

MULTI COLOR Corp
Form 10-Q
February 11, 2019
Table of Contents

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

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

For the quarterly period ended December 31, 2018

OR

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

For the transition period from _____ to _____

Commission File Number 0-16148

Multi-Color Corporation

(Exact name of Registrant as specified in its charter)

OHIO
(State or Other Jurisdiction of
Incorporation or Organization)

31-1125853
(IRS Employer
Identification No.)

4053 Clough Woods Dr.

Batavia, Ohio 45103

(Address of Principal Executive Offices)

Registrant s Telephone Number (513) 381-1480

Edgar Filing: MULTI COLOR Corp - Form 10-Q

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

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

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

Large accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

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

Common shares, no par value 20,517,424 (as of January 31, 2019)

Table of Contents

MULTI-COLOR CORPORATION

FORM 10-Q

CONTENTS

	Page
PART I. <u>FINANCIAL INFORMATION</u>	
Item 1. <u>Condensed Consolidated Financial Statements (unaudited)</u>	
<u>Condensed Consolidated Statements of Income for the Three and Nine Months Ended December 31, 2018 and 2017</u>	4
<u>Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Nine Months Ended December 31, 2018 and 2017</u>	5
<u>Condensed Consolidated Balance Sheets at December 31, 2018 and March 31, 2018</u>	6
<u>Condensed Consolidated Statement of Stockholders' Equity for the Nine Months Ended December 31, 2018</u>	7
<u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended December 31, 2018 and 2017</u>	8
<u>Notes to Condensed Consolidated Financial Statements</u>	9
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	27
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	33
Item 4. <u>Controls and Procedures</u>	33
PART II. <u>OTHER INFORMATION</u>	
Item 1A. <u>Risk Factors</u>	34
Item 6. <u>Exhibits</u>	34
<u>Signatures</u>	35

Table of Contents***Forward-Looking Statements***

This report contains certain statements that are not historical facts that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, and that are intended to be covered by the safe harbors created by that Act. All statements contained in this Form 10-Q other than statements of historical fact are forward-looking statements. Forward-looking statements include statements regarding our future financial position, business strategy, budgets, projected costs, plans and objectives of management for future operations. The words may, continue, estimate, intend, plan, will, believe, project, expect, anticipate and similar expressions (as well as the negative versions thereof) may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. With respect to the forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those expressed or implied. Such forward-looking statements speak only as of the date made. The Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which they are made.

Statements concerning expected financial performance, on-going business prospects or strategies, and possible future actions which the Company intends to pursue in order to achieve strategic objectives constitute forward-looking information. Implementation of these strategies and the achievement of such financial performance or business prospects are each subject to numerous conditions, uncertainties and risk factors. Factors which could cause actual performance by the Company to differ materially from these forward-looking statements include, without limitation: factors discussed in conjunction with a forward-looking statement; risks and uncertainties regarding the potential timing, benefits and outcome of the Board's strategic evaluation process and risks and uncertainties associated with any potential strategic transaction; changes in global economic and business conditions; changes in business strategies or plans; raw material cost pressures; availability of raw materials; availability to pass raw material cost increases to our customers; interruption of business operations; changes in, or the failure to comply with, government regulations, legal proceedings and developments, including, but not limited to, tax law changes; acceptance of new product offerings, services and technologies; new developments in packaging; our ability to effectively manage our growth and execute our long-term strategy; our ability to manage foreign operations and the risks involved with them, including compliance with applicable anti-corruption laws; currency exchange rate fluctuations; tariffs and tradewars; our ability to manage global political uncertainty; terrorism and political unrest; increases in general interest rate levels and credit market volatility affecting our interest costs; competition within our industry; our ability to consummate and successfully integrate acquisitions; our ability to recognize the benefits of acquisitions, including potential synergies and cost savings; failure of an acquisition or acquired company to achieve its plans and objectives generally; risk that proposed or consummated acquisitions may disrupt operations or pose difficulties in employee retention or otherwise affect financial or operating results; risk that some of our goodwill may be or later become impaired; the success and financial condition of our significant customers; our ability to maintain our relationships, arrangements and agreements with our significant customers on terms and conditions consistent with historical terms and conditions, including, without limitation, with respect to amounts of sales, pricing and margins; dependence on certain significant customers; dependence on information technology; our ability to market new products; our ability to maintain an effective system of internal control; ongoing claims, lawsuits and governmental proceedings, including environmental proceedings; availability, terms and developments of capital and credit; dependence on key personnel; quality of management; our ability to protect our intellectual property and the potential for intellectual property litigation; employee benefit costs; and risk associated with significant leverage. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In addition to the factors described in this paragraph and Part II, Item 1A of this Quarterly Report on Form 10-Q, Part I, Item 1A of our Annual Report on Form 10-K for the year ended March 31, 2018

contains a list and description of uncertainties, risks and other matters that may affect the Company.

