractor | 488.1 | 433.1 | 396.8 |
| Total | \$1,474.7 | \$1,329.3 | \$1,286.5 |
| Operating Earnings | | | |
| Industrial | \$237.7 | \$207.2 | \$201.8 |
| Process | 52.2 | 35.8 | 43.8 |
| Contractor | 113.9 | 91.8 | 86.4 |
| Unallocated corporate (expense) ⁽¹⁾ | (43.4) | (28.9) | (29.9) |
| Impairment ⁽²⁾ | — | (192.0) | — |
| Total | \$360.4 | \$113.9 | \$302.1 |

Unallocated corporate (expense) includes such items as stock compensation, divestiture and certain acquisition transaction costs, bad debt expense, charitable contributions, non-service cost portions of pension expense and (1)certain central warehouse expenses. The pension settlement loss and an increase in stock compensation expense account for most of the increase in unallocated corporate expenses in 2017. Unallocated corporate expenses in 2016 were consistent with the prior year.

(2) The impairment charge recorded in 2016 related to assets of our Oil and Natural Gas reporting unit included within the Process Segment. Refer to Critical Accounting Estimates for more discussion on the impairment charge.

Industrial Segment

The following table presents net sales and operating earnings as a percentage of sales for the Industrial segment (dollars in millions):

| | 2017 | 2016 | 2015 |
|---|---------|---------|---------|
| Sales | | | |
| Americas | \$299.5 | \$281.3 | \$288.9 |
| EMEA | 199.2 | 184.5 | 173.3 |
| Asia Pacific | 193.3 | 163.8 | 153.9 |
| Total | \$692.0 | \$629.6 | \$616.1 |
| Operating Earnings as a Percentage of Sales | 34 % | 33 % | 33 % |

The following table presents the components of net sales change by geographic region for the Industrial segment:

| | 2017 | | | | 2016 | | | |
|---------------|------------------|--------------|----------|-------|------------------|--------------|----------|-------|
| | Volume and Price | Acquisitions | Currency | Total | Volume and Price | Acquisitions | Currency | Total |
| Americas | 6% | 0% | 0% | 6% | (2)% | 0% | (1)% | (3)% |
| EMEA | 6% | 1% | 1% | 8% | 8% | 0% | (2)% | 6% |
| Asia Pacific | 18% | 1% | (1)% | 18% | 7% | 1% | (2)% | 6% |
| Segment Total | 9% | 1% | 0% | 10% | 3% | 0% | (1)% | 2% |

In 2017, strong growth in Asia Pacific drove the Industrial segment to a double-digit percentage increase in sales. The Industrial segment in the Americas benefited from favorable construction markets and continued activity in automotive and general industry, while protective coatings, heavy equipment and South America remained challenging. In EMEA, the Industrial segment benefited from strong improvement in industrial production in Western

Europe as well as growth in Eastern Europe, while sales in Africa and other emerging markets experienced a slight decline. As economies in Asia Pacific benefited from recovery in global demand, we saw growth in automotive and a broad base of general industries.

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Higher sales volume, including strong finishing systems growth, and expense leverage drove a 1 percentage point increase in operating margin rate. Increased spending on product and regional growth initiatives in the fourth quarter partially offset strong operating margins earned in the first three quarters.

In 2016, sales in the Industrial segment were down in the Americas, with a weaker capital spending environment and softness in agriculture, energy, mining and heavy machinery markets. The decrease in the Americas was more than offset by increases in EMEA, led by strong growth in the powder business, and in Asia Pacific. Operating margin rates for this segment in 2016 were consistent with the prior year.

In this segment, sales in each geographic region are significant and management looks at economic and financial indicators in each region, including gross domestic product, industrial production, capital investment rates, automobile production, building construction and the level of the U.S. dollar versus the euro, the Swiss franc, the Canadian dollar, the Australian dollar and various Asian currencies.

Process Segment

The following table presents net sales and operating earnings as a percentage of sales for the Process segment (dollars in millions):

| | 2017 | 2016 | 2015 |
|---|---------|---------|---------|
| Sales | | | |
| Americas | \$187.6 | \$170.4 | \$171.8 |
| EMEA | 56.0 | 52.4 | 55.0 |
| Asia Pacific | 51.0 | 43.8 | 46.8 |
| Total | \$294.6 | \$266.6 | \$273.6 |
| Operating Earnings as a Percentage of Sales | 18 % | 13 % | 16 % |

The following table presents the components of net sales change by geographic region for the Process segment:

| | 2017 | | | | 2016 | | | |
|---------------|------------------|--------------|----------|-------|------------------|--------------|----------|-------|
| | Volume and Price | Acquisitions | Currency | Total | Volume and Price | Acquisitions | Currency | Total |
| Americas | 10% | 0% | 0% | 10% | (5)% | 4% | 0% | (1)% |
| EMEA | 9% | 0% | (2)% | 7% | (12)% | 12% | (5)% | (5)% |
| Asia Pacific | 17% | 0% | (1)% | 16% | (8)% | 4% | (2)% | (6)% |
| Segment Total | 11% | 0% | 0% | 11% | (7)% | 6% | (2)% | (3)% |

In 2017, legacy product applications of the Process segment had double-digit percentage growth for the year. In the Americas and in EMEA, the Process segment saw growth in 2017 in technology, sanitary and vehicle service applications and stable markets for industrial lubrication and environmental applications. Sales directly into oil and natural gas applications were flat for the year, though offshore activity remains weak. In Asia Pacific, process applications continued to be favorable and, though sales into mining applications remained low in 2017, rising commodity prices could give rise to higher activity levels going forward. Operating margin rates for this segment increased 5 percentage points, driven by higher sales volume, favorable expense leverage and a decrease in intangible amortization related to the impairment recorded in the fourth quarter of 2016.

In 2016, sales in the Process segment decreased in all regions, with weakness in oil and natural gas and mining markets. Early in 2016, the segment acquired two businesses that enhance and complement the Company's position in environmental monitoring and remediation markets. Incremental sales from the acquired operations totaled \$14 million in 2016. Operating margin rate decreased in 2016 due to lower sales volume and unfavorable expense leverage.

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Although the Americas represent the substantial majority of sales for the Process segment, and indicators in that region are the most significant, management monitors indicators such as levels of gross domestic product, capital investment, industrial production, oil and natural gas markets and mining activity worldwide.

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Contractor Segment

The following table presents net sales and operating earnings as a percentage of sales for the Contractor segment (dollars in millions):

| | 2017 | 2016 | 2015 |
|---|---------|---------|---------|
| Sales | | | |
| Americas | \$363.4 | \$325.3 | \$299.2 |
| EMEA | 88.1 | 74.3 | 63.1 |
| Asia Pacific | 36.6 | 33.5 | 34.5 |
| Total | \$488.1 | \$433.1 | \$396.8 |
| Operating Earnings as a Percentage of Sales | 23 % | 21 % | 22 % |

The following table presents the components of net sales change by geographic region for the Contractor segment:

| | 2017 | | | | 2016 | | | |
|---------------|------------------|--------------|----------|-------|------------------|--------------|----------|-------|
| | Volume and Price | Acquisitions | Currency | Total | Volume and Price | Acquisitions | Currency | Total |
| Americas | 12% | 0% | 0% | 12% | 9% | 0% | 0% | 9% |
| EMEA | 17% | 0% | 2% | 19% | 19% | 0% | (1)% | 18% |
| Asia Pacific | 9% | 0% | 0% | 9% | (1)% | 0% | (2)% | (3)% |
| Segment Total | 12% | 0% | 1% | 13% | 10% | 0% | (1)% | 9% |

In 2017, the Contractor segment had strong sales growth in all channels and regions. New product sales, expanded distribution and improved economic environment drove strong growth in EMEA from both developed and emerging markets. The Contractor segment benefited from the ongoing strength in both residential and commercial construction in North America, Western Europe, and Central East Europe. Ongoing emphasis on development of commercial resources and distribution in Asia Pacific resulted in growth in many areas of the region. Economic conditions and equipment adoption rates remain challenging in emerging markets in EMEA, Asia Pacific and South America. Contractor segment operating margin rate for the year increased 2 percentage points compared to last year due to higher sales volume, improved gross margin rate and favorable expense leverage.

In 2016, new products and continued strength in U.S. residential and commercial construction markets drove sales growth in the Americas. Both the home center channel and the paint store channel had solid sales growth in the Americas. In EMEA, sales growth came from both developed and emerging markets, with most of the increase from Western and Central Europe. Operating margin rates decreased slightly compared to 2015 rates due to unfavorable expense leverage and product and channel mix.

In this segment, sales in all regions are significant and management reviews economic and financial indicators in each region, including levels of residential, commercial and institutional construction, remodeling rates and interest rates. Management also reviews gross domestic product for the regions and the level of the U.S. dollar versus the euro and other currencies.

Financial Condition and Cash Flow

Working Capital. The following table highlights several key measures of asset performance (dollars in millions):

| | 2017 | 2016 |
|--|---------|---------|
| Working capital | \$397.5 | \$325.4 |
| Current ratio | 2.7 | 2.8 |
| Days of sales in receivables outstanding | 63 | 61 |
| Inventory turnover (LIFO) | 3.1 | 3.0 |

Increases in accounts receivable were consistent with higher sales levels, and inventories increased to meet higher demand and service levels.

Capital Structure. At December 29, 2017, the Company's capital structure included current notes payable of \$7 million, long-term debt of \$226 million and shareholders' equity of \$723 million. At December 30, 2016, the Company's capital structure included current notes payable of \$9 million, long-term debt of \$306 million and shareholders' equity of \$574 million.

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Shareholders' equity increased by \$149 million in 2017. The increase from current year earnings of \$252 million was partially offset by dividends of \$83 million and share repurchases of \$90 million. Increases related to shares issued, stock compensation and changes in accumulated other comprehensive income totaled \$70 million.

Liquidity and Capital Resources. The Company had cash held in deposit accounts totaling \$104 million at December 29, 2017, and \$52 million as of December 30, 2016. As of December 29, 2017, cash balances of \$9 million were restricted to funding of certain self-insured loss reserves, and included within other current assets on the Company's Consolidated Balance Sheets. In 2015, the Company asserted that it will indefinitely reinvest earnings of foreign subsidiaries to support expansion of its international business. As of December 29, 2017, the amount of cash held outside the U.S. was not significant to the Company's liquidity and was available to fund investments abroad.

On December 15, 2016, the Company executed an amendment to its revolving credit agreement, extending the expiration date to December 15, 2021 and decreasing certain interest rates and fees. The amended agreement with a syndicate of lenders provides up to \$500 million of committed credit, available for general corporate purposes, working capital needs, share repurchases and acquisitions. The Company may borrow up to \$50 million under the swingline portion of the facility for daily working capital needs.

Under terms of the amended revolving credit agreement, borrowings may be denominated in U.S. dollars or certain other currencies. Loans denominated in U.S. dollars bear interest, at the Company's option, at either a base rate or a LIBOR-based rate. Loans denominated in currencies other than U.S. dollars bear interest at a LIBOR-based rate. The base rate is an annual rate equal to a margin ranging from zero percent to 0.75 percent, depending on the Company's cash flow leverage ratio (debt to earnings before interest, taxes, depreciation, amortization and extraordinary non-operating or non-cash charges and expenses) plus the highest of (i) the bank's prime rate, (ii) the federal funds rate plus 0.5 percent, or (iii) one-month LIBOR plus 1.5 percent. In general, LIBOR-based loans bear interest at LIBOR plus 1 percent to 1.75 percent, depending on the Company's cash flow leverage ratio. In addition to paying interest on the outstanding loans, the Company is required to pay a fee on the unused amount of the loan commitments at an annual rate ranging from 0.125 percent to 0.25 percent, depending on the Company's cash flow leverage ratio.

On December 29, 2017, the Company had \$545 million in lines of credit, including the \$500 million in committed credit facilities described above and \$45 million with foreign banks. The unused portion of committed credit lines was \$512 million as of December 29, 2017.

Various debt agreements require the Company to maintain certain financial ratios as to cash flow leverage and interest coverage. The Company is in compliance with all financial covenants of its debt agreements as of December 29, 2017.

Internally generated funds and unused financing sources are expected to provide the Company with the flexibility to meet its liquidity needs in 2018, including its capital expenditure plan of approximately \$40 million (excluding several building expansion projects that are currently in planning and design phases), planned dividends estimated at \$90 million, share repurchases and acquisitions. If acquisition opportunities increase, the Company believes that reasonable financing alternatives are available for the Company to execute on those opportunities.

In December 2017, the Company's Board of Directors increased the Company's regular quarterly dividend to \$0.1325 from \$0.1200 per share, an increase of 10 percent.

Cash Flow. A summary of cash flow follows (in millions):

| | 2017 | 2016 | 2015 |
|----------------------|----------|----------|----------|
| Operating activities | \$337.9 | -\$276.0 | \$191.4 |
| Investing activities | (68.5) | (90.9) | 369.9 |
| Financing activities | (217.1) | (185.2) | (536.2) |

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|--|---------|--------|--------|
| Effect of exchange rates on cash | (1.0) | 0.2 | 3.5 |
| Net cash provided | 51.3 | 0.1 | 28.6 |
| Cash and cash equivalents at end of year | \$103.7 | \$52.4 | \$52.3 |

Cash Flows From Operating Activities. Net cash provided by operating activities was \$338 million in 2017, up \$62 million compared to 2016, driven by an increase in net earnings. Net cash provided by operating activities was \$276 million in 2016, up \$85 million compared to 2015. Cash flows from operating activities in 2015 included the effects of increases in inventory and accounts receivable and payments of transaction costs and income taxes related to the sale of Liquid Finishing business assets.

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Cash Flows Used in Investing Activities. Cash flows used in investing activities totaled \$68 million in 2017, including \$40 million for capital additions and \$28 million for business acquisitions. Cash outflows from investing activities totaled \$91 million in 2016. The Company used proceeds from its revolving line of credit to acquire two related businesses for a total cash price of \$49 million and made capital additions of \$42 million. Cash inflows from investing activities in 2015 included \$610 million from the sale of the Liquid Finishing business assets, partially offset by cash outflows of \$189 million for acquisitions and \$42 million for capital additions.

Cash Flows Used in Financing Activities. Cash flows used in financing activities totaled \$217 million in 2017 and included dividends of \$80 million, net payments of \$83 million on long-term debt and outstanding lines of credit (including a \$75 million prepayment of private placement debt that was due in 2018) and share repurchases of \$90 million (partially offset by net proceeds from share issuances of \$36 million). Cash flows used in financing activities totaled \$185 million in 2016. Cash outflows in 2016 included dividend payments of \$73 million, share repurchases of \$50 million (partially offset by proceeds from share issuances of \$33 million) and net payments on outstanding lines of credit of \$93 million. Cash flows used in financing activities in 2015 included net payments on outstanding lines of credit of \$211 million, share repurchases of \$275 million and dividends paid of \$69 million.