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (unaudited)
MULTI-COLOR CORPORATION AND SUBSIDIARIES**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(unaudited)

(in thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
Net revenues	\$ 397,004	\$ 352,699	\$ 1,288,048	\$ 851,173
Cost of revenues	331,623	295,397	1,047,872	692,640
Gross profit	65,381	57,302	240,176	158,533
Selling, general and administrative expenses	36,615	41,519	118,574	90,308
Facility closure expenses	60	761	201	890
Operating income	28,706	15,022	121,401	67,335
Interest expense	18,972	21,624	56,861	34,628
Other (income) expense, net	(508)	9,702	2,396	8,225
Income (loss) before income taxes	10,242	(16,304)	62,144	24,482
Income tax expense (benefit)	(1,233)	(36,815)	8,772	(25,361)
Net income	11,475	20,511	53,372	49,843
Less: Net income (loss) attributable to noncontrolling interests	189	(21)	192	15
Net income attributable to Multi-Color Corporation	\$ 11,286	\$ 20,532	\$ 53,180	\$ 49,828
Weighted average shares and equivalents outstanding:				
Basic	20,489	19,319	20,461	17,765
Diluted	20,550	19,446	20,546	17,914
Basic earnings per common share	\$ 0.55	\$ 1.06	\$ 2.60	\$ 2.80
Diluted earnings per common share	\$ 0.55	\$ 1.06	\$ 2.59	\$ 2.78
Dividends per common share	\$ 0.05	\$ 0.05	\$ 0.15	\$ 0.15

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents**MULTI-COLOR CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

(unaudited)

(in thousands)

	Three Months Ended		Nine Months Ended	
	December 31,	December 31,	December 31,	December 31,
	2018	2017	2018	2017
Net income	\$ 11,475	\$ 20,511	\$ 53,372	\$ 49,843
Other comprehensive income (loss):				
Unrealized foreign currency translation gain (loss)				
(1)	(22,947)	31,213	(117,244)	61,227
Unrealized gain (loss) on derivative contracts, net of tax (2)	5,714	(8,452)	23,992	(13,008)
Total other comprehensive income (loss)	(17,233)	22,761	(93,252)	48,219
Comprehensive income (loss)	(5,758)	43,272	(39,880)	98,062
Less: Comprehensive income (loss) attributable to noncontrolling interests	217	1,314	(1,420)	1,284
Comprehensive income (loss) attributable to Multi-Color Corporation	\$ (5,975)	\$ 41,958	\$ (38,460)	\$ 96,778

(1) The amounts for the three months ended December 31, 2018 and 2017 include tax impacts of \$378 and \$(33), respectively, related to the settlement of foreign currency denominated intercompany loans. The amounts for the nine months ended December 31, 2018 and 2017 include tax impacts of \$3,251 and \$(485), respectively, related to the settlement of foreign currency denominated intercompany loans.

(2) Amounts are net of tax of \$(1,666) and \$4,097 for the three months ended December 31, 2018 and 2017, respectively, and \$(7,992) and \$6,955 for the nine months ended December 31, 2018 and 2017, respectively.

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents**MULTI-COLOR CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

(unaudited)

(in thousands, except per share data)

	December 31, 2018	March 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 51,750	\$ 67,708
Accounts receivable, net of allowance of \$3,005 and \$2,704 at December 31, 2018 and March 31, 2018, respectively	260,234	306,542
Other receivables	25,847	16,589
Inventories, net	141,819	167,950
Prepaid expenses	25,899	24,926
Other current assets	44,059	17,468
Total current assets	549,608	601,183
Property, plant and equipment, net of accumulated depreciation of \$268,876 and \$235,980 at December 31, 2018 and March 31, 2018, respectively	532,788	510,002
Goodwill	1,088,006	1,196,634
Intangible assets, net	556,069	580,233
Other non-current assets	8,785	12,097
Deferred income tax assets	2,529	2,827
Total assets	\$ 2,737,785	\$ 2,902,976
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 22,112	\$ 20,864
Accounts payable	178,536	192,341
Accrued expenses and other liabilities	84,477	114,022
Total current liabilities	285,125	327,227
Long-term debt	1,521,307	1,577,821
Deferred income tax liabilities	160,291	149,950
Other liabilities	46,275	87,605
Total liabilities	2,012,998	2,142,603
Commitments and contingencies		
Stockholders equity:		
Preferred stock, no par value, 1,000 shares authorized, no shares outstanding		

Edgar Filing: MULTI COLOR Corp - Form 10-Q

Common stock, no par value, stated value of \$0.10 per share; 40,000 shares authorized, 20,826 and 20,753 shares issued at December 31, 2018 and March 31, 2018, respectively	1,407	1,403
Paid-in capital	405,900	402,252
Treasury stock, 309 and 307 shares at cost at December 31, 2018 and March 31, 2018, respectively	(11,701)	(11,528)
Retained earnings	439,216	384,671
Accumulated other comprehensive loss	(112,631)	(19,241)
Total stockholders' equity attributable to Multi-Color Corporation	722,191	757,557
Noncontrolling interests	2,596	2,816
Total stockholders' equity	724,787	760,373
Total liabilities and stockholders' equity	\$ 2,737,785	\$ 2,902,976

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

MULTI-COLOR CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY

(unaudited)

(in thousands)

	Common Stock		Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated	Noncontrolling Interests	Total
	Shares Issued	Amount				Other Comprehensive Loss		
March 31, 2018	20,753	\$ 1,403	\$ 402,252	\$ (11,528)	\$ 384,671	\$ (19,241)	\$ 2,816	\$ 760,373
Net income					53,180		192	53,372
Topic 606 transition adjustment					2,701			2,701
ASU 2018-02 reclassification of stranded tax effects					1,750	(1,750)		
Other comprehensive income						(91,640)	(1,612)	(93,252)
Constantia Labels acquisition							1,200	1,200
Issuance of common stock	42	4	1,169					1,173
Restricted stock grant	19							
Conversion of restricted share units	12							
Stock-based compensation			2,479					2,479
Shares acquired under employee plans				(173)				(173)
Common stock dividends					(3,086)			(3,086)
December 31, 2018	20,826	\$ 1,407	\$ 405,900	\$ (11,701)	\$ 439,216	\$ (112,631)	\$ 2,596	\$ 724,787