On April 24, 2015, the Board of Directors authorized the purchase of up to 18 million shares, primarily through open market transactions. The authorization is for an indefinite period of time or until terminated by the Board. Under the authorization, 8.8 million shares remain available for purchase as of December 29, 2017.

The Company repurchased and retired 2.6 million shares in 2017, compared to 2.3 million shares in 2016 and 11.6 million shares in 2015. The Company expects to continue to make opportunistic share repurchases in 2018 via open market transactions or short-dated accelerated share repurchase (“ASR”) programs.

Off-Balance Sheet Arrangements and Contractual Obligations. The Company has no significant off-balance sheet debt or other unrecorded obligations other than the items noted in the following table. In addition, the Company could be obligated to perform under standby letters of credit totaling \$2 million at December 29, 2017. The Company has also guaranteed the debt of its subsidiaries for up to \$10 million. All debt of subsidiaries is reflected in the consolidated balance sheets.

As of December 29, 2017, the Company is obligated to make cash payments in connection with obligations as follows (in millions):

| | Payments due by period | | | | |
|---|------------------------|------------------|-----------|-----------|-------------------|
| | Total | Less than 1 year | 1-3 years | 3-5 years | More than 5 years |
| Long-term debt | \$226.0 | \$ — | \$75.0 | \$1.0 | \$ 150.0 |
| Interest on long-term debt | 63.2 | 11.4 | 20.2 | 15.6 | 16.0 |
| Other non-current liabilities ⁽¹⁾ | 6.0 | 1.0 | 4.0 | 0.4 | 0.6 |
| Operating leases | 28.2 | 8.3 | 10.2 | 4.9 | 4.8 |
| Service contracts | 6.4 | 2.9 | 3.2 | 0.3 | — |
| Purchase obligations ⁽²⁾ | 130.0 | 130.0 | — | — | — |
| Unfunded pension and postretirement medical benefits ⁽³⁾ | 35.4 | 2.7 | 6.1 | 7.1 | 19.5 |
| Total | \$495.2 | \$ 156.3 | \$ 118.7 | \$29.3 | \$ 190.9 |

(1) Other non-current liabilities include estimated obligations for representations and warranties associated with the Liquid Finishing business divestiture, additional purchase consideration based on future revenues of an acquired business in excess of specified thresholds, and amounts related to certain capitalized leasehold improvements.

(2) The Company is committed to pay suppliers under the terms of open purchase orders issued in the normal course of business. The Company also has commitments with certain suppliers to purchase minimum quantities, and under the terms of certain agreements, the Company is committed for certain portions of the supplier’s inventory. The

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Company does not purchase, or commit to purchase, quantities in excess of normal usage or amounts that cannot be used within one year.

- (3) The amounts and timing of future Company contributions to the funded qualified defined benefit pension plan are unknown because they are dependent on pension fund asset performance and pension obligation valuation assumptions.

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Critical Accounting Estimates

The Company prepares its consolidated financial statements in conformity with generally accepted accounting principles in the United States of America (“U.S. GAAP”). The Company’s most significant accounting policies are disclosed in Note A (Summary of Significant Accounting Policies) to the consolidated financial statements. The preparation of the consolidated financial statements, in conformity with U.S. GAAP, requires management to make estimates and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual amounts will differ from those estimates. The Company considers the following policies to involve the most judgment in the preparation of the Company’s consolidated financial statements.

Excess and Discontinued Inventory. The Company’s inventories are valued at the lower of cost or net realizable value. Reserves for excess and discontinued products are estimated. The amount of the reserve is determined based on projected sales information, plans for discontinued products and other factors. Though management considers these balances adequate, changes in sales volumes due to unanticipated economic or competitive conditions are among the factors that would result in materially different amounts for this item.

Goodwill and Other Intangible Assets. The Company performs impairment testing for goodwill annually in the fourth quarter or more frequently if events or changes in circumstances indicate that the asset might be impaired. The Company estimates the fair value of the reporting units using a present value of future cash flows calculation cross-checked by an allocation of market capitalization approach. The impairment test is performed using a two-step process. In the first step, the fair value of each reporting unit is compared with the carrying amount of the reporting unit. If the estimated fair value exceeds its carrying value, step two of the impairment analysis is not required. If the estimated fair value is less than its carrying amount, impairment is indicated and the second step must be completed in order to determine the amount, if any, of the impairment. In the second step, an impairment loss is recognized for the difference between the implied value of goodwill and the carrying value.

The Company’s primary identifiable intangible assets include customer relationships, trademarks, trade names, proprietary technology and patents. Finite lived intangibles are amortized and are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Indefinite lived intangibles are reviewed for impairment annually in the fourth quarter, or more frequently if events or changes in circumstances indicate the asset might be impaired.

A considerable amount of management judgment and assumptions are required in performing the impairment tests. Management makes several assumptions, including earnings and cash flow projections, discount rate, product offerings and market strategies, customer attrition, and royalty rates, each of which have a significant impact on the estimated fair values. Though management considers its judgments and assumptions to be reasonable, changes in these assumptions could impact the estimated fair value.

In 2016, operating results of our Oil and Natural Gas reporting unit (“ONG”) within the Process segment fell short of expectations due to weakness in oil and natural gas markets. We concluded that the depth and length of industry weakness, and its continuing impact on ONG results, were greater than previously expected, so we completed an impairment analysis and recorded adjustments to reduce goodwill by \$147 million and other intangible assets by \$45 million. The impairment charges reduced 2016 operating earnings by \$192 million, created a \$31 million deferred tax benefit, and decreased net earnings by \$161 million.

In 2017, we completed our annual impairment testing of goodwill and other intangible assets in the fourth quarter. No impairment charges were recorded as a result of that review.

Income Taxes. In the preparation of the Company's consolidated financial statements, management calculates income taxes. This includes estimating current tax liability as well as assessing temporary differences resulting from different treatment of items for tax and financial statement purposes. These differences result in deferred tax assets and liabilities, which are recorded on the balance sheet using statutory rates in effect for the year in which the differences are expected to reverse. These assets and liabilities are analyzed regularly and management assesses the likelihood that deferred tax assets will be recoverable from future taxable income. A valuation allowance is established to the extent that management believes that recovery is not likely. Liabilities for uncertain tax positions are also established for potential and ongoing audits of federal, state and international issues. The Company routinely monitors the potential impact of such situations and believes that liabilities are properly stated. Valuations related to amounts owed and tax rates could be impacted by changes to tax codes and the Company's interpretation thereof, changes in statutory rates, the Company's future taxable income levels and the results of tax audits.

Retirement Obligations. The measurements of the Company's pension and postretirement medical obligations are dependent on a number of assumptions including estimates of the present value of projected future payments, taking into consideration future events such as salary increase and demographic experience. These assumptions may have an impact on the expense and timing of future contributions.

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The assumptions used in developing the required estimates for pension obligations include discount rate, inflation, salary increases, retirement rates, expected return on plan assets and mortality rates. The assumptions used in developing the required estimates for postretirement medical obligations include discount rates, rate of future increase in medical costs and participation rates.

For U.S. plans, the Company establishes its discount rate assumption by reference to a yield curve published by an actuary and projected plan cash flows. For plans outside the U.S., the Company establishes a rate by country by reference to highly rated corporate bonds. These reference points have been determined to adequately match expected plan cash flows. The Company bases its inflation assumption on an evaluation of external market indicators. The salary assumptions are based on actual historical experience, the near-term outlook and assumed inflation. Retirement rates are based on experience. The investment return assumption is based on the expected long-term performance of plan assets. In setting this number, the Company considers the input of actuaries and investment advisors, its long-term historical returns, the allocation of plan assets and projected returns on plan assets. The Company decreased its investment return assumption for its U.S. plans to a weighted average rate of 7.0 percent for 2018. Mortality rates are based on current common group mortality tables for males and females.

In 2017, net pension cost of \$15 million was allocated to cost of products sold and operating expenses based on salaries and wages, and the \$12 million settlement loss component of pension cost was charged to general and administrative expense. At December 29, 2017, a one-half percentage point decrease in the indicated assumptions would have the following effects (in millions):

| Assumption | Funded Status | Expense |
|---------------------------|---------------|---------|
| Discount rate | \$ (30.6) | \$ 3.0 |
| Expected return on assets | — | 1.3 |

Recent Accounting Pronouncements

Refer to Note A (Summary of Significant Accounting Policies) to the Consolidated Financial Statements of this Form 10-K for disclosures related to recent accounting pronouncements.

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Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company sells and purchases products and services in currencies other than the U.S. dollar and pays variable interest rates on borrowings under certain credit facilities. Consequently, the Company is subject to profitability risk arising from exchange and interest rate movements. The Company may use a variety of financial and derivative instruments to manage foreign currency and interest rate risks. The Company does not enter into any of these instruments for trading purposes to generate revenue. Rather, the Company's objective in managing these risks is to reduce fluctuations in earnings and cash flows associated with changes in foreign currency exchange and interest rates.

The Company may use forward exchange contracts, options and other hedging activities to hedge the U.S. dollar value resulting from anticipated currency transactions and net monetary asset and liability positions. At December 29, 2017, the currencies to which the Company had the most significant balance sheet exchange rate exposure were the euro, Swiss franc, Canadian dollar, British pound, Japanese yen, Australian dollar, Chinese yuan renminbi and South Korean won. It is not possible to determine the true impact of currency rate changes; however, the direct translation effect on net sales and net earnings can be estimated. In 2017, changes in currency translation rates increased sales and net earnings by approximately \$2 million and \$1 million, respectively. In 2016, changes in currency translation rates reduced sales and net earnings by approximately \$12 million and \$2 million, respectively. In 2015, changes in currency translation rates reduced sales and net earnings by approximately \$58 million and \$20 million, respectively.

2018 Outlook

Our outlook for the full-year 2018 is for mid single-digit sales growth on an organic, constant currency basis, with growth expected in every region and reportable segment. Demand levels in the fourth quarter of 2017 remained solid and provide a foundation for our full-year outlook. While Industrial segment sales growth in the fourth quarter was low, bookings were better than billings and indicative of a capital equipment environment that remains stable-to-improving.

At January 2018 exchange rates, assuming the same volumes, mix of products and mix of business by currency as in 2017, the movement in foreign currencies would be a tailwind of approximately 3 percent on sales and 7 percent on earnings in 2018.

The Company's backlog is typically small compared to annual sales and is not a good indicator of future business levels. In addition to economic growth, the successful launch of new products and expanded distribution coverage, the sales outlook is dependent on many factors, including realization of price increases and stable foreign currency exchange rates.

Forward-Looking Statements

The Company desires to take advantage of the "safe harbor" provisions regarding forward-looking statements of the Private Securities Litigation Reform Act of 1995 and is filing this Cautionary Statement in order to do so. From time to time various forms filed by our Company with the Securities and Exchange Commission, including this Form 10-K and our Form 10-Qs and Form 8-Ks, and other disclosures, including our 2017 Overview report, press releases, earnings releases, analyst briefings, conference calls and other written documents or oral statements released by our Company, may contain forward-looking statements. Forward-looking statements generally use words such as "expect," "foresee," "anticipate," "believe," "project," "should," "estimate," "will," and similar expressions, and reflect our Company's expectations concerning the future. All forecasts and projections are forward-looking statements. Forward-looking statements are based upon currently available information, but various risks and uncertainties may cause our Company's actual results to differ materially from those expressed in these statements. The Company undertakes no

obligation to update these statements in light of new information or future events.

Future results could differ materially from those expressed, due to the impact of changes in various factors. These risk factors include, but are not limited to, the factors discussed in Item 1A of this Annual Report on Form 10-K. Shareholders, potential investors and other readers are urged to consider these factors in evaluating forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements.

Investors should realize that factors other than those identified in Item 1A might prove important to the Company's future results. It is not possible for management to identify each and every factor that may have an impact on the Company's operations in the future as new factors can develop from time to time.

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Item 8. Financial Statements and Supplementary Data

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. The internal control system was designed to provide reasonable assurance to management and the board of directors regarding the reliability of financial reporting and preparation of financial statements in accordance with generally accepted accounting principles.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 29, 2017. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013).

Based on our assessment and those criteria, management believes the Company's internal control over financial reporting is effective as of December 29, 2017.

The Company's independent auditors have issued an attestation report on the Company's internal control over financial reporting. That report appears in this Form 10-K.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Graco Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Graco Inc. and Subsidiaries (the "Company") as of December 29, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 29, 2017 of the Company and our report dated February 20, 2018 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota

February 20, 2018

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Graco Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Graco Inc. and Subsidiaries (the "Company") as of December 29, 2017 and December 30, 2016, the related consolidated statements of earnings, comprehensive income, cash flows, and shareholders' equity for each of the three years in the period ended December 29, 2017, and the related notes and the financial statement schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 29, 2017, and December 30, 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 29, 2017, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 29, 2017, based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 20, 2018, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota

February 20, 2018

We have served as the Company's auditor since at least 1969, in connection with its initial public offering.

Table of ContentsGRACO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS

(In thousands, except per share amounts)

| | Years Ended | | |
|--|----------------------|----------------------|----------------------|
| | December 29, 2017 | December 30, 2016 | December 25, 2015 |
| Net Sales | \$1,474,744 | \$ 1,329,293 | \$ 1,286,485 |
| Cost of products sold | 681,695 | 621,054 | 601,785 |
| Gross Profit | 793,049 | 708,239 | 684,700 |
| Product development | 60,106 | 60,606 | 58,559 |
| Selling, marketing and distribution | 233,462 | 215,253 | 201,855 |
| General and administrative | 139,034 | 126,481 | 122,161 |
| Impairment | — | 192,020 | — |
| Operating Earnings | 360,447 | 113,879 | 302,125 |
| Interest expense | 16,202 | 17,590 | 17,643 |
| Held separate investment (income), net | — | — | (191,635) |
| Other expense (income), net | (2,849) | (366) | 1,404) |
| Earnings Before Income Taxes | 347,094 | 96,655 | 474,713 |
| Income taxes | 94,682 | 55,981 | 129,000 |
| Net Earnings | \$252,412 | \$ 40,674 | \$ 345,713 |
| Basic Net Earnings per Common Share | \$1.50 | \$0.24 | \$ 2.00 |
| Diluted Net Earnings per Common Share | \$1.45 | \$0.24 | \$ 1.95 |
| Cash Dividends Declared per Common Share | \$0.49 | \$0.45 | \$0.41 |

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

| | Years Ended | | |
|---|----------------------|----------------------|----------------------|
| | December 29, 2017 | December 30, 2016 | December 25, 2015 |
| Net Earnings | \$252,412 | \$ 40,674 | \$ 345,713 |
| Components of other comprehensive income (loss) | | | |
| Cumulative translation adjustment | 16,443 | (31,227) | (10,423) |
| Pension and postretirement medical liability adjustment | (3,321) | (10,715) | 10,372) |
| Income taxes - pension and postretirement medical liability | 1,317 | 4,211 | (3,710) |
| Other comprehensive income (loss) | 14,439 | (37,731) | (3,761) |
| Comprehensive Income | \$266,851 | \$ 2,943 | \$ 341,952 |

See notes to consolidated financial statements.