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

MULTI-COLOR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

(in thousands)

	Nine Months Ended	
	December 31, 2018	December 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 53,372	\$ 49,843
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	44,464	30,723
Amortization of intangible assets	33,013	15,559
Loss on sale of Southeast Asian durables business		512
Loss on write-off of deferred financing fees	186	660
Amortization of deferred financing costs	3,817	1,898
Net (gain)/loss on disposal of property, plant and equipment	(105)	995
Net (gain)/loss on derivative contracts	(735)	4,258
Stock-based compensation expense	2,479	2,541
Deferred income taxes, net	(8,527)	(30,793)
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable	35,490	7,680
Inventories	(5,881)	5,317
Prepaid expenses and other assets	(15,234)	(14,213)
Accounts payable	3,720	(15,902)
Accrued expenses and other liabilities	(19,070)	(17,341)
Net cash provided by operating activities	126,989	41,737
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(68,273)	(44,126)
Investment in acquisitions, net of cash acquired		(1,033,981)
Net proceeds from sale of Southeast Asian durables business		3,620
Proceeds from sale of property, plant and equipment	2,994	566
Net cash used in investing activities	(65,279)	(1,073,921)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under revolving lines of credit	294,103	386,110
Payments under revolving lines of credit	(346,337)	(520,495)
Borrowings of long-term debt		1,250,000
Repayment of long-term debt	(13,117)	(4,560)
Payment of acquisition related deferred payments	(3,265)	(899)

Edgar Filing: MULTI COLOR Corp - Form 10-Q

Proceeds from issuance of common stock	1,004	2,495
Debt issuance costs	(10)	(26,628)
Dividends paid	(3,081)	(3,000)
Net cash (used in)/provided by financing activities	(70,703)	1,083,023
Effect of foreign exchange rate changes on cash	(6,965)	3,446
Net (decrease)/increase in cash and cash equivalents	(15,958)	54,285
Cash and cash equivalents, beginning of period	67,708	25,229
Cash and cash equivalents, end of period	\$ 51,750	\$ 79,514

See accompanying Notes to Condensed Consolidated Financial Statements.

See Note 15 for supplemental cash flow disclosures.

Table of Contents

MULTI-COLOR CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(unaudited)

(in thousands, except for statistical and per share data)

1. Description of Business and Significant Accounting Policies

The Company

Multi-Color Corporation (Multi-Color, MCC, we, us, our or the Company), headquartered near Cincinnati, Ohio, is a leader in global label solutions supporting a number of the world's most prominent brands including leading producers of home & personal care, wine & spirits, food & beverage, healthcare and specialty consumer products. MCC serves international brand owners in the North American, Latin American, EMEA (Europe, Middle East and Africa) and Asia Pacific regions with a comprehensive range of the latest label technologies in Pressure Sensitive, Cut and Stack, In-Mold, Shrink Sleeve, Heat Transfer, Roll Fed, and Aluminum Labels.

Basis of Presentation

The condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Although certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) have been condensed or omitted pursuant to such rules and regulations, the Company believes that the disclosures are adequate to make the information presented not misleading. A description of the Company's significant accounting policies is included in the Company's Annual Report on Form 10-K for the year ended March 31, 2018 (the 2018 10-K). These condensed consolidated financial statements should be read in conjunction with the financial statements and the notes thereto included in the 2018 10-K.

The information furnished in these condensed consolidated financial statements reflects all estimates and adjustments which are, in the opinion of management, necessary to present fairly the results for the interim periods reported.

The condensed consolidated financial statements include the accounts of the Company and its controlled subsidiaries. All significant intercompany accounts and transactions have been eliminated. Certain prior period balances have been reclassified to conform to current year classifications.

Use of Estimates in Financial Statements

In preparing financial statements in conformity with U.S. GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

New Accounting Pronouncements

In the first quarter of fiscal 2019, we adopted Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (Topic 606) and all related amendments, which provides revised guidance for revenue recognition.

We adopted this guidance using the modified retrospective transition method, which means that periods beginning in fiscal 2019 are reported under this guidance while prior periods continue to be reported under previous guidance. See Note 2.

In February 2018, the Financial Accounting Standards Board (FASB) issued ASU 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (Topic 220), which permits the reclassification of stranded tax effects resulting from the Tax Cuts and Jobs Act (the Tax Act) from accumulated other comprehensive income (AOCI) to retained earnings. This new guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, which for the Company is the fiscal year beginning April 1, 2019. Early adoption is permitted, and the update must be applied either at the beginning of the period of adoption or retrospectively to each period in which the effects of the Tax Act related to items remaining in AOCI are recognized. The Company elected to early adopt this update in the second quarter of fiscal 2019. As part of this adoption, the Company elected to reclassify \$1,750 of stranded income tax effects of the Tax Act from AOCI to retained earnings at the beginning of the second quarter of fiscal 2019.