Table of ContentsGRACO INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share amounts)

| | December 29, 2017 | December 30, 2016 |
|--|----------------------|----------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 103,662 | \$ 52,365 |
| Accounts receivable, less allowances of \$14,000 and \$12,700 | 256,421 | 218,365 |
| Inventories | 239,349 | 201,609 |
| Other current assets | 32,494 | 31,023 |
| Total current assets | 631,926 | 503,362 |
| Property, Plant and Equipment, net | 204,298 | 189,596 |
| Goodwill | 278,789 | 259,849 |
| Other Intangible Assets, net | 183,056 | 178,336 |
| Deferred Income Taxes | 50,916 | 86,653 |
| Other Assets | 30,220 | 25,313 |
| Total Assets | \$ 1,379,205 | \$ 1,243,109 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Notes payable to banks | \$ 6,578 | \$ 8,913 |
| Trade accounts payable | 48,748 | 39,988 |
| Salaries and incentives | 55,884 | 37,109 |
| Dividends payable | 22,260 | 20,088 |
| Other current liabilities | 100,956 | 71,887 |
| Total current liabilities | 234,426 | 177,985 |
| Long-term Debt | 226,035 | 305,685 |
| Retirement Benefits and Deferred Compensation | 172,411 | 159,250 |
| Deferred Income Taxes | 17,253 | 17,672 |
| Other Non-current Liabilities | 6,017 | 8,697 |
| Commitments and Contingencies (Note K) | | |
| Shareholders' Equity | | |
| Common stock, \$1 par value; 291,000,000 shares authorized; 169,318,926 and 167,503,236 shares outstanding in 2017 and 2016 | 169,319 | 55,834 |
| Additional paid-in-capital | 499,934 | 453,394 |
| Retained earnings | 181,599 | 206,820 |
| Accumulated other comprehensive income (loss) | (127,789) | (142,228) |
| Total shareholders' equity | 723,063 | 573,820 |
| Total Liabilities and Shareholders' Equity | \$ 1,379,205 | \$ 1,243,109 |
| See notes to consolidated financial statements. | | |

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GRACO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

| | Years Ended | | |
|--|----------------------|----------------------|----------------------|
| | December 31, 2017 | December 30, 2016 | December 25, 2015 |
| Cash Flows From Operating Activities | | | |
| Net Earnings | \$252,412 | \$ 40,674 | \$ 345,713 |
| Adjustments to reconcile net earnings to net cash provided by operating activities | | | |
| Impairment | — | 192,020 | — |
| Depreciation and amortization | 45,583 | 48,290 | 44,607 |
| Deferred income taxes | 34,446 | (35,561) | (11,585) |
| Share-based compensation | 23,652 | 21,134 | 19,224 |
| (Gain) loss on sale of business | — | — | (149,894) |
| Change in | | | |
| Accounts receivable | (28,010) | 4,506 | (18,276) |
| Inventories | (32,011) | (693) | (34,109) |
| Trade accounts payable | 4,588 | 553 | 4,305 |
| Salaries and incentives | 11,431 | (6,809) | (1,385) |
| Retirement benefits and deferred compensation | 6,920 | 10,995 | 11,870 |
| Other accrued liabilities | 23,909 | 3,298 | 1,645 |
| Other | (5,056) | (2,401) | (20,701) |
| Net cash provided by operating activities | 337,864 | 276,006 | 191,414 |
| Cash Flows From Investing Activities | | | |
| Property, plant and equipment additions | (40,194) | (42,113) | (41,749) |
| Acquisition of businesses, net of cash acquired | (27,905) | (48,946) | (189,017) |
| Proceeds from sale of assets | — | — | 610,162 |
| Change in restricted assets | (12) | 288 | (9,518) |
| Other | (348) | (164) | 61 |
| Net cash provided by (used in) investing activities | (68,459) | (90,935) | 369,939 |
| Cash Flows From Financing Activities | | | |
| Borrowings (payments) on short-term lines of credit, net | (3,026) | (5,995) | 11,216 |
| Borrowings on long-term line of credit | 315,920 | 648,134 | 720,605 |
| Payments on long-term debt and line of credit | (395,570) | (735,144) | (942,910) |
| Payments of debt issuance costs | — | (860) | — |
| Common stock issued | 60,685 | 35,796 | 20,165 |
| Common stock repurchased | (90,160) | (50,497) | (274,503) |
| Taxes paid related to net share settlement of equity awards | (24,448) | (3,165) | (1,330) |
| Cash dividends paid | (80,477) | (73,434) | (69,429) |
| Net cash provided by (used in) financing activities | (217,076) | (185,165) | (536,186) |
| Effect of exchange rate changes on cash | (1,032) | 164 | 3,472 |
| Net increase (decrease) in cash and cash equivalents | 51,297 | 70 | 28,639 |
| Cash and Cash Equivalents | | | |
| Beginning of year | 52,365 | 52,295 | 23,656 |
| End of year | \$103,662 | \$ 52,365 | \$ 52,295 |
| See notes to consolidated financial statements. | | | |

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GRACO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands)

| | Common Stock | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total |
|--|-----------------|----------------------------------|----------------------|--|------------|
| Balance December 26, 2014 | \$59,199 | \$384,704 | \$252,865 | \$ (100,736) | \$596,032 |
| Shares issued | 446 | 18,040 | — | — | 18,486 |
| Shares repurchased | (3,879) | (25,201) | (242,984) | — | (272,064) |
| Stock compensation cost | — | 19,107 | — | — | 19,107 |
| Tax benefit related to stock options exercised | — | 1,775 | — | — | 1,775 |
| Restricted stock canceled (issued) | — | 349 | — | — | 349 |
| Net earnings | — | — | 345,713 | — | 345,713 |
| Dividends declared | — | — | (70,086) | — | (70,086) |
| Other comprehensive income (loss) | — | — | — | (3,761) | (3,761) |
| Balance December 25, 2015 | 55,766 | 398,774 | 285,508 | (104,497) | 635,551 |
| Shares issued | 830 | 31,947 | — | — | 32,777 |
| Shares repurchased | (762) | (5,449) | (44,286) | — | (50,497) |
| Stock compensation cost | — | 21,355 | — | — | 21,355 |
| Tax benefit related to stock options exercised | — | 6,913 | — | — | 6,913 |
| Restricted stock canceled (issued) | — | (146) | — | — | (146) |
| Net earnings | — | — | 40,674 | — | 40,674 |
| Dividends declared | — | — | (75,076) | — | (75,076) |
| Other comprehensive income (loss) | — | — | — | (37,731) | (37,731) |
| Balance December 30, 2016 | 55,834 | 453,394 | 206,820 | (142,228) | 573,820 |
| Stock split | 112,879 | — | (112,879) | — | — |
| Shares issued | 1,489 | 35,164 | — | — | 36,653 |
| Shares repurchased | (883) | (7,172) | (82,105) | — | (90,160) |
| Stock compensation cost | — | 18,963 | — | — | 18,963 |
| Restricted stock canceled (issued) | — | (415) | — | — | (415) |
| Net earnings | — | — | 252,412 | — | 252,412 |
| Dividends declared | — | — | (82,649) | — | (82,649) |
| Other comprehensive income (loss) | — | — | — | 14,439 | 14,439 |
| Balance December 29, 2017 | \$169,319 | \$499,934 | \$181,599 | \$ (127,789) | \$723,063 |

See notes to consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Graco Inc. and Subsidiaries

Years Ended December 29, 2017, December 30, 2016 and December 25, 2015

A. Summary of Significant Accounting Policies

Fiscal Year. The fiscal year of Graco Inc. and Subsidiaries (the “Company”) is 52 or 53 weeks, ending on the last Friday in December. The years ended December 29, 2017 and December 25, 2015 were 52-week years. The year ended December 30, 2016 was a 53-week year.

Basis of Statement Presentation. The consolidated financial statements include the accounts of the parent company and its subsidiaries after elimination of intercompany balances and transactions. As of December 29, 2017, all subsidiaries are 100 percent controlled by the Company. All share and per share data have been adjusted to reflect the three-for-one stock split distributed on December 27, 2017. Certain other prior year disclosures have been revised to conform with current year reporting.

As more fully described in Note M (Divestiture), in 2015, the Company sold the Liquid Finishing business assets acquired in 2012 that were held as a cost-method investment. Investment income in the Company’s consolidated statements of earnings includes the pre-tax gain on the sale, net of transaction and other related expenses, along with dividend income received prior to the sale from after-tax earnings of Liquid Finishing.

Foreign Currency Translation. The functional currency of certain subsidiaries is the local currency. Accordingly, adjustments resulting from the translation of those subsidiaries’ financial statements into U.S. dollars are charged or credited to accumulated other comprehensive income (loss). The U.S. dollar is the functional currency for all other foreign subsidiaries. Accordingly, gains and losses from the translation of foreign currency balances and transactions of those subsidiaries are included in other expense (income), net.

Accounting Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Such estimates and assumptions also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value Measurements. The three levels of inputs in the fair value measurement hierarchy are as follows:

Level 1 – based on quoted prices in active markets for identical assets

Level 2 – based on significant observable inputs

Level 3 – based on significant unobservable inputs

Assets and liabilities measured at fair value on a recurring basis and fair value measurement level were as follows (in thousands):

| | Level | 2017 | 2016 |
|--|-------|-----------|-----------|
| Assets | | | |
| Cash surrender value of life insurance | 2 | \$ 16,128 | \$ 13,785 |
| Forward exchange contracts | 2 | — | 571 |
| Total assets at fair value | | \$ 16,128 | \$ 14,356 |
| Liabilities | | | |
| Contingent consideration | 3 | \$ 4,081 | \$ 4,081 |
| Deferred compensation | 2 | 3,836 | 3,265 |
| Forward exchange contracts | 2 | 517 | — |

Total liabilities at fair value \$8,434 \$7,346

Contracts insuring the lives of certain employees who are eligible to participate in certain non-qualified pension and deferred compensation plans are held in trust. Cash surrender value of the contracts is based on performance measurement funds that shadow the deferral investment allocations made by participants in certain deferred compensation plans. The deferred compensation liability balances are valued based on amounts allocated by participants to the underlying performance measurement funds.

The Company's policy and accounting for forward exchange contracts are described below, in Derivative Instruments and Hedging Activities.

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Contingent consideration liability represents the estimated value (using a probability-weighted expected return approach) of future payments to be made to previous owners of an acquired business based on its future revenues (see Note L, Acquisitions).

Disclosures related to other fair value measurements are included below in Impairment of Long-Lived Assets, in Note F (Debt) and in Note J (Retirement Benefits).

Cash Equivalents. All highly liquid investments with a maturity of three months or less at the date of purchase are considered to be cash equivalents.

Accounts Receivable. Accounts receivable includes trade receivables of \$244 million in 2017 and \$209 million in 2016. Other receivables totaled \$12 million in 2017 and \$9 million in 2016.

Inventory Valuation. Inventories are stated at the lower of cost or net realizable value. The last-in, first-out (LIFO) cost method is used for valuing most U.S. inventories. Inventories of foreign subsidiaries are valued using the first-in, first-out (FIFO) cost method.

Other Current Assets. Amounts included in other current assets were (in thousands):

| | 2017 | 2016 |
|----------------------------|----------|----------|
| Prepaid income taxes | \$8,934 | \$10,723 |
| Restricted cash | 9,242 | 9,230 |
| Prepaid expenses and other | 14,318 | 11,070 |
| Total | \$32,494 | \$31,023 |

Cash balances included within other current assets were restricted to funding of certain self-insured loss reserves.

Impairment of Long-Lived Assets. The Company evaluates long-lived assets (including property and equipment, goodwill and other intangible assets) for impairment annually in the fourth quarter, or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

We completed our annual impairment review of all long-lived assets in the fourth quarter of 2017. No impairment charges were recorded as a result of that review. In 2016, we recorded an impairment charge of \$192 million for our Oil and Natural Gas reporting unit within the Process segment. There were no impairment charges in 2015.

Property, Plant and Equipment. For financial reporting purposes, plant and equipment are depreciated over their estimated useful lives, primarily by using the straight-line method as follows:

| | |
|--|--|
| Buildings and improvements | 10 to 30 years |
| Leasehold improvements | lesser of 5 to 10 years or life of lease |
| Manufacturing equipment | lesser of 5 to 10 years or life of equipment |
| Office, warehouse and automotive equipment | 3 to 10 years |

Goodwill and Other Intangible Assets. Goodwill has been assigned to reporting units. Changes in the carrying amounts of goodwill for each reportable segment were (in thousands):

| | Industrial | Process | Contractor | Total |
|--------------------------------------|------------|-----------|------------|-----------|
| Balance, December 25, 2015 | \$153,283 | \$228,473 | \$12,732 | \$394,488 |
| Additions from business acquisitions | — | 28,130 | — | 28,130 |
| Impairment | — | (146,669) | — | (146,669) |
| Foreign currency translation | (2,727) | (13,373) | — | (16,100) |
| Balance, December 30, 2016 | 150,556 | 96,561 | 12,732 | 259,849 |

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| | | | | |
|--|-----------|----------|-----------|-----------|
| Additions (adjustments) from business acquisitions | 7,152 | (62 |) 6,413 | 13,503 |
| Foreign currency translation | 3,965 | 1,472 | — | 5,437 |
| Balance, December 29, 2017 | \$161,673 | \$97,971 | \$ 19,145 | \$278,789 |

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Components of other intangible assets were (dollars in thousands):

| | Finite Life | | | Indefinite Life | | Total |
|--------------------------------|------------------------|------------------------------------|-----------------------------------|-----------------|------------|------------|
| | Customer Relationships | Patents and Proprietary Technology | Trademarks, Trade Names and Other | Trade Names | | |
| As of December 29, 2017 | | | | | | |
| Cost | \$ 179,826 | \$ 18,479 | \$ 1,071 | \$ 59,553 | | \$ 258,929 |
| Accumulated amortization | (54,076) | (7,795) | (542) | — | | (62,413) |
| Foreign currency translation | (9,186) | (727) | (61) | (3,486) | | (13,460) |
| Book value | \$ 116,564 | \$ 9,957 | \$ 468 | \$ 56,067 | | \$ 183,056 |
| Weighted average life in years | 13 | 10 | 4 | N/A | | |
| As of December 30, 2016 | | | | | | |
| Cost | \$ 170,284 | \$ 17,321 | \$ 895 | \$ 57,853 | \$ 246,353 | |
| Accumulated amortization | (41,599) | (6,088) | (337) | — | (48,024) | |
| Foreign currency translation | (13,630) | (1,055) | (59) | (5,249) | (19,993) | |
| Book value | \$ 115,055 | \$ 10,178 | \$ 499 | \$ 52,604 | \$ 178,336 | |
| Weighted average life in years | 13 | 10 | 4 | N/A | | |

Amortization of intangibles was \$14.8 million in 2017, \$17.8 million in 2016 and \$17.2 million in 2015. Estimated future annual amortization expense based on the current carrying amount of other intangible assets is as follows (in thousands):

| | 2018 | 2019 | 2020 | 2021 | 2022 | Thereafter |
|--------------------------------|-----------|-----------|-----------|-----------|-----------|------------|
| Estimated Amortization Expense | \$ 15,418 | \$ 15,089 | \$ 14,910 | \$ 14,740 | \$ 14,740 | \$ 52,092 |

Other Assets. Components of other assets were (in thousands):

| | 2017 | 2016 |
|--|-----------|-----------|
| Cash surrender value of life insurance | \$ 16,128 | \$ 13,785 |
| Capitalized software | 1,784 | 1,812 |
| Equity method investment | 6,755 | 6,366 |
| Prepaid pension | 2,538 | — |
| Deposits and other | 3,015 | 3,350 |
| Total | \$ 30,220 | \$ 25,313 |

The Company has entered into contracts insuring the lives of certain employees who are eligible to participate in certain non-qualified pension and deferred compensation plans. These insurance contracts are used to fund the non-qualified pension and deferred compensation arrangements. The insurance contracts are held in a trust and are available to general creditors in the event of the Company's insolvency. Changes in cash surrender value are recorded in operating expense and were not significant in 2016 and 2015. In 2017, increases in cash surrender value totaled \$2.3 million and were offset by expenses related to the non-qualified pension and deferred compensation plans funded by the insurance contracts.

Capitalized software is amortized over its estimated useful life (generally 2 to 5 years) beginning at date of implementation.

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Other Current Liabilities. Components of other current liabilities were (in thousands):

| | 2017 | 2016 |
|--|-----------|----------|
| Accrued self-insurance retentions | \$7,956 | \$7,105 |
| Accrued warranty and service liabilities | 10,535 | 8,934 |
| Accrued trade promotions | 10,588 | 6,007 |
| Payable for employee stock purchases | 10,053 | 9,328 |
| Customer advances and deferred revenue | 22,632 | 9,400 |
| Income taxes payable | 7,564 | 8,608 |
| Other | 31,628 | 22,505 |
| Total | \$100,956 | \$71,887 |

Self-Insurance. The Company is self-insured for certain losses and costs relating to product liability, workers' compensation, employee medical benefit claims and representations and warranties associated with the Liquid Finishing business divestiture. The Company has stop-loss coverage in order to limit its exposure to significant claims. Accrued self-insurance retentions are based on claims filed, estimates of claims incurred but not reported, and other actuarial assumptions. Self-insured reserves totaled \$8.5 million as of December 29, 2017, and \$9.8 million as of December 30, 2016, including \$0.5 million and \$2.7 million, respectively, classified as other long-term liabilities in the Consolidated Balance Sheets.

Product Warranties. A liability is established for estimated future warranty and service claims that relate to current and prior period sales. The Company estimates warranty costs based on historical claim experience and other factors including evaluating specific product warranty issues. Following is a summary of activity in accrued warranty and service liabilities (in thousands):

| | 2017 | 2016 |
|--------------------------------|----------|----------|
| Balance, beginning of year | \$8,934 | \$7,870 |
| Charged to expense | 7,930 | 7,516 |
| Margin on parts sales reversed | 2,826 | 1,796 |
| Reductions for claims settled | (9,155) | (8,248) |
| Balance, end of year | \$10,535 | \$8,934 |

Revenue Recognition. Sales are recognized when revenue is realized or realizable and has been earned. The Company's policy is to recognize revenue when risk and title passes to the customer. This is generally on the date of shipment, however certain sales have terms requiring recognition when received by the customer. In cases where there are specific customer acceptance provisions, revenue is recognized at the later of customer acceptance or shipment (subject to shipping terms). Payment terms are established based on the type of product, distributor capabilities and competitive market conditions. Rights of return are typically contractually limited, amounts are estimable, and the Company records provisions for anticipated returns and warranty claims at the time revenue is recognized. Historically, sales returns have been less than 3 percent of sales. Provisions for sales returns are recorded as a reduction of net sales, and provisions for warranty claims are recorded in selling, marketing and distribution expenses. From time to time, the Company may promote the sale of new products by agreeing to accept returns of superseded products. In such cases, provisions for estimated returns are recorded as a reduction of net sales.

Trade promotions are offered to distributors and end users through various programs, generally with terms of one year or less. Such promotions include cooperative advertising arrangements, rebates based on annual purchases and sales growth, coupons and reimbursement for competitive products. Payment of incentives may take the form of cash, trade credit, promotional merchandise or free product. Under cooperative advertising arrangements, the Company reimburses the distributor for a portion of its advertising costs related to the Company's products; estimated costs are accrued at the time of sale and classified as selling, marketing and distribution expense. Rebates are accrued based on the program rates and progress toward the estimated annual sales amount and sales growth, and are recorded as a

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reduction of sales (cash, trade credit) or cost of products sold (free goods). The estimated costs related to coupon programs are accrued at the time of sale and classified as selling, marketing and distribution expense or cost of products sold, depending on the type of incentive offered.

Shipping and Handling. Shipping and handling costs incurred for the delivery of goods to customers are included in cost of goods sold in the accompanying Consolidated Statements of Earnings. Amounts billed to customers for shipping and handling are included in net sales.

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Earnings Per Common Share. Basic net earnings per share is computed by dividing earnings available to common shareholders by the weighted average number of shares outstanding during the year. Diluted net earnings per share is computed after giving effect to the exercise of all dilutive outstanding option grants.

Comprehensive Income. Comprehensive income is a measure of all changes in shareholders' equity except those resulting from investments by and distributions to owners, and includes such items as net earnings, certain foreign currency translation items, changes in the value of qualifying hedges and pension liability adjustments.

Derivative Instruments and Hedging Activities. The Company accounts for all derivatives, including those embedded in other contracts, as either assets or liabilities and measures those financial instruments at fair value. The accounting for changes in the fair value of derivatives depends on their intended use and designation.

As part of its risk management program, the Company may periodically use forward exchange contracts to manage known market exposures. Terms of derivative instruments are structured to match the terms of the risk being managed and are generally held to maturity. The Company does not hold or issue derivative financial instruments for trading purposes. All other contracts that contain provisions meeting the definition of a derivative also meet the requirements of, and have been designated as, normal purchases or sales. The Company's policy is to not enter into contracts with terms that cannot be designated as normal purchases or sales.

The Company periodically evaluates its monetary asset and liability positions denominated in foreign currencies. The Company enters into forward contracts or options, or borrows in various currencies, in order to hedge its net monetary positions. These instruments are recorded at fair value and the gains and losses are included in other expense, net. The notional amounts of contracts outstanding as of December 29, 2017, totaled \$34 million. The Company believes it uses strong financial counterparties in these transactions and that the resulting credit risk under these hedging strategies is not significant.

The Company uses significant other observable inputs (level 2 in the fair value hierarchy) to value the derivative instruments used to hedge net monetary positions, including reference to market prices and financial models that incorporate relevant market assumptions. Net derivative assets are reported on the balance sheet in accounts receivable and net derivative liabilities are reported as other current liabilities. The fair market value of such instruments follows (in thousands):

| | 2017 | 2016 |
|----------------------------|---------|-------|
| Foreign Currency Contracts | | |
| Assets | \$— | \$621 |
| Liabilities | (517) | (50) |
| Net Assets (Liabilities) | \$(517) | \$571 |

Recent Accounting Pronouncements.**Share-based Payments**

A new accounting standard that changed certain aspects of accounting for share-based payments became effective for the Company in the first quarter of 2017. Excess tax benefits on exercised stock options that were previously credited to equity now reduce the current income tax provision. The change in accounting for excess tax benefits decreased the current income tax provision and increased net earnings for the year by \$36.3 million, reduced the effective income tax rate by 10 percentage points and increased diluted earnings per share by \$0.21. Under the new standard, excess tax benefits are no longer reclassified out of cash flows from operating activities to financing activities in the Consolidated Statements of Cash Flows. We elected to apply the cash flow presentation requirements retrospectively to all periods presented, which resulted in an increase in previously reported net cash provided by operating activities and a decrease in net cash provided by financing activities of \$6.9 million for the year ended December 30, 2016 and

\$1.8 million for the year ended December 25, 2015. Also under the new standard, the Company elected to account for share-based grant forfeitures as they occur. The impact of the change in accounting for forfeitures was not significant, and was reflected in share-based compensation cost in the first quarter of 2017.

Revenue Recognition

In May 2014, the Financial Accounting Standards Board (FASB) issued a final standard on revenue from contracts with customers, contained in Accounting Standards Codification Topic 606 (“ASC 606”). The new standard sets forth a single comprehensive model for recognizing and reporting revenue. ASC 606 will become effective for the Company beginning with the first quarter of 2018, and the Company plans to adopt the new accounting standard using the modified retrospective transition approach. The modified retrospective transition approach will recognize any changes from the beginning of the year of initial application through retained earnings with no restatement of comparative periods.

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Because the new standard impacted our business processes, systems and controls, we developed a comprehensive change management project plan to guide the implementation. This project plan included analyzing the standard's impact on our revenue streams and associated contracts, comparing our historical accounting policies and practices to the requirements of the new standard, and identifying differences from applying the requirements of the new standard to our contracts. We developed internal controls to ensure that we adequately evaluated our portfolio of contracts under the five-step model to ensure proper assessment of our operating results under ASC 606. We reported on the progress of the implementation to the Audit Committee and the Board of Directors on a regular basis during the project's duration.

For most of our contracts, we will record revenue under ASC 606 at a single point in time, when control is transferred to the customer, which is consistent with past practice. We have made the necessary changes to our business processes, policies, systems and controls to support recognition and disclosure under the new standard. Further, we will include incremental disaggregated revenue and other disclosures as required in our consolidated financial statements.

Based on the results of the evaluation, nothing has come to our attention that would indicate that adoption of the new standard will have a material impact on our consolidated financial statements. Application of the transition requirements of the new standard will not have a material impact on opening retained earnings.

Presentation of Pension Cost

In March 2017, the FASB issued a final standard that changes the presentation of net periodic benefit cost related to defined benefit plans. The Company will adopt the standard when it becomes effective in fiscal 2018 and it will be applied retrospectively to all periods presented. Under the new standard, net periodic benefit costs are required to be disaggregated between service costs presented as operating expenses and other components of pension costs presented as non-operating expenses. The Company currently charges service costs to segment operations and includes other components of pension cost in unallocated corporate operating expenses. Under the new standard, unallocated corporate operating expenses will decrease, operating earnings will increase and other expense will increase by the amount of other (non-service) components of pension cost. There will be no impact on reported segment earnings, net earnings or earnings per share.

Leases

In February 2016, the FASB issued a final standard on accounting for leases. The new standard is effective for the Company in fiscal 2019 and requires most leases to be recorded on the balance sheet. The Company is evaluating the effect of the new standard on its consolidated financial statements and related disclosures and accounting systems.

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B. Segment Information

The Company has six operating segments which are aggregated into three reportable segments: Industrial, Process and Contractor.

The Industrial segment includes our Industrial Products and Applied Fluid Technologies divisions. The Industrial segment markets equipment and pre-engineered packages for moving and applying paints, coatings, sealants, adhesives and other fluids. Markets served include automotive and vehicle assembly and components production, wood and metal products, rail, marine, aerospace, farm, construction, bus, recreational vehicles and various other industries.

The Process segment includes our Process, Oil and Natural Gas, and Lubrication divisions. The Process segment markets pumps, valves, meters and accessories to move and dispense chemicals, oil and natural gas, water, wastewater, petroleum, food, lubricants and other fluids. Markets served include food and beverage, dairy, oil and natural gas, pharmaceutical, cosmetics, electronics, wastewater, mining, fast oil change facilities, service garages, fleet service centers, automobile dealerships and industrial lubrication applications.

The Contractor segment markets sprayers for architectural coatings for painting, corrosion control, texture and line striping.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The cost of manufacturing for each segment is based on product cost, and expenses are based on actual costs incurred along with cost allocations of shared and centralized functions based on activities performed, sales or space utilization. Depreciation expense is charged to the manufacturing or operating cost center that utilizes the asset, and is then allocated to segments on the same basis as other expenses within that cost center. Reportable segments are defined by product. Segments are responsible for development, manufacturing, marketing and sales of their products. This allows for focused marketing and efficient product development. The segments share common purchasing, certain manufacturing, distribution and administration functions.

Segments information follows (in thousands):

| | 2017 | 2016 | 2015 |
|---------------------------------|-------------|-------------|-------------|
| Net Sales | | | |
| Industrial | \$691,978 | \$629,581 | \$616,069 |
| Process | 294,652 | 266,630 | 273,631 |
| Contractor | 488,114 | 433,082 | 396,785 |
| Total | \$1,474,744 | \$1,329,293 | \$1,286,485 |
| Operating Earnings | | | |
| Industrial | \$237,700 | \$207,183 | \$201,749 |
| Process | 52,216 | 35,750 | 43,833 |
| Contractor | 113,898 | 91,837 | 86,447 |
| Unallocated corporate (expense) | (43,367) | (28,871) | (29,904) |
| Impairment | — | (192,020) | — |
| Total | \$360,447 | \$113,879 | \$302,125 |
| Assets | | | |
| Industrial | \$572,436 | \$546,366 | |
| Process | 345,572 | 318,444 | |
| Contractor | 255,615 | 208,016 | |
| Unallocated corporate | 205,582 | 170,283 | |
| Total | \$1,379,205 | \$1,243,109 | |

Management assesses performance of segments by reference to operating earnings excluding unallocated corporate expenses and asset impairments. Unallocated corporate (expense) includes such items as stock compensation, divestiture and certain acquisition transaction costs, bad debt expense, charitable contributions, certain portions of pension expense and certain central warehouse expenses. Unallocated assets include cash, allowances and valuation reserves, deferred income taxes, certain capital and other assets.

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Geographic information follows (in thousands):

| | 2017 | 2016 | 2015 |
|--|-------------|-------------|-------------|
| Net Sales (based on customer location) | | | |
| United States | \$743,344 | \$685,981 | \$653,534 |
| Other countries | 731,400 | 643,312 | 632,951 |
| Total | \$1,474,744 | \$1,329,293 | \$1,286,485 |
| Long-lived Assets | | | |
| United States | \$163,416 | \$151,911 | |
| Other countries | 40,882 | 37,685 | |
| Total | \$204,298 | \$189,596 | |

Sales to Major Customers. Worldwide sales to one customer in the Contractor and Industrial segments individually represented over 10 percent of the Company's consolidated sales in 2017, 2016 and 2015.