In January 2017, the FASB issued ASU 2017-04, Intangibles-Goodwill and Other, which simplifies the accounting for goodwill impairment. This update removes step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. This update is effective for any annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019, which for the Company is any annual or interim goodwill impairment tests performed after April 1, 2020. Early adoption is permitted for any impairment tests performed after January 1, 2017. The Company is currently evaluating the impact of this update on its consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, Business Combinations, which revises the definition of a business. The FASB's new framework assists entities in evaluating whether a set (integrated set of assets and activities) should be accounted for as an acquisition of a business or a group of assets. The framework adds an initial screen to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single asset or group of similar assets. If that screen is met, the set is not a business. This update was effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, which for the Company

Table of Contents

was the fiscal year beginning April 1, 2018. The Company adopted this update effective April 1, 2018, and its adoption did not have an impact on the Company's consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*, which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The specific issues addressed include debt prepayment or debt extinguishment costs, contingent consideration payments made after a business combination and separately identifiable cash flows and application of the predominance principle. This update was effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, which for the Company was the fiscal year beginning April 1, 2018. The Company adopted this update effective April 1, 2018, and its adoption did not have an impact on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases*, which requires that lessees recognize almost all leases on the balance sheet as right-of-use assets and lease liabilities. For income statement purposes, leases will be classified as either finance leases or operating leases. The Company is making progress with its preparation for the adoption and implementation of the standard, including assessing the completeness of our lease agreements, evaluating practical expedients and accounting policy elections, and software implementation. This update is effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years, which for the Company is the fiscal year beginning April 1, 2019.

In March 2018, the FASB approved an alternative transition method for adoption of ASU 2016-02, *Leases*, which eliminates the requirement to restate prior period financial statements and requires the cumulative effect of the retrospective allocation to be recorded as an adjustment to the opening balance of retained earnings at the date of adoption. The Company plans to elect this transition method, and as a result, we will not adjust our comparative period financial information or make the new required lease disclosures for periods before the effective date. We believe that the adoption of this new standard will result in a significant increase in lease-related assets and liabilities on our consolidated balance sheet. The Company is currently accumulating its lease data in order to evaluate the impact on the consolidated statement of income. As the impact of this standard is non-cash in nature, we do not anticipate its adoption having an impact on the Company's consolidated statement of cash flows.

No other new accounting pronouncement issued or effective during the nine months ended December 31, 2018 had or is expected to have a material impact on the condensed consolidated financial statements.

Supply Chain Financing

The Company has entered into supply chain financing agreements with certain customers and factoring arrangements with certain banks. The receivables for the agreements are sold without recourse to the customers' banks and are accounted for as sales of accounts receivable. Losses on the sale of these receivables are included in selling, general and administrative expenses in the condensed consolidated statements of income. Losses of \$510 and \$251 were recorded for the three months ended December 31, 2018 and 2017, respectively, and losses of \$1,504 and \$716 were recorded for the nine months ended December 31, 2018 and 2017, respectively.

2. Revenue Recognition

On April 1, 2018, we adopted ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* and all related amendments, which provides revised guidance for revenue recognition. The standard's core principle is that an entity should recognize the revenue for transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard defines

a five-step process to recognize revenue and requires more judgment and estimates within the revenue recognition process than required under previous U.S. GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price, and allocating the transaction price to each separate performance obligation.

We adopted the standard by applying the modified retrospective method to all contracts that were not completed as of the adoption date. The aggregate effect of any modifications to those contracts was reflected in identifying the satisfied and unsatisfied performance obligations, determining the transaction price, and allocating the price to the satisfied and unsatisfied performance obligations as of the adoption date. Accordingly, the comparative statement of income and comparative balance sheet have not been restated.

Adjustments due to ASU 2014-09 were as follows:

Table of Contents

	Balance at March 31, 2018	Adjustments	Balance at April 1, 2018
Assets:			
Accounts receivable, net	\$ 306,542	\$ 253	\$ 306,795
Inventories, net	167,950	(18,286)	149,664
Other current assets	17,468	21,657	39,125
Liabilities and Stockholders Equity:			
Accrued expenses and other liabilities	\$ 114,022	\$ (215)	\$ 113,807
Deferred income tax liabilities	149,950	1,125	151,075
Accumulated other comprehensive loss	(19,241)	13	(19,228)
Retained earnings	384,671	2,701	387,372

Revenue is generated through the sale of products created to meet the packaging needs of our customers, culminating in a single performance obligation to produce labels with no alternate use, and revenue is recorded in an amount that reflects the net consideration that we expect to receive. Prices for our products are based on agreed upon rates with customers and do not include financing components or noncash consideration. The amount of consideration we receive and revenue we recognize is variable for certain customers and is impacted by incentives, including rebates, which are generally tied to achievement of certain sales volume levels.

We recognize revenue when obligations under the terms of a contract with our customer are satisfied, in an amount that reflects the consideration we expect to receive in exchange for the product. Depending on the terms of the agreement with the customer, we recognize revenue either at a point-in-time (at shipment or delivery depending on agreed upon terms) or over-time when the Company has an enforceable right to payment for performance completed to date.

We believe the costs incurred method is the best method to recognize our over-time revenue as costs incurred are proportionate to progress achieved in satisfying our performance obligations.

The Company also has bill and hold arrangements with certain customers. For these arrangements, control over the product is transferred when the product is ready for physical transfer to the customer, as we have a present right to payment, the customer can direct the use of the product (i.e., request shipment to its facility), and legal title has passed to the customer. Revenue is recognized at the time the product is produced and we have transferred control to the customer.