C. Inventories

Major components of inventories were as follows (in thousands):

| | 2017 | 2016 |
|---|-----------|-----------|
| Finished products and components | \$124,327 | \$113,643 |
| Products and components in various stages of completion | 61,274 | 50,557 |
| Raw materials and purchased components | 103,407 | 84,631 |
| Subtotal | 289,008 | 248,831 |
| Reduction to LIFO cost | (49,659) | (47,222) |
| Total | \$239,349 | \$201,609 |

Inventories valued under the LIFO method were \$135.9 million in 2017 and \$103.2 million in 2016. All other inventory was valued on the FIFO method.

In 2017, there were no reductions in inventory quantities resulting in liquidation of LIFO inventory quantities carried at lower costs from prior years.

D. Property, Plant and Equipment

Property, plant and equipment were as follows (in thousands):

| | 2017 | 2016 |
|--|------------|------------|
| Land and improvements | \$24,469 | \$23,253 |
| Buildings and improvements | 145,009 | 132,343 |
| Manufacturing equipment | 298,719 | 286,742 |
| Office, warehouse and automotive equipment | 41,747 | 37,940 |
| Additions in progress | 18,170 | 9,364 |
| Total property, plant and equipment | 528,114 | 489,642 |
| Accumulated depreciation | (323,816) | (300,046) |
| Net property, plant and equipment | \$204,298 | \$189,596 |

Depreciation expense was \$29.5 million in 2017, \$28.8 million in 2016 and \$25.7 million in 2015.

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E. Income Taxes

Passage of the 2017 Tax Cuts and Jobs Act (the "Tax Act") required a revaluation of net deferred tax assets that increased the 2017 tax provision by \$29.0 million and instituted a transition tax on un-repatriated foreign earnings that increased the tax provision by \$6.6 million. Those adjustments increased the effective income tax rate by 10 percentage points. Adjustments recorded in 2017 were prepared on a provisional basis using estimates based on reasonable and supportable assumptions and available inputs and underlying information. The ultimate impact of the Tax Act may differ from those estimates due to continuing analysis or further regulatory guidance that may be issued. Any adjustments to the provisional amounts recorded as of December 29, 2017 that are identified within one year of the Tax Act enactment date will be included as an adjustment to tax expense in the period the amounts are determined.

Adoption of a new accounting standard, requiring excess tax benefits related to stock option exercises to be credited to the income tax provision (formerly credited to equity), reduced the 2017 tax provision by \$36.3 million, decreasing the effective tax rate by 10 percentage points.

No additional income or withholding taxes have been provided for any remaining undistributed foreign earnings not subject to the transition tax as these amounts continue to be indefinitely reinvested in foreign operations. As of December 29, 2017, the amount of cash held outside the U.S. was not significant to the Company's liquidity and was available to fund investments abroad.

Earnings before income tax expense (income) consist of (in thousands):

| | 2017 | 2016 | 2015 |
|----------|-----------|-----------|-----------|
| Domestic | \$269,258 | \$107,440 | \$402,453 |
| Foreign | 77,836 | (10,785) | 72,260 |
| Total | \$347,094 | \$96,655 | \$474,713 |

Income tax expense (income) consists of (in thousands):

| | 2017 | 2016 | 2015 |
|---------------------------------------|----------|-----------|-----------|
| Current | | | |
| Federal | \$41,996 | \$67,126 | \$117,883 |
| State and local | 3,088 | 4,868 | 4,576 |
| Foreign | 19,486 | 18,195 | 18,115 |
| Current income tax expense | 64,570 | 90,189 | 140,574 |
| Deferred | | | |
| Domestic | 35,782 | (27,509) | (10,175) |
| Foreign | (5,670) | (6,699) | (1,399) |
| Deferred income tax expense (benefit) | 30,112 | (34,208) | (11,574) |
| Total | \$94,682 | \$55,981 | \$129,000 |

Income taxes paid were \$61.0 million in 2017, \$78.6 million in 2016 and \$150.5 million in 2015.

A reconciliation between the U.S. federal statutory tax rate and the effective tax rate follows:

| | 2017 | 2016 | 2015 |
|--|------|------|------|
| Statutory tax rate | 35 % | 35 % | 35 % |
| Tax effect of international operations | (6) | 4 | (3) |
| State taxes, net of federal effect | 1 | 1 | 1 |
| U.S. general business tax credits | (1) | (3) | (1) |
| Domestic production deduction | (2) | (7) | (2) |
| Stock compensation excess tax benefit | (10) | — | — |

| | | | |
|--------------------------------------|------|------|------|
| Impact of 2017 Tax Cuts and Jobs Act | 10 | — | — |
| Impairment | — | 28 | — |
| Dividends from Liquid Finishing | — | — | (3) |
| Effective tax rate | 27 % | 58 % | 27 % |

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Deferred income taxes are provided for temporary differences between the financial reporting and the tax basis of assets and liabilities. The deferred tax assets (liabilities) resulting from these differences were as follows (in thousands):

| | 2017 | 2016 |
|---|------------|-----------|
| Inventory valuations | \$(1,686) | \$9,845 |
| Self-insurance retention accruals | 1,264 | 1,836 |
| Warranty reserves | 1,658 | 2,390 |
| Vacation accruals | 1,942 | 3,343 |
| Bad debt reserves | 2,620 | 3,824 |
| Excess of tax over book depreciation and amortization | (30,381) | (31,849) |
| Pension liability | 31,220 | 43,924 |
| Postretirement medical | 4,313 | 6,856 |
| Acquisition costs | 680 | 1,052 |
| Stock compensation | 14,185 | 24,521 |
| Deferred compensation | 1,801 | 1,495 |
| Foreign tax credit carryforward | 5,000 | — |
| Other | 1,047 | 1,744 |
| Net deferred tax assets | \$33,663 | \$68,981 |

Total deferred tax assets were \$68.8 million and \$103.4 million, and total deferred tax liabilities were \$35.1 million and \$34.5 million on December 29, 2017 and December 30, 2016. The difference between the deferred income tax provision and the change in net deferred income taxes is due to the change in other comprehensive income (loss) items.

The Company files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2011.

The Company records penalties and accrued interest related to uncertain tax positions in income tax expense. Total reserves for uncertain tax positions were not material.

F. Debt

A summary of debt follows (dollars in thousands):

| | Average Interest Rate | | 2017 | 2016 |
|--|-----------------------|---------------|-----------|-----------|
| | December 29, 2017 | Maturity | | |
| Private placement unsecured fixed-rate notes | | | | |
| Series A | 4.00% | March 2018 | \$— | \$75,000 |
| Series B | 5.01% | March 2023 | 75,000 | 75,000 |
| Series C | 4.88% | January 2020 | 75,000 | 75,000 |
| Series D | 5.35% | July 2026 | 75,000 | 75,000 |
| Unsecured revolving credit facility | 2.56% | December 2021 | 1,035 | 5,685 |
| Notes payable to banks | 0.77% | 2018 | 6,578 | 8,913 |
| Total debt | | | \$232,613 | \$314,598 |

The estimated fair value of the fixed interest rate private placement debt was \$245 million on December 29, 2017 and \$325 million on December 30, 2016. The fair value of variable rate borrowings approximates carrying value. The

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Company uses significant other observable inputs to estimate fair value (level 2 of the fair value hierarchy) based on the present value of future cash flows and rates that would be available for issuance of debt with similar terms and remaining maturities.

On December 15, 2016, the Company executed an amendment to its revolving credit agreement, extending the expiration date to December 15, 2021 and decreasing certain interest rates and fees. The amended agreement with a syndicate of lenders provides up to

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\$500 million of committed credit, available for general corporate purposes, working capital needs, share repurchases and acquisitions. The Company may borrow up to \$50 million under the swingline portion of the facility for daily working capital needs.

Under terms of the amended revolving credit agreement, borrowings may be denominated in U.S. dollars or certain other currencies. Loans denominated in U.S. dollars bear interest, at the Company's option, at either a base rate or a LIBOR-based rate. Loans denominated in currencies other than U.S. dollars bear interest at a LIBOR-based rate. The base rate is an annual rate equal to a margin ranging from zero percent to 0.75 percent, depending on the Company's cash flow leverage ratio (debt to earnings before interest, taxes, depreciation, amortization and extraordinary non-operating or non-cash charges and expenses) plus the highest of (i) the bank's prime rate, (ii) the federal funds rate plus 0.5 percent, or (iii) one-month LIBOR plus 1.5 percent. In general, LIBOR-based loans bear interest at LIBOR plus 1 percent to 1.75 percent, depending on the Company's cash flow leverage ratio. In addition to paying interest on the outstanding loans, the Company is required to pay a fee on the unused amount of the loan commitments at an annual rate ranging from 0.125 percent to 0.25 percent, depending on the Company's cash flow leverage ratio.

On December 29, 2017, the Company had \$545 million in lines of credit, including the \$500 million in committed credit facilities described above and \$45 million with foreign banks. The unused portion of committed credit lines was \$512 million as of December 29, 2017. In addition, the Company has unused, uncommitted lines of credit with foreign banks totaling \$26 million. Borrowing rates under these credit lines vary with the prime rate, rates on domestic certificates of deposit and the London Interbank market. The Company pays facility fees at an annual rate of up to 0.15 percent on certain of these lines. No compensating balances are required.

Various debt agreements require the Company to maintain certain financial ratios as to cash flow leverage and interest coverage. The Company is in compliance with all financial covenants of its debt agreements as of December 29, 2017.

Annual maturities of debt are as follows (in thousands):

| | 2018 | 2019 | 2020 | 2021 | 2022 | Thereafter |
|--------------------|----------|------|-----------|----------|------|------------|
| Maturities of debt | \$ 6,578 | \$ — | \$ 75,000 | \$ 1,035 | \$ — | \$ 150,000 |

Interest paid on debt was \$16.5 million in 2017, \$17.6 million in 2016 and \$17.5 million in 2015.

G. Shareholders' Equity

At December 29, 2017, the Company had 22,549 authorized, but not issued, cumulative preferred shares, \$100 par value. The Company also has authorized, but not issued, a separate class of 3 million shares of preferred stock, \$1 par value.

All stock option, share and per share data reflect the three-for-one common stock split distributed on December 27, 2017.

Changes in components of accumulated other comprehensive income (loss), net of tax were (in thousands):

| | Pension and Postretirement Medical | Cumulative Translation Adjustment | Total |
|--|--|---|---------------|
| Balance, December 26, 2014 | \$ (76,584) | \$ (24,152) | \$ (100,736) |
| Other comprehensive income (loss) before reclassifications | 641 | (10,423) | (9,782) |
| Amounts reclassified from accumulated other comprehensive income | 6,021 | — | 6,021 |
| Balance, December 25, 2015 | (69,922) | (34,575) | (104,497) |
| Other comprehensive income (loss) before reclassifications | (12,169) | (31,227) | (43,396) |

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| | | | |
|--|------------|--------------|---------------|
| Amounts reclassified from accumulated other comprehensive income | 5,665 | — | 5,665 |
| Balance, December 30, 2016 | (76,426 |) (65,802 |) (142,228) |
| Other comprehensive income (loss) before reclassifications | (14,791 |) 16,443 | 1,652 |
| Amounts reclassified from accumulated other comprehensive income | 12,787 | — | 12,787 |
| Balance, December 29, 2017 | \$ (78,430 |) \$ (49,359 |) \$(127,789) |

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Amounts related to pension and postretirement medical adjustments are reclassified to pension cost, which is allocated to cost of products sold and operating expenses generally based on salaries and wages. Included in the 2017 reclassification is \$12 million related to a pension settlement loss that was charged to general and administrative expense (see Note J). Amounts allocated, including the pension settlement loss were approximately as follows (in thousands):

| | 2017 | 2016 | 2015 |
|-------------------------------------|----------|----------|----------|
| Cost of products sold | \$3,165 | \$3,379 | \$3,370 |
| Product development | 1,307 | 1,334 | 1,352 |
| Selling, marketing and distribution | 3,085 | 3,033 | 3,109 |
| General and administrative | 13,635 | 1,586 | 1,543 |
| Total before tax | \$21,192 | \$9,332 | \$9,374 |
| Income tax (benefit) | (8,405) | (3,667) | (3,353) |
| Total after tax | \$12,787 | \$5,665 | \$6,021 |

H. Share-Based Awards, Purchase Plans and Compensation Cost

Stock Option and Award Plan. The Company has a stock incentive plan under which it grants stock options and share awards to directors, officers and other employees. Option price is the market price on the date of grant. Options become exercisable at such time, generally over three or four years, and in such installments as set by the Company, and expire ten years from the date of grant.

Restricted share awards have been made to certain key employees under the plan. The market value of restricted stock at the date of grant is charged to operations over the vesting period. Compensation cost related to restricted shares is not significant.

The Company has a stock appreciation plan that provides for payments of cash to eligible foreign employees based on the change in the market price of the Company's common stock over a period of time. Compensation cost related to the stock appreciation plan was \$4.5 million in 2017 and was not significant in 2016 and 2015.

Individual nonemployee directors of the Company may elect to receive, either currently or deferred, all or part of their retainer in the form of shares of the Company's common stock instead of cash. Under this arrangement, the Company issued 5,975 shares in 2017, 6,882 shares in 2016 and 5,963 shares in 2015. The expense related to this arrangement is not significant.

Options on common shares granted and outstanding, as well as the weighted average exercise price, are shown below (in thousands, except exercise prices):

| | Option Shares | Weighted Average Exercise Price | Options Exercisable | Weighted Average Exercise Price |
|--------------------------------|---------------|---------------------------------|---------------------|---------------------------------|
| Outstanding, December 26, 2014 | 14,925 | \$ 14.91 | 9,954 | \$ 11.62 |
| Granted | 1,629 | 24.73 | | |
| Exercised | (984) | 12.43 | | |
| Canceled | (75) | 24.00 | | |
| Outstanding, December 25, 2015 | 15,495 | 16.05 | 10,749 | 12.83 |
| Granted | 3,483 | 25.53 | | |
| Exercised | (2,286) | 13.00 | | |
| Canceled | (87) | 23.36 | | |

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| | | | | |
|--------------------------------|----------|----------|--------|----------|
| Outstanding, December 30, 2016 | 16,605 | 18.42 | 11,016 | 15.13 |
| Granted | 1,725 | 30.71 | | |
| Exercised | (4,903) | 12.86 | | |
| Canceled | (137) | 26.63 | | |
| Outstanding, December 29, 2017 | 13,290 | \$ 21.99 | 7,729 | \$ 18.33 |

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The following table summarizes information for options outstanding and exercisable at December 29, 2017 (in thousands, except exercise prices and contractual term amounts):

| Range of Prices | Options Outstanding | | | Options Exercisable | |
|-----------------|---------------------|--|---------------------------------|---------------------|---------------------------------|
| | Options Outstanding | Weighted Average Contractual Term in Years | Weighted Average Exercise Price | Options Exercisable | Weighted Average Exercise Price |
| \$5 - \$15 | 2,200 | 2.2 | \$ 10.52 | 2,200 | \$ 10.52 |
| \$15 - \$20 | 2,795 | 4.6 | 18.14 | 2,795 | 18.14 |
| \$20 - \$25 | 4,676 | 7.3 | 24.43 | 2,222 | 24.62 |
| \$25 - \$30 | 1,912 | 8.2 | 27.07 | 507 | 25.51 |
| \$30 - \$38 | 1,707 | 9.2 | 30.71 | 5 | 31.44 |
| \$5 - \$38 | 13,290 | 6.3 | \$ 21.99 | 7,729 | \$ 18.33 |

The aggregate intrinsic value of exercisable option shares was \$211.0 million as of December 29, 2017, with a weighted average contractual term of 4.7 years. There were approximately 13.3 million vested share options and share options expected to vest as of December 29, 2017, with an aggregate intrinsic value of \$314.2 million, a weighted average exercise price of \$21.99 and a weighted average contractual term of 6.3 years.

Information related to options exercised follows (in thousands):

| | 2017 | 2016 | 2015 |
|---------------------------|----------|----------|---------|
| Cash received | \$48,833 | \$21,142 | \$7,720 |
| Aggregate intrinsic value | 119,442 | 30,247 | 11,851 |
| Tax benefit realized | 42,000 | 9,900 | 3,600 |

Employee Stock Purchase Plan. Under the Company's Employee Stock Purchase Plan, the purchase price of the shares is the lesser of 85 percent of the fair market value on the first day or the last day of the plan year. Under this plan, the Company issued 499,956 shares in 2017, 510,432 shares in 2016 and 497,691 shares in 2015.

Authorized Shares. Shares authorized for issuance under the stock option and purchase plans are shown below (in thousands):

| | Total Shares Authorized | Available for Future Issuance as of December 29, 2017 |
|-------------------------------------|-------------------------|---|
| Stock Incentive Plan (2015) | 10,500 | 5,186 |
| Employee Stock Purchase Plan (2006) | 21,000 | 13,775 |
| Total | 31,500 | 18,961 |

Amounts available for future issuance exclude outstanding options. Options outstanding as of December 29, 2017, include options granted under two plans that were replaced by subsequent plans. No shares are available for future grants under those plans.

Share-based Compensation. The Company recognized share-based compensation cost as follows (in thousands):

| | 2017 | 2016 | 2015 |
|--------------------------------------|----------|----------|----------|
| Share-based compensation | \$23,652 | \$21,134 | \$19,224 |
| Tax benefit | 5,100 | 6,100 | 5,400 |
| Share-based compensation, net of tax | \$18,552 | \$15,034 | \$13,824 |

As of December 29, 2017, there was \$10.8 million of unrecognized compensation cost related to unvested options, expected to be recognized over a weighted average period of approximately 2.1 years.

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The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions and results:

| | 2017 | 2016 | 2015 |
|---------------------------------------|--------|--------|--------|
| Expected life in years | 7.0 | 6.2 | 6.5 |
| Interest rate | 2.2 % | 1.6 % | 1.7 % |
| Volatility | 26.7 % | 27.5 % | 35.0 % |
| Dividend yield | 1.6 % | 1.7 % | 1.6 % |
| Weighted average fair value per share | \$8.08 | \$5.96 | \$7.73 |

Expected life is estimated based on vesting terms and exercise and termination history. Interest rate is based on the U.S. Treasury rate on zero-coupon issues with a remaining term equal to the expected life of the option. Expected volatility is based on historical volatility over a period commensurate with the expected life of options.

The fair value of employees' purchase rights under the Employee Stock Purchase Plan was estimated on the date of grant. The benefit of the 15 percent discount from the lesser of the fair market value per common share on the first day and the last day of the plan year was added to the fair value of the employees' purchase rights determined using the Black-Scholes option-pricing model with the following assumptions and results:

| | 2017 | 2016 | 2015 |
|---------------------------------------|--------|--------|--------|
| Expected life in years | 1.0 | 1.0 | 1.0 |
| Interest rate | 0.9 % | 0.7 % | 0.2 % |
| Volatility | 22.3 % | 24.6 % | 18.9 % |
| Dividend yield | 1.5 % | 1.7 % | 1.6 % |
| Weighted average fair value per share | \$7.32 | \$6.38 | \$5.50 |

I. Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share amounts):

| | 2017 | 2016 | 2015 |
|---|-----------|----------|-----------|
| Net earnings available to common shareholders | \$252,412 | \$40,674 | \$345,713 |
| Weighted average shares outstanding for basic earnings per share | 167,925 | 166,851 | 172,829 |
| Dilutive effect of stock options computed based on the treasury stock method using the average market price | 6,393 | 4,025 | 4,191 |
| Weighted average shares outstanding for diluted earnings per share | 174,318 | 170,876 | 177,020 |
| Basic earnings per share | \$1.50 | \$0.24 | \$2.00 |
| Diluted earnings per share | \$1.45 | \$0.24 | \$1.95 |

Stock options to purchase 2.9 million and 4.1 million shares were not included in the 2016 and 2015 computations of diluted earnings per share, respectively, because they would have been anti-dilutive. The number of anti-dilutive options excluded from the 2017 computation of diluted earnings per share was not significant.

J. Retirement Benefits

The Company has a defined contribution plan, under Section 401(k) of the Internal Revenue Code, which provides retirement benefits to most U.S. employees. For all employees who choose to participate, the Company matches employee contributions at a 100 percent rate, up to 3 percent of the employee's compensation. For employees not covered by a defined benefit plan, the Company contributes an amount equal to 1.5 percent of the employee's compensation. Employer contributions totaled \$7.8 million in 2017, \$6.7 million in 2016 and \$6.3 million in 2015.

The Company's postretirement medical plan provides certain medical benefits for retired U.S. employees. Employees hired before January 1, 2005, are eligible for these benefits upon retirement and fulfillment of other eligibility requirements as specified by the plan.

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The Company has both funded and unfunded noncontributory defined benefit pension plans that together cover most U.S. employees hired before January 1, 2006, certain directors and some of the employees of the Company's non-U.S. subsidiaries. The Company restructured its U.S. qualified defined benefit plan in 2017. Under the restructuring, the plan transferred \$42 million of liabilities and assets associated with certain plan participants to an insurance company via the purchase of a group annuity contract, and the Company recognized a \$12 million settlement loss in 2017 general and administrative expense. Remaining pension plan participants and related liabilities and assets were transferred into one of two newly established, legally separate qualified defined benefit plans, and the former plan was terminated. The benefits offered to the plans' participants were unchanged.

For U.S. plans, benefits are based on years of service and the highest 5 consecutive years' earnings in the 10 years preceding retirement. The Company funds annually in amounts consistent with minimum funding levels and maximum tax deduction limits.

Investment policies and strategies of the U.S. funded pension plans are based on participant demographics of each plan. For the larger of the two plans (the "Blue plan") covering active participants and retirees with higher benefit amounts, investments are based on a long-term view of economic growth and weighted toward equity securities. The primary goal of the plan's investments is to ensure that the plan's liabilities are met over time. In developing strategic asset allocation guidelines, an emphasis is placed on the long-term characteristics of individual asset classes, and the benefits of diversification among multiple asset classes. The plan invests primarily in domestic and international equities, fixed income securities, which include treasuries, highly-rated corporate bonds and high-yield bonds and real estate. Strategic target allocations for Blue plan assets are 54 percent equity securities, 36 percent fixed income securities and 10 percent real estate and alternative investments. For the smaller of the two plans (the "Gray plan") covering retirees with lower benefit amounts, investments are based on a shorter-term, more conservative outlook. The midpoints of the ranges of strategic target allocations for the Gray plan assets are 38 percent equity securities, 53 percent fixed income securities and 9 percent real estate and alternative investments.

Plan assets are held in trusts for the benefit of plan participants and are invested in various commingled funds, most of which are sponsored by the trustee. The fair values for commingled equity, fixed-income and real estate investments are measured using net asset values, which take into consideration the value of underlying fund investments, as well as the other accrued assets and liabilities of a fund, in order to determine a per share market value. Certain trustee-sponsored funds allow redemptions monthly or quarterly, with 10 or 60 days advance notice, while most of the funds allow redemptions daily. The plans had unfunded commitments to make additional investments in certain funds totaling \$3 million as of December 29, 2017 and \$4 million as of December 30, 2016.

The Company maintains a defined contribution plan covering employees of a Swiss subsidiary, funded by Company and employee contributions. Responsibility for pension coverage under Swiss law has been transferred to a Swiss insurance company. Plan assets are invested in an insurance contract that guarantees a federally mandated annual rate of return. The value of the plan assets is effectively the value of the insurance contract. The performance of the underlying assets held by the insurance company has no direct impact on the surrender value of the insurance contract. The insurance backed assets have no active market and are classified as level 3 in the fair value hierarchy.

Assets of all plans by category and fair value measurement level were as follows (in thousands):

| | Level | 2017 | 2016 |
|---|-------|---------|--------|
| Cash and cash equivalents | 1 | \$3,254 | \$698 |
| Insurance contract | 3 | 26,411 | 24,287 |
| Investments categorized in fair value hierarchy | | 29,665 | 24,985 |
| Equity | | | |
| U.S. Large Cap | N/A | 55,488 | 58,236 |
| U.S. Small/Mid Cap | N/A | 12,077 | 10,009 |

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| | | | |
|---|-----|-----------|-----------|
| International | N/A | 45,958 | 40,404 |
| Total Equity | | 113,523 | 108,649 |
| Fixed income | N/A | 81,358 | 78,209 |
| Real estate and other | N/A | 29,640 | 44,062 |
| Investments measured at net asset value | | 224,521 | 230,920 |
| Total | | \$254,186 | \$255,905 |

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The following table is a reconciliation of pension assets measured at fair value using level 3 inputs (in thousands):

| | 2017 | 2016 |
|----------------------------|----------|----------|
| Balance, beginning of year | \$24,287 | \$28,080 |
| Purchases | 1,934 | 1,928 |
| Redemptions | (2,150) | (5,267) |
| Unrealized gains (losses) | 2,340 | (454) |
| Balance, end of year | \$26,411 | \$24,287 |

The following provides a reconciliation of the changes in the plans' benefit obligations and fair value of assets over the periods ending December 29, 2017, and December 30, 2016, and a statement of the funded status as of the same dates (in thousands):

| | Pension Benefits | | Postretirement Medical Benefits | | | |
|---|------------------|-------------|---------------------------------|-------------|----------|----------|
| | 2017 | 2016 | 2017 | 2016 | | |
| Change in benefit obligation | | | | | | |
| Obligation, beginning of year | \$386,373 | \$380,672 | \$ 26,576 | \$ 23,211 | | |
| Service cost | 7,675 | 7,834 | 601 | 543 | | |
| Interest cost | 15,044 | 15,684 | 1,093 | 1,084 | | |
| Actuarial loss (gain) | 37,994 | 11,012 | 577 | 2,840 | | |
| Benefit payments | (13,299) | (20,147) | (1,076) | (1,102) | | |
| Settlements | (43,539) | (6,817) | — | — | | |
| Exchange rate changes | 3,311 | (1,865) | — | — | | |
| Obligation, end of year | \$393,559 | \$386,373 | \$ 27,771 | \$ 26,576 | | |
| Change in plan assets | | | | | | |
| Fair value, beginning of year | \$255,905 | \$268,258 | \$ — | \$ — | | |
| Actual return on assets | 32,132 | 11,397 | — | — | | |
| Employer contributions | 21,885 | 4,117 | 1,076 | 1,102 | | |
| Benefit payments | (13,299) | (20,147) | (1,076) | (1,102) | | |
| Settlements | (43,539) | (6,817) | — | — | | |
| Exchange rate changes | 1,102 | (903) | — | — | | |
| Fair value, end of year | \$254,186 | \$255,905 | \$ — | \$ — | | |
| Funded status | \$(139,373) | \$(130,468) | \$(27,771) | \$(26,576) | | |
| Amounts recognized in consolidated balance sheets | | | | | | |
| Non-current assets | | | \$2,538 | \$— | \$— | \$— |
| Current liabilities | | | 1,416 | 1,030 | 1,330 | 1,387 |
| Non-current liabilities | | | 140,495 | 129,438 | 26,441 | 25,189 |
| Net | | | \$139,373 | \$130,468 | \$27,771 | \$26,576 |

The accumulated benefit obligation as of year-end for all defined benefit pension plans was \$361 million for 2017 and \$360 million for 2016. Information for plans with an accumulated benefit obligation in excess of plan assets follows (in thousands):

| | 2017 | 2016 |
|--------------------------------|-----------|-----------|
| Projected benefit obligation | \$344,733 | \$386,373 |
| Accumulated benefit obligation | 311,876 | 359,854 |
| Fair value of plan assets | 202,822 | 255,905 |

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The components of net periodic benefit cost for the plans for 2017, 2016 and 2015 were as follows (in thousands):

| | Pension Benefits | | | Postretirement Medical Benefits | | |
|--|------------------|-----------|-----------|---------------------------------|----------|----------|
| | 2017 | 2016 | 2015 | 2017 | 2016 | 2015 |
| Service cost-benefits earned during the period | \$7,675 | \$7,834 | \$8,406 | \$ 601 | \$ 543 | \$ 542 |
| Interest cost on projected benefit obligation | 15,044 | 15,684 | 14,790 | 1,093 | 1,084 | 954 |
| Expected return on assets | (17,186) | (18,009) | (19,442) | — | — | — |
| Amortization of prior service cost (credit) | 255 | 269 | 268 | (344) | (766) | (676) |
| Amortization of net loss (gain) | 8,634 | 7,980 | 9,036 | 334 | 285 | 323 |
| Settlement loss (gain) | 12,313 | 1,565 | 423 | — | — | — |
| Cost of pension plans which are not significant and have not adopted ASC 715 | 122 | 85 | 79 | N/A | N/A | N/A |
| Net periodic benefit cost | \$26,857 | \$15,408 | \$13,560 | \$ 1,684 | \$ 1,146 | \$ 1,143 |

Amounts recognized in other comprehensive (income) loss in 2017 and 2016 were as follows (in thousands):

| | Pension Benefits | | Postretirement Medical Benefits | |
|---|------------------|----------|---------------------------------|----------|
| | 2017 | 2016 | 2017 | 2016 |
| Net loss (gain) arising during the period | \$23,936 | \$17,208 | \$ 577 | \$ 2,840 |
| Amortization of net gain (loss) | (8,634) | (7,980) | (334) | (285) |
| Settlement gain (loss) | (12,313) | (1,565) | — | — |
| Amortization of prior service credit (cost) | (255) | (269) | 344 | 766 |
| Total | \$2,734 | \$7,394 | \$ 587 | \$ 3,321 |