Payment terms typically range from 30-90 days, based upon agreed upon terms with the customer.

Taxes assessed by a governmental authority that we collect from our customers that are both imposed on and concurrent with our revenue producing activities (such as sales tax, value-added tax, and excise taxes) are excluded from revenue. Shipping and handling costs incurred after control of the product is transferred to our customers are treated as fulfillment costs and not a separate performance obligation.

MCC records contract assets when revenue is recognized but we have not yet invoiced the customer. This occurs when costs are incurred for the production of labels for over-time customers but the associated revenues have not been billed to the customer or when prepress costs related to fulfillment and completion of labels are incurred but the associated revenues for those labels have not been billed to the customer. Contract liabilities are recorded for expected shipping and handling charges for revenue recognized from over-time customers, billings to customers for prepress items to be utilized in the fulfillment and completion of labels that have not yet been fully utilized in the production process, and arrangements where MCC has billed the customer but has not yet shipped the labels and the transaction

does not meet the criteria for bill and hold revenue recognition.

	Balance sheet location	December 31, 2018	April 1, 2018
Contract assets	Other current assets	\$ 29,966	\$ 31,001
Contract liabilities	Accrued expenses and other liabilities	(11,799)	(11,750)
Net contract assets and liabilities		\$ 18,167	\$ 19,251

MCC recognized revenues of \$178 and \$9,440 during the three and nine months ended December 31, 2018, respectively, that were included in contract liabilities as of March 31, 2018.

We elected the practical expedient to disregard the possible existence of a significant financing component related to payment on contracts as part of the adoption of ASU 2014-09, as we expect that customers will pay for the products within one year. Additionally, as all contracts are expected to have an original duration of one year or less, we elected the practical expedient to exclude disclosure of information regarding the aggregate amount and future timing of performance obligations that are unsatisfied or partially satisfied as of the end of the reporting period.

The following table summarizes the December 31, 2018 condensed consolidated statement of income and condensed consolidated balance sheet as if ASU 2014-09 had not been adopted and the adjustment required upon adoption of ASU 2014-09.

Table of Contents

	Three Months Ended December 31, 2018		
	As Reported	Adjustments	Previous Standard
Condensed Consolidated Statement of Income:			
Net revenues	\$ 397,004	\$ 4,238	\$ 401,242
Cost of revenues	331,623	3,433	335,056
Gross profit	65,381	805	66,186
Selling, general and administrative expenses	36,615	84	36,699
Operating income	28,706	721	29,427
Income tax benefit	(1,233)	164	(1,069)
Net income	11,475	557	12,032

	Nine Months Ended December 31, 2018		
	As Reported	Adjustments	Previous Standard
Condensed Consolidated Statement of Income:			
Net revenues	\$ 1,288,048	\$ 3,823	\$ 1,291,871
Cost of revenues	1,047,872	3,097	1,050,969
Gross profit	240,176	726	240,902
Selling, general and administrative expenses	118,574	76	118,650
Operating income	121,401	650	122,051
Income tax expense	8,772	145	8,917
Net income	53,372	505	53,877

	As of December 31, 2018		
	As Reported	Adjustments	Previous Standard
Condensed Consolidated Balance Sheet:			
Assets:			
Accounts receivable, net	\$ 260,234	\$ (263)	\$ 259,971
Inventories, net	141,819	15,197	157,016
Other current assets	44,059	(17,980)	26,079
Liabilities and Stockholders Equity:			
Accrued expenses and other liabilities	\$ 84,477	\$ 143	\$ 84,620
Deferred income tax liabilities	160,291	(980)	159,311
Accumulated other comprehensive loss	(112,631)	(13)	(112,644)

Retained earnings

439,216**(2,196)****437,020**

The following table presents our net revenues disaggregated by region and timing of revenue recognition for the three and nine months ended December 31, 2018.

	Three Months Ended December 31, 2018		Nine Months Ended December 31, 2018	
	Point-in-time	Over-time	Point-in-time	Over-time
North America	\$ 117,811	\$ 56,532	\$ 403,224	\$ 173,256
Europe	151,145	1,010	500,164	2,984
Asia Pacific and Africa	63,500	688	187,028	2,684
South America	6,318		18,708	
Total	\$ 338,774	\$ 58,230	\$ 1,109,124	\$ 178,924

Table of Contents**3. Earnings Per Common Share**

Basic earnings per common share (EPS) is computed by dividing net income attributable to Multi-Color Corporation by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net income attributable to Multi-Color Corporation by the sum of the weighted average number of common shares outstanding during the period plus, if dilutive, potential common shares outstanding during the period. Potential common shares outstanding during the period consist of restricted shares, restricted share units, and the incremental common shares issuable upon the exercise of stock options and are reflected in diluted EPS by application of the treasury stock method.