Amounts included in accumulated other comprehensive (income) loss as of December 29, 2017 and December 30, 2016, that had not yet been recognized as components of net periodic benefit cost, were as follows (in thousands):

| | Pension Benefits | | Postretirement Medical Benefits | |
|-----------------------------|------------------|-----------|---------------------------------|-----------|
| | 2017 | 2016 | 2017 | 2016 |
| Prior service cost (credit) | \$1,746 | \$1,920 | \$ — | \$ (344) |
| Net loss | 111,598 | 108,689 | 6,836 | 6,593 |
| Net before income taxes | 113,344 | 110,609 | 6,836 | 6,249 |
| Income taxes | (39,289) | (38,182) | (2,461) | (2,250) |
| Net | \$74,055 | \$72,427 | \$ 4,375 | \$ 3,999 |

Amounts included in accumulated other comprehensive (income) loss that are expected to be recognized as components of net periodic benefit cost in 2018 were as follows (in thousands):

| | Pension Benefits | Postretirement Medical Benefits |
|-----------------------------|------------------|---------------------------------|
| Prior service cost (credit) | \$277 | \$ — |
| Net loss (gain) | 7,797 | 543 |
| Net before income taxes | 8,074 | 543 |
| Income taxes | (1,776) | (119) |
| Net | \$6,298 | \$ 424 |

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Assumptions used to determine the Company's benefit obligations are shown below:

| | Pension Benefits | | Postretirement | Medical Benefits | |
|-------------------------------|------------------|-------|----------------|------------------|--|
| Weighted average assumptions | 2017 | 2016 | 2017 | 2016 | |
| U.S. Plans | | | | | |
| Discount rate | 3.9 % | 4.5 % | 3.9 % | 4.5 % | |
| Rate of compensation increase | 2.8 % | 2.8 % | N/A | N/A | |
| Non-U.S. Plans | | | | | |
| Discount rate | 1.0 % | 0.9 % | N/A | N/A | |
| Rate of compensation increase | 0.9 % | 1.0 % | N/A | N/A | |

Assumptions used to determine the Company's net periodic benefit cost are shown below:

| | Pension Benefits | | | Postretirement | Medical Benefits | | |
|-------------------------------|------------------|------|------|----------------|------------------|-------|--|
| Weighted average assumptions | 2017 | 2016 | 2015 | 2017 | 2016 | 2015 | |
| U.S. Plans | | | | | | | |
| Discount rate | 4.5% | 4.7% | 4.2% | 4.5 % | 4.7 % | 4.2 % | |
| Rate of compensation increase | 2.8% | 3.0% | 3.0% | N/A | N/A | N/A | |
| Expected return on assets | 7.0% | 7.5% | 7.8% | N/A | N/A | N/A | |
| Non-U.S. Plans | | | | | | | |
| Discount rate | 0.9% | 1.1% | 1.4% | N/A | N/A | N/A | |
| Rate of compensation increase | 1.0% | 1.3% | 1.3% | N/A | N/A | N/A | |
| Expected return on assets | 2.0% | 2.0% | 2.0% | N/A | N/A | N/A | |

Several sources of information are considered in determining the expected rate of return assumption, including the allocation of plan assets, the input of actuaries and professional investment advisors, and historical long-term returns. In setting the return assumption, the Company recognizes that historical returns are not always indicative of future returns and also considers the long-term nature of its pension obligations.

The Company's U.S. retirement medical plan limits the annual cost increase that will be paid by the Company to 3 percent. In measuring the accumulated postretirement benefit obligation (APBO), the annual trend rate for health care costs was assumed to be 6.5 percent for 2018, decreasing each year to a constant rate of 4.5 percent for 2038 and thereafter, subject to the plan's annual increase limitation.

At December 29, 2017, a one percent change in assumed health care cost trend rates would not have a significant impact on the service and interest cost components of net periodic postretirement health care benefit cost or the APBO for health care benefits.

The Company expects to contribute \$1.4 million to its unfunded pension plans and \$1.3 million to the postretirement medical plan in 2018. The Company will not be required to make contributions to the funded pension plans under minimum funding requirements for 2018. Estimated future benefit payments are as follows (in thousands):

| | Pension Benefits | Postretirement Medical Benefits |
|-----------------|------------------|---------------------------------|
| 2018 | \$ 13,385 | \$ 1,330 |
| 2019 | 13,977 | 1,434 |
| 2020 | 15,584 | 1,561 |
| 2021 | 16,576 | 1,635 |
| 2022 | 17,881 | 1,712 |
| Years 2023-2027 | 101,558 | 8,971 |

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K. Commitments and Contingencies

Lease Commitments. Aggregate annual rental commitments under operating leases with noncancelable terms of more than one year were as follows at December 29, 2017 (in thousands):

| | Buildings | Vehicles & Equipment | Total |
|------------|-----------|-------------------------|----------|
| 2018 | \$ 4,911 | \$ 3,368 | \$8,279 |
| 2019 | 3,659 | 2,078 | 5,737 |
| 2020 | 3,113 | 1,364 | 4,477 |
| 2021 | 1,923 | 828 | 2,751 |
| 2022 | 1,524 | 646 | 2,170 |
| Thereafter | 4,170 | 609 | 4,779 |
| Total | \$ 19,300 | \$ 8,893 | \$28,193 |

Total rental expense was \$7.6 million in 2017, \$7.8 million in 2016 and \$6.9 million in 2015.

Other Commitments. The Company is committed to pay suppliers under the terms of open purchase orders issued in the normal course of business totaling approximately \$97 million at December 29, 2017. The Company also has commitments with certain suppliers to purchase minimum quantities, and under the terms of certain agreements, the Company is committed for certain portions of the supplier's inventory. The Company does not purchase, or commit to purchase, quantities in excess of normal usage or amounts that cannot be used within one year. The Company estimates that the maximum commitment amount under such agreements does not exceed \$33 million.

The Company enters into contracts with vendors to receive services. Commitments under these service contracts with noncancelable terms of more than one year include \$3 million in 2018 and \$3 million in 2019.

In addition, the Company could be obligated to perform under standby letters of credit totaling \$2 million at December 29, 2017. The Company has also guaranteed the debt of its subsidiaries for up to \$10 million. All debt of subsidiaries is reflected in the consolidated balance sheets.

Contingencies. The Company is party to various legal proceedings arising in the normal course of business. The Company is actively pursuing and defending these matters and has recorded an estimate of the probable costs where appropriate. Management does not expect that resolution of these matters will have a material adverse effect on the Company, although the ultimate outcome cannot be determined based on available information.

L. Acquisitions

In January 2016, the Company paid \$48 million cash to acquire two related companies that manufacture and sell portable and fixed gas analyzers for landfill, biogas and medical applications and landfill gas wellhead equipment. The acquisitions enhance and complement the Company's position in environmental monitoring and remediation markets served by its Process segment. The purchase price was allocated based on estimated fair values, including \$28 million of goodwill, \$24 million of other identifiable intangible assets and \$4 million of other net liabilities.

On January 20, 2015, the Company completed the acquisition of High Pressure Equipment Holdings, LLC ("HiP") for \$161 million cash. HiP designs and manufactures valves, fittings and other flow control equipment engineered to perform in ultra-high pressure environments. HiP's products and business relationships enhance Graco's position in the oil and natural gas industry and complement Graco's core competencies of designing and manufacturing advanced flow control technologies. HiP had sales of \$38 million in 2014. Results of HiP operations have been included in the Company's Process segment from the date of acquisition, including sales of \$22 million in 2017, \$22 million in 2016

and \$29 million in 2015.

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Purchase consideration was allocated to assets acquired and liabilities assumed based on estimated fair values as follows (in thousands):

| | |
|--------------------------------|-----------|
| Cash and cash equivalents | \$1,904 |
| Accounts receivable | 4,714 |
| Inventories | 7,605 |
| Other current assets | 69 |
| Property, plant and equipment | 1,962 |
| Deferred income taxes | 1,840 |
| Identifiable intangible assets | 60,100 |
| Goodwill | 86,149 |
| Total assets acquired | 164,343 |
| Liabilities assumed | (3,414) |
| Net assets acquired | \$160,929 |

Acquired identifiable intangible assets and estimated useful life were as follows (dollars in thousands):

| | Estimated Life (years) |
|--------------------------------------|---------------------------|
| Customer relationships | \$47,100 12 |
| Trade names | 13,000 Indefinite |
| Total identifiable intangible assets | \$60,100 |

Approximately two-thirds of the goodwill acquired with HiP is deductible for tax purposes.

On January 2, 2015, the Company acquired White Knight Fluid Handling (“White Knight”) for \$16 million cash and a commitment for additional consideration if future revenues exceed certain thresholds, initially valued at \$8 million. The maximum payout is not limited. White Knight designs and manufactures high purity, metal-free pumps used in the production process of manufacturing semiconductors, solar panels, LED flat panel displays and various other electronics. The products, brands and distribution channels of White Knight expand and complement the offerings of the Company’s Process segment. The purchase price was allocated based on estimated fair values, including \$12 million of goodwill, \$9 million of other identifiable intangible assets and \$3 million of net tangible assets.

The Company completed other business acquisitions in 2017, 2016 and 2015 that were not material to the consolidated financial statements.

M. Divestiture

In 2012, the Company purchased the finishing businesses of Illinois Tool Works Inc. The acquisition included finishing equipment operations, technologies and brands of the Powder Finishing and Liquid Finishing businesses. Under terms of a hold separate order from the Federal Trade Commission, the Company did not have the power to direct the activities of the Liquid Finishing businesses that most significantly impacted the economic performance of those businesses. Consequently, we reflected our investment in the Liquid Finishing businesses as a cost-method investment on our balance sheet, and their results of operations were not consolidated with those of the Company.

In 2015, the Company sold the Liquid Finishing business assets for a price of \$610 million cash. Held separate investment income included the pre-tax gain on sale of \$150 million, net of transaction and other related expenses, including a \$7 million contribution to the Company’s charitable foundation. Held separate investment income also included dividends of \$42 million. Net earnings included after-tax gain and dividends totaling \$141 million.

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N. Quarterly Financial Information (Unaudited)

Unaudited quarterly financial data is summarized below (in thousands, except per share amounts):

| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter | |
|--|------------------|-------------------|------------------|-------------------|-----|
| 2017 | | | | | |
| Net Sales | \$340,590 | \$379,483 | \$379,812 | \$374,859 | |
| Gross Profit | 185,273 | 203,941 | 203,465 | 200,370 | |
| Net Earnings | 60,732 | 79,828 | 75,460 | 36,392 | (1) |
| Basic Net Earnings per Common Share | \$0.36 | \$0.48 | \$0.45 | \$0.22 | (1) |
| Diluted Net Earnings per Common Share | 0.35 | 0.46 | 0.43 | 0.21 | (1) |
| Cash Dividends Declared per Common Share | 0.12 | 0.12 | 0.12 | 0.13 | |
| 2016 | | | | | |
| Net Sales | \$304,912 | \$348,126 | \$327,192 | \$349,063 | |
| Gross Profit | 161,796 | 185,141 | 176,598 | 184,704 | |
| Net Earnings (Loss) | 39,552 | 50,947 | 54,388 | (104,213) | (2) |
| Basic Net Earnings (Loss) per Common Share | \$0.24 | \$0.31 | \$0.33 | \$(0.62) | (2) |
| Diluted Net Earnings (Loss) per Common Share | 0.23 | 0.30 | 0.32 | (0.61) | (2) |
| Cash Dividends Declared per Common Share | 0.11 | 0.11 | 0.11 | 0.12 | |

(1) Net earnings in the fourth quarter of 2017 included income tax charges totaling \$36 million to recognize the effects of U.S. federal income tax reform.

(2) Net earnings (loss) in the fourth quarter of 2016 included \$161 million of after tax loss from non-cash impairment charges in the Company's ONG reporting unit within the Process Segment.

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Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the fiscal year covered by this report, the Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)). This evaluation was done under the supervision and with the participation of the Company's President and Chief Executive Officer, the Chief Financial Officer and Treasurer, the Vice President, Corporate Controller and Information Systems, and the Vice President, General Counsel and Secretary. Based upon that evaluation, they concluded that the Company's disclosure controls and procedures are effective.

Management's Annual Report on Internal Control Over Financial Reporting

The information under the heading "Management's Report on Internal Control Over Financial Reporting" in Part II, Item 8, of this 2017 Annual Report on Form 10-K is incorporated herein by reference.

Reports of Independent Registered Public Accounting Firm

The information under the headings "Reports of Independent Registered Public Accounting Firm" and "Opinion on Internal Control Over Financial Reporting" in Part II, Item 8, of this 2017 Annual Report on Form 10-K is incorporated herein by reference.

Changes in Internal Control Over Financial Reporting

During the fourth quarter, there was no change in the Company's internal control over financial reporting that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

Item 9B. Other Information

Not applicable.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information under the heading “Executive Officers of Our Company” in Part I of this 2017 Annual Report on Form 10-K and the information under the heading “Board of Directors” in our Company’s Proxy Statement for its 2018 Annual Meeting of Shareholders to be held on April 27, 2018 (the “Proxy Statement”), is incorporated herein by reference.

Audit Committee Members and Audit Committee Financial Expert

The information under the heading “Committees of the Board of Directors” in our Company’s Proxy Statement is incorporated herein by reference.

Corporate Governance Guidelines, Committee Charters and Code of Ethics

Our Company has adopted Corporate Governance Guidelines and Charters for each of the Audit, Governance, and Management Organization and Compensation Committees of the Board of Directors. We have also issued a Code of Ethics and Business Conduct (“Code of Ethics”) that applies to our principal executive officer, principal financial officer, principal accounting officer, all officers, directors, and employees of Graco Inc. and all of its subsidiaries, representative offices and branches worldwide. The Corporate Governance Guidelines, Committee Charters, and Code of Ethics, with any amendments or waivers thereto, may be accessed free of charge by visiting the Graco website at www.graco.com.

Our Company intends to post on the Graco website any amendment to, or waiver from, a provision of the Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, controller and other persons performing similar functions within four business days following the date of such amendment or waiver.

Section 16(a) Reporting Compliance

The information under the heading “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s Proxy Statement is incorporated herein by reference.

Item 11. Executive Compensation

The information contained under the headings “Director Compensation,” “Executive Compensation,” “Compensation Committee Interlocks and Insider Participation” and “Report of the Management Organization and Compensation Committee” in the Proxy Statement is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information contained under the headings “Equity Compensation Plan Information” and “Beneficial Ownership of Shares” in the Proxy Statement is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information under the headings “Related Person Transaction Approval Policy” and “Director Independence” in the Proxy Statement is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information under the headings “Independent Registered Public Accounting Firm Fees and Services” and “Pre-Approval Policies” in the Proxy Statement is incorporated herein by reference.