The following is a reconciliation of the number of shares used in the basic EPS and diluted EPS computations:

	Three Months Ended				Nine Months Ended			
	December 31, 2018		December 31, 2017		December 31, 2018		December 31, 2017	
	Shares	Per Share Amount	Shares	Per Share Amount	Shares	Per Share Amount	Shares	Per Share Amount
Basic EPS	20,489	\$ 0.55	19,319	\$ 1.06	20,461	\$ 2.60	17,765	\$ 2.80
Effect of dilutive securities	61		127		85	(0.01)	149	(0.02)
Diluted EPS	20,550	\$ 0.55	19,446	\$ 1.06	20,546	\$ 2.59	17,914	\$ 2.78

The Company excluded 309 and 157 options to purchase shares in the three months ended December 31, 2018 and 2017, respectively, from the computation of diluted EPS because these shares would have an anti-dilutive effect. The Company excluded 298 and 132 options to purchase shares in the nine months ended December 31, 2018 and 2017, respectively, from the computation of diluted EPS because these shares would have an anti-dilutive effect.

4. Inventories

The Company's inventories consisted of the following:

	December 31, 2018	March 31, 2018
Finished goods	\$ 58,593	\$ 80,845
Work-in-process	17,891	21,156
Raw materials	65,335	65,949
Total inventories, net	\$ 141,819	\$ 167,950

5. Debt

The components of the Company's debt consisted of the following:

Edgar Filing: MULTI COLOR Corp - Form 10-Q

	December 31, 2018			March 31, 2018		
	Unamortized Debt Issuance	Debt Less Amortized Debt	Debt Issuance	Unamortized Debt Issuance	Debt Less Amortized Debt	Debt Issuance
	Principal	Costs	Issuance Costs	Principal	Costs	Issuance Costs
6.125% Senior Notes (1)	\$ 250,000	\$ (2,642)	\$ 247,358	\$ 250,000	\$ (3,148)	\$ 246,852
4.875% Senior Notes (1)	600,000	(8,739)	591,261	600,000	(9,699)	590,301
<u>Credit Agreement</u>						
Term Loan A Facility (2)	142,500	(3,343)	139,157	148,125	(3,996)	144,129
Term Loan B Facility (3)	495,000	(5,396)	489,604	498,750	(6,280)	492,470
U.S. Revolving Credit Facility (4)				56,945	(5,442)	51,503
Australian Revolving Sub-Facility (4)	33,638	(506)	33,132	33,033	(605)	32,428
Capital leases	37,648		37,648	36,288		36,288
Other subsidiary debt	5,259		5,259	4,714		4,714
Total debt	1,564,045	(20,626)	1,543,419	1,627,855	(29,170)	1,598,685
Less current portion of debt	(22,112)		(22,112)	(20,864)		(20,864)
Total long-term debt	\$ 1,541,933	\$ (20,626)	\$ 1,521,307	\$ 1,606,991	\$ (29,170)	\$ 1,577,821

(1) The 6.125% Senior Notes are due on December 1, 2022. The 4.875% Senior Notes are due on November 1, 2025.

Table of Contents

- (2) The Company is required to make mandatory principal payments on the outstanding borrowings under the Term Loan A Facility. The principal payments are due on the last day of March, June, September and December of each year, commencing on March 31, 2018 through the maturity date of October 31, 2022.
- (3) The Company is required to make mandatory principal payments on the outstanding borrowings under the Term Loan B Facility. The principal payments are due on the last day of March, June, September and December of each year, commencing on March 31, 2018 through the maturity date of October 31, 2024.
- (4) Borrowings under the U.S. Revolving Credit Facility and Australian Revolving Sub-Facility mature on October 31, 2022.

The carrying value of debt under the Credit Agreement approximates fair value. The fair value of the Senior Notes is based on observable inputs, including quoted market prices (Level 2). The fair values of the 4.875% Senior Notes and 6.125% Senior Notes were approximately \$514,500 and \$249,375, respectively, as of December 31, 2018. The fair values of the 4.875% Senior Notes and 6.125% Senior Notes were approximately \$564,000 and \$258,750, respectively, as of March 31, 2018.

The following is a schedule of future annual principal payments as of December 31, 2018:

	Debt	Capital Leases	Total
January 2019 - December 2019	\$ 17,378	\$ 4,734	\$ 22,112
January 2020 - December 2020	16,419	3,893	20,312
January 2021 - December 2021	20,133	3,480	23,613
January 2022 - December 2022	397,467	2,879	400,346
January 2023 - December 2023	5,000	2,831	7,831
Thereafter	1,070,000	19,831	1,089,831
Total	\$ 1,526,397	\$ 37,648	\$ 1,564,045

Senior Secured Credit Facility

In conjunction with the Constantia Labels acquisition, effective October 31, 2017 the Company entered into a credit agreement (the Credit Agreement) with various lenders. The Credit Agreement replaced the Company's previous credit agreement and consists of (i) a senior secured first lien term loan A facility (the Term Loan A Facility) in an aggregate initial principal amount of \$150,000 with a five year maturity, (ii) a senior secured first lien term loan B facility (the Term Loan B Facility) in an aggregate initial principal amount of \$500,000 with a seven year maturity, and (iii) a senior secured first lien revolving credit facility (the Revolving Credit Facility) in an aggregate principal amount up to \$400,000, comprised of a \$360,000 U.S. revolving credit facility (the U.S. Revolving Credit Facility) and a \$40,000 U.S. Dollar equivalent Australian sub-facility (the Australian Revolving Sub-Facility), each with a five year maturity.

On October 16, 2018, the Company amended the terms of the Term Loan B Facility upon entering into Amendment No. 1 to the Credit Agreement, which lowered the applicable margin payable on LIBOR indexed loans thereunder from 225 bps to 200 bps.

The Credit Agreement contains customary mandatory and optional prepayment provisions and customary events of default. The Credit Agreement's Term Loan A Facility, Term Loan B Facility and U.S. Revolving Credit Facility (together, the U.S. facilities) are guaranteed by substantially all of the Company's direct and indirect wholly owned domestic subsidiaries, and such guarantors pledged substantially all their assets as collateral to secure the U.S. facilities. The Australian Revolving Sub-Facility is secured by substantially all of the assets of the Australian borrower and its direct and indirect subsidiaries.

The Credit Agreement can be used for working capital, capital expenditures and other corporate purposes and to fund permitted acquisitions (as defined in the Credit Agreement). Loans under the Credit Agreement bear interest at variable rates plus a margin, based on the Company's consolidated secured net leverage ratio.

The weighted average interest rates on the Company's borrowings are as follows:

	December 31, 2018	March 31, 2018
Term Loan A Facility	4.52%	4.13%
Term Loan B Facility	4.52%	4.13%
U.S. Revolving Credit Facility		4.42%
Australian Revolving Sub-Facility	4.10%	4.13%

The Credit Agreement contains customary representations and warranties as well as customary negative and affirmative covenants, which require the Company to maintain the following financial covenants at the end of each quarter: (i) the consolidated secured net leverage

Table of Contents

ratio as of the last day of any fiscal quarter of the Company shall not exceed 4.50 to 1.00 for the fiscal quarters ended during the period of March 31, 2017 through, and including June 30, 2019 and (ii) the consolidated secured net leverage ratio as of the last day of any fiscal quarter of the Company shall not exceed 4.25 to 1.00 for the fiscal quarters ended during the period of September 30, 2019 and thereafter.

The Credit Agreement, the indenture governing the 4.875% Senior Notes (the 4.875% Senior Notes Indenture) and the indenture governing the 6.125% Senior Notes (the 6.125% Senior Notes Indenture) and together with the 4.875% Senior Notes Indenture, (the Indentures) limit the Company's ability to incur additional indebtedness. Additional covenants contained in the Credit Agreement and the Indentures, among other things, restrict the ability of the Company to dispose of assets, incur guarantee obligations, make restricted payments, create liens, make equity or debt investments, change the business conducted by the Company and its subsidiaries, and engage in certain transactions with affiliates. Under the Credit Agreement and the Indentures, certain changes in control of the Company could result in the occurrence of an Event of Default. In addition, the Credit Agreement limits the ability of the Company to modify terms of the Indentures. As of December 31, 2018, the Company was in compliance with the covenants in the Credit Agreement and the Indentures.

Available borrowings under the U.S. Revolving Credit Facility and Australian Revolving Sub-Facility were \$354,397 and \$6,362, respectively, at December 31, 2018. The Company also has various other uncommitted lines of credit available at December 31, 2018 in the aggregate amount of \$24,452.

4.875% Senior Notes

The \$600,000 aggregate principal amount of 4.875% Senior Notes due 2025 (the 4.875% Senior Notes) were issued in October 2017 to fund the acquisition of Constantia Labels. The 4.875% Senior Notes are unsecured senior obligations of the Company. Interest is payable on the 4.875% Senior Notes on May 1st and November 1st of each year beginning May 1, 2018 until the maturity date of November 1, 2025. The Company's obligations under the 4.875% Senior Notes are guaranteed by certain of the Company's existing direct and indirect wholly-owned domestic subsidiaries.

6.125% Senior Notes

The \$250,000 aggregate principal amount of 6.125% Senior Notes due 2022 (the 6.125% Senior Notes) were issued in November 2014. The 6.125% Senior Notes are unsecured senior obligations of the Company. Interest is payable on the 6.125% Senior Notes on June 1st and December 1st of each year beginning June 1, 2015 until the maturity date of December 1, 2022. The Company's obligations under the 6.125% Senior Notes are guaranteed by certain of the Company's existing direct and indirect wholly-owned domestic subsidiaries.

Debt Issuance Costs

In conjunction with Amendment No. 1 to the Credit Agreement, the Company paid \$730 in third-party fees of which \$720 related to a debt modification and were recorded to selling, general and administrative expenses during the third quarter of fiscal 2019. The remaining \$10 in third-party fees related to new lenders entering the syndication and were deferred. In addition, \$185 of existing unamortized debt issuance costs related to lenders exiting the Term Loan B were written-off to interest expense as a loss on extinguishment of debt. The remaining unamortized debt issuance costs related to a debt modification and, along with the new deferred costs, are being amortized over the remaining term of the Term Loan B Facility.

In conjunction with the issuance of the Credit Agreement, the Company incurred \$16,331 in debt issuance costs, which are being deferred and amortized over the term of the Term A Loan Facility, Term Loan B Facility and

Revolving Credit Facility, except for the portion written-off in conjunction with Amendment No. 1. In conjunction with terminating the Company's prior credit agreement, \$660 in unamortized debt issuance costs related to a debt extinguishment were written-off to interest expense during the three months ended December 31, 2017. The remaining unamortized fees under the prior credit agreement related to a debt modification and are being amortized over the term of the Revolving Credit Facility.

The Company incurred \$10,338 in debt issuance costs associated with the issuance of the 4.875% Senior Notes, which are being deferred and amortized over the term of the 4.875% Senior Notes.