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PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

| | Page |
|---------------------------------|-----------|
| (1) <u>Financial Statements</u> | <u>33</u> |

| | |
|--|-----------|
| (2) Financial Statement Schedule <u>Schedule II – Valuation and Qualifying Accounts</u> | <u>61</u> |
|--|-----------|

All other schedules are omitted because they are not applicable, or are not required, or because the required information is included in the Consolidated Financial Statements or Notes thereto.

| | |
|---|-----------|
| (3) <u>Management Contract, Compensatory Plan or Arrangement. (See Exhibit Index)</u> | <u>62</u> |
|---|-----------|

Those entries marked by an asterisk are Management Contracts, Compensatory Plans or Arrangements.

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Schedule II - Valuation and Qualifying Accounts

Graco Inc. and Subsidiaries
(in thousands)

| | Allowance for Doubtful Accounts | Allowance for Returns and Credits | Total |
|---|--|---|-----------|
| Balance, December 26, 2014 | \$ 2,400 | \$ 5,700 | \$ 8,100 |
| Additions charged to costs and expenses | 1,500 | 24,600 | 26,100 |
| Deductions from reserves ⁽¹⁾ | (900) | (23,000) | (23,900) |
| Other additions (deductions) ⁽²⁾ | — | 100 | 100 |
| Balance, December 25, 2015 | 3,000 | 7,400 | 10,400 |
| Additions charged to costs and expenses | 1,200 | 27,800 | 29,000 |
| Deductions from reserves ⁽¹⁾ | (100) | (26,400) | (26,500) |
| Other additions (deductions) ⁽²⁾ | (200) | — | (200) |
| Balance, December 30, 2016 | 3,900 | 8,800 | 12,700 |
| Additions charged to costs and expenses | 1,600 | 30,600 | 32,200 |
| Deductions from reserves ⁽¹⁾ | (1,700) | (29,500) | (31,200) |
| Other additions (deductions) ⁽²⁾ | 200 | 100 | 300 |
| Balance, December 29, 2017 | \$ 4,000 | \$ 10,000 | \$ 14,000 |

For doubtful accounts, represents amounts determined to be uncollectible and charged against reserve, net of (1) collections on accounts previously charged against reserves. For returns and credits, represents amounts of credits issued and returns processed.

(2) Includes amounts assumed or established in connection with acquisitions and effects of foreign currency translation.

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Exhibit Index

Exhibit
Number Description

- 2.1 Asset Purchase Agreement, dated April 14, 2011, by and among Graco Inc., Graco Holdings Inc., Graco Minnesota Inc., Illinois Tool Works Inc. and ITW Finishing LLC (excluding schedules and exhibits, which the Company agrees to furnish supplementally to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 8-K filed April 15, 2011.) First Amendment dated April 2, 2012. (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 8-K filed April 2, 2012.)
- **2.3 Agreement relating to the sale and purchase of the entire issued share capital of Xamol Limited to acquire Alco Valves Group, dated as of October 1, 2014 (excluding certain schedules and exhibits, which the Company agrees to furnish supplementally to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 10-Q for the thirteen weeks ended September 26, 2014.)
- 2.4 Purchase and Sale Agreement, dated as of December 31, 2014, by and among High Pressure Equipment Holdings LLC, Wasserstein Partners III, LP, Wasserstein Partners III (Offshore), L.P., Wasserstein Partners III (Offshore), LTD, Audax Mezzanine Fund III, L.P., Audax Co-Invest III, L.P., Audax Trust Co-Invest, L.P., certain other Sellers, Wasserstein Partners III (GP), LP, Graco Fluid Handling (C) Inc. and Graco Inc. (excluding certain schedules and exhibits, which the Company agrees to furnish supplementally to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 8-K filed January 6, 2015.)
- 3.1 Restated Articles of Incorporation as amended December 8, 2017. (Incorporated by reference to Exhibit 3.1 to the Company's Report on Form 8-K filed December 8, 2017.)
- 3.2 Restated Bylaws as amended February 14, 2014. (Incorporated by reference to Exhibit 3.2 to the Company's 2013 Annual Report on Form 10-K.)
- *10.1 Graco Inc. Incentive Bonus Plan. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 7, 2012.)
- *10.2 Graco Inc. Incentive Bonus Plan. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 15, 2017.)
- *10.3 Graco Inc. Amended and Restated Stock Incentive Plan (2006). (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 14, 2006.)
- *10.4 Graco Inc. 2010 Stock Incentive Plan. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 11, 2010.)
- *10.5 Graco Inc. 2015 Stock Incentive Plan. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on March 11, 2015.)
- *10.6

Deferred Compensation Plan (2005 Statement) as amended and restated on April 4, 2005. (Incorporated by reference to Exhibit 10.1 of the Company's Report on Form 10-Q for the thirteen weeks ended July 1, 2005.) Second Amendment dated November 1, 2005. (Incorporated by reference to Exhibit 10.8 to the Company's 2005 Annual Report on Form 10-K.) Third Amendment adopted on December 29, 2008. (Incorporated by reference to Exhibit 10.8 to the Company's 2008 Annual Report on Form 10-K.) Second Amendment dated October 25, 2012. (Incorporated by reference to Exhibit 10.9 to the Company's 2012 Annual Report on Form 10-K.)

Graco Restoration Plan (2005 Statement). (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended September 29, 2006.) First Amendment adopted December 8, 2006. (Incorporated by reference to Exhibit 10.12 to the Company's 2006 Annual Report on Form 10-K.) Second Amendment adopted August 15, 2007. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended September 28, 2007.) Third Amendment adopted March 27, 2008.

*10.7 (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended March 28, 2008.) Fourth Amendment adopted December 29, 2008. (Incorporated by reference to Exhibit 10.11 to the Company's 2008 Annual Report on Form 10-K.) Fifth Amendment adopted September 16, 2010. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended September 24, 2010.) Sixth Amendment adopted February 15, 2018 (Incorporated by reference to Exhibit 10.7 to the Company's 2017 Annual Report on Form 10-K.)

*10.8 Graco Inc. Retirement Plan for Nonemployee Directors. (Incorporated by reference to Attachment C to Item 5 to the Company's Report on Form 10-Q for the thirteen weeks ended March 29, 1991.) First Amendment adopted on December 29, 2008. (Incorporated by reference to Exhibit 10.10 to the Company's 2008 Annual Report on Form 10-K.)

*10.9 Form of Amendment to Executive Officer and Non-Employee Director Stock Options to Permit Net Exercises, as adopted by the Board of Directors February 17, 2012. (Incorporated by reference to Exhibit 10.1 of the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2012.)

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- Stock Option Agreement. Form of agreement used for award of nonstatutory stock options to nonemployee directors under the Graco Inc. Amended and Restated Stock Incentive Plan (2006). (Incorporated by reference to Exhibit 10.3 to the Company's Report on Form 10-Q for the thirteen weeks ended June 29, 2007.) Amended
- *10.10 form of agreement for awards made to nonemployee directors in 2008. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended June 27, 2008.) Amended and restated form of agreement for awards made to nonemployee directors in 2009. (Incorporated by reference to Exhibit 10.14 to the Company's 2009 Annual Report on Form 10-K/A.)
- Stock Option Agreement. Form of agreement used for award of nonstatutory stock options to nonemployee directors under the Graco Inc. 2010 Stock Incentive Plan in 2011. (Incorporated by reference to Exhibit 10.16 to the Company's 2010 Annual Report on Form 10-K.) Amended form of agreement for awards made to nonemployee directors commencing in 2012 (and subsequently used for awards made to nonemployee directors under the Graco Inc. 2015 Stock Incentive Plan in 2015). (Incorporated by reference to Exhibit 10.4 of the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2012.)
- *10.11
- Stock Option Agreement. Form of agreement used for award of non-incentive stock options to executive officers under the Graco Inc. Amended and Restated Stock Incentive Plan (2006) in 2007. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2007.) Amended form of agreement for awards made to executive officers in 2008, 2009 and 2010. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended March 28, 2008.)
- *10.12
- Stock Option Agreement. Form of agreement used for award of non-incentive stock options to Chief Executive Officer under the Graco Inc. Amended and Restated Stock Incentive Plan (2006) in 2007. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2007.) Amended form of agreement for awards made to Chief Executive Officer in 2008, 2009 and 2010. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended March 28, 2008.)
- *10.13
- Stock Option Agreement. Form of agreement used for award of non-incentive stock options to executive officers under the Graco Inc. 2010 Stock Incentive Plan in 2011. (Incorporated by reference to Exhibit 10.4 to the Company's Report on Form 10-Q for the thirteen weeks ended April 1, 2011.) Amended form of agreement for awards made to executive officers commencing in 2012. (Incorporated by reference to Exhibit 10.3 of the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2012.)
- *10.14
- Stock Option Agreement. Form of agreement used for award of non-incentive stock options to Chief Executive Officer under the Graco Inc. 2010 Stock Incentive Plan in 2011. (Incorporated by reference to Exhibit 10.3 to the Company's Report on Form 10-Q for the thirteen weeks ended April 1, 2011.) Amended form of agreement for awards made to Chief Executive Officer commencing in 2012. (Incorporated by reference to Exhibit 10.2 of the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2012.)
- *10.15
- Stock Option Agreement. Form of agreement used for award of non-incentive stock options to Chief Executive Officer under the Graco Inc. 2015 Stock Incentive Plan in 2016. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended March 25, 2016.)
- *10.16
- Stock Option Agreement. Form of agreement used for award of non-incentive stock options to executive officers under the Graco Inc. 2015 Stock Incentive Plan in 2016. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended March 25, 2016.)
- *10.17

- *10.18 Stock Option Agreement. Form of agreement used for award of non-incentive stock options to nonemployee directors under the Graco Inc. 2015 Stock Incentive Plan in 2016. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended June 24, 2016.)
- *10.19 Nonemployee Director Stock and Deferred Stock Program. (Incorporated by reference to Exhibit 10.22 to the Company's 2009 Annual Report on Form 10-K/A.)
- *10.20 Key Employee Agreement. Form of agreement used with Chief Executive Officer. (Incorporated by reference to Exhibit 10.24 to the Company's 2007 Annual Report on Form 10-K.)
- *10.21 Key Employee Agreement. Form of agreement used with executive officers other than the Chief Executive Officer. (Incorporated by reference to Exhibit 10.25 to the Company's 2007 Annual Report on Form 10-K.)
- 10.22 Executive Group Long-Term Disability Policy as revised in 1995. (Incorporated by reference to Exhibit 10.23 to the Company's 2004 Annual Report on Form 10-K.) Enhanced by Supplemental Income Protection Plan in 2004. (Incorporated by reference to Exhibit 10.28 to the Company's 2007 Annual Report on Form 10-K.)

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- 10.23 Omnibus Amendment, dated June 26, 2014, amending and restating the Credit Agreement among Graco Inc., the borrowing subsidiaries from time to time party thereto, the banks from time to time party thereto and U.S. Bank National Association, as administrative agent. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed July 1, 2014.) Third Amendment to Credit Agreement, dated December 15, 2016, amending the Credit Agreement among Graco Inc., the borrowing subsidiaries from time to time party thereto, the banks from time to time party thereto and U.S. Bank National Association, as administrative agent. (Incorporated by reference to Exhibit 10.1 to the Company's Report 8-K filed December 20, 2016.) Fourth amendment to Credit Agreement, dated May 23, 2017, amending the Credit Agreement among Graco Inc., the borrowing subsidiaries from time to time party thereto, the banks from time to time party thereto and U.S. Bank National Association, as administrative agent. (Incorporated by reference to Exhibit 10.2 to the Company's 10-Q filed for the thirteen weeks ended June 30, 2017.)
- 10.24 Note Agreement, dated March 11, 2011, between Graco Inc. and the Purchasers listed on the Purchaser Schedule attached thereto, which includes as exhibits the form of Senior Notes. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed March 16, 2011.) Amendment No. 1 dated May 23, 2011. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended July 1, 2011.) Amendment and Restatement No. 1 to Note Agreement dated as of March 27, 2012. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 8-K filed April 2, 2012.) Amendment No. 2 dated as of June 26, 2014 to Note Agreement dated as of March 11, 2011. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q filed for the thirteen weeks ended June 27, 2014.) Amendment No. 3 dated as of December 15, 2016 to Note Agreement dated as of March 11, 2011. (Incorporated by reference to Exhibit 10.28 to the Company's 2016 Annual Report on Form 10-K.) Amendment No. 4 dated May 23, 2017 to Note Agreement dated as of March 11, 2011. (Incorporated by reference to Exhibit 10.1 to the Company's 10-Q filed for the thirteen weeks ended June 30, 2017.)
- 10.25 Agreement between Graco Inc., Illinois Tool Works Inc., and ITW Finishing LLC, as the Respondents, and Counsel for the Federal Trade Commission. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed March 27, 2012.)
- 10.26 Agreement Containing Consent Orders, by and between Graco Inc., Illinois Tool Works Inc., and ITW Finishing LLC, as the Respondents, and Counsel for the Federal Trade Commission. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed June 6, 2012.)
- 10.27 Decision and Order by the U.S. Federal Trade Commission in the matter of Graco Inc., Illinois Tool Works Inc. and ITW Finishing LLC. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed October 8, 2014.)
- 11 Statement of Computation of Earnings per share included in Note I on page 50
- 21 Subsidiaries of the Company (Incorporated by reference to Exhibit 21 to the Company's 2017 Annual Report of Form 10-K.)
- 23 Independent Registered Public Accounting Firm's Consent
- 24 Power of Attorney (Incorporated by reference to Exhibit 24 to the Company's 2017 Annual Report on Form 10-K.)
- 31.1 Certification of President and Chief Executive Officer pursuant to Rule 13a-14(a)

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)

32 Certification of President and Chief Executive Officer and Chief Financial Officer pursuant to Section 1350 of Title 18, U.S.C.

101 Interactive Data File

Except as otherwise noted, all documents incorporated by reference above relate to File No. 001-09249.

* Management Contracts, Compensatory Plans or Arrangements.

** Certain portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Securities and Exchange Commission.

Pursuant to Item 601(b)(4)(iii) of Regulation S-K, copies of certain instruments defining the rights of holders of certain long-term debt of the Company and its subsidiaries are not filed as exhibits because the amount of debt authorized under any such instrument does not exceed 10 percent of the total assets of the Company and its subsidiaries. The Company agrees to furnish copies thereof to the Securities and Exchange Commission upon request.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

GRACO INC.

Date: April 23, 2018 /s/ PATRICK J. McHALE
Patrick J. McHale
President and Chief
Executive Officer