The Company recorded \$1,267 and \$1,090 in interest expense for the three months ended December 31, 2018 and 2017, respectively, in the condensed consolidated statements of income to amortize deferred financing costs. The Company recorded \$3,817 and \$1,898 in interest expense for the nine months ended December 31, 2018 and 2017, respectively, in the condensed consolidated statements of income to amortize deferred financing costs.

Capital Leases

The present value of the net minimum payments on the capitalized leases is as follows:

Table of Contents

	December 31, 2018	March 31, 2018
Total minimum lease payments	\$ 46,551	\$ 49,521
Less amount representing interest	(8,903)	(13,233)
Present value of net minimum lease payments	37,648	36,288
Current portion	(4,734)	(4,191)
Capitalized lease obligations, less current portion	\$ 32,914	\$ 32,097

The capitalized leases carry interest rates from 0.97% to 12.25% and mature from fiscal 2019 to fiscal 2032.

6. Major Customers

During the three months ended December 31, 2018 and 2017, sales to major customers (those exceeding 10% of the Company's net revenues in one or more of the periods presented) approximated 11% and 13%, respectively, of the Company's consolidated net revenues. All of these sales were made to The Procter & Gamble Company.

During the nine months ended December 31, 2018 and 2017, sales to major customers (those exceeding 10% of the Company's net revenues in one or more of the periods presented) approximated 10% and 15%, respectively, of the Company's consolidated net revenues. All of these sales were made to The Procter & Gamble Company.

In addition, accounts receivable balances from The Procter & Gamble Company approximated 3% of the Company's total accounts receivable balance at December 31, 2018 and March 31, 2018.

7. Income Taxes

The Company files income tax returns in the U.S. federal jurisdiction, various foreign jurisdictions and various state and local jurisdictions where the statutes of limitations generally range from three to five years. At December 31, 2018, the Company is no longer subject to U.S. federal examinations by tax authorities for years before fiscal 2016. The Company is no longer subject to state and local examinations by tax authorities for years before fiscal 2014. In foreign jurisdictions, the Company is no longer subject to examinations by tax authorities for years before fiscal 1999.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act significantly revises the future ongoing U.S. corporate income tax by, among other things, lowering U.S. corporate income tax rates and implementing a territorial tax system. As the Company has a March 31 fiscal year-end, a U.S. statutory federal rate of 21% applies to fiscal year beginning April 1, 2018. The Tax Act eliminates the domestic manufacturing deduction and implements certain transitional impacts to the Company.

The changes included in the Tax Act are broad and complex. The final transition impacts of the Tax Act may differ from estimates, possibly materially, due to, among other things, changes in interpretations of the Tax Act, any legislative action to address questions that arise because of the Tax Act, any changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates the Company has utilized to calculate the transition impacts, including impacts from changes to current year earnings estimates and foreign exchange rates of foreign subsidiaries. The Securities Exchange Commission has issued rules that would allow for a measurement period of up to one year after the enactment date of the Tax Act to finalize the

recording of the related tax impacts. The Company made an estimate at March 31, 2018 on the impact of the Tax Act. During the third quarter ended December 31, 2018 the Company recorded a discrete net tax expense of \$14 comprised of adjustments to the IRC 965 transition tax resulting in a net tax benefit of \$528, net deferred tax benefit due to the rate change of \$425, and a tax charge of \$967 related to a change in the Company's indefinite reinvestment assertion. As of December 31, 2018, the Company's accounting for the impact of the Tax Act is complete.

The benefits of tax positions are not recorded unless it is more likely than not the tax position would be sustained upon challenge by the appropriate tax authorities. Tax benefits that are more likely than not to be sustained are measured at the largest amount of benefit that is cumulatively greater than a 50% likelihood of being realized.

As of December 31, 2018 and March 31, 2018, the Company had liabilities of \$5,853 and \$7,038, respectively, recorded for unrecognized tax benefits for U.S. federal, state and foreign tax jurisdictions. During the three months ended December 31, 2018 and 2017, the Company recognized \$(150) and \$(14), respectively, of interest and penalties in income tax expense in the condensed consolidated statements of income. During the nine months ended December 31, 2018 and 2017, the Company recognized \$(1,324) and \$47, respectively, of interest and penalties in income tax expense in the condensed consolidated statements of income. The liability for the gross amount of interest and penalties at December 31, 2018 and March 31, 2018 was \$1,911 and \$2,641, respectively. The liability for unrecognized tax benefits is classified in other noncurrent liabilities on the condensed consolidated balance sheets for the portion of the liability where payment of cash is not anticipated within one year of the balance sheet date. During the three and nine months ended December 31, 2018, the Company released \$1,373 and \$4,436, respectively, of reserves, including interest and penalties, related to uncertain tax positions for which the statutes of limitations have lapsed. The Company believes that it is reasonably possible that \$2,765 of unrecognized tax benefits as of December 31, 2018 could be released within the next 12 months due to the lapse of statute of limitations

Table of Contents

and settlements of certain foreign and domestic income tax matters. The unrecognized tax benefits that, if recognized, would favorably impact the effective tax rate are \$5,663.

8. Risk Management Activities and Financial Instruments

The Company is exposed to market risks, both directly and indirectly, such as currency fluctuations and interest rate movement. To the extent the Company deems it to be appropriate, derivative instruments and hedging activities are used as a risk management tool to mitigate the potential impact of certain risks, primarily foreign currency exchange risk and interest rate risk.

The Company uses various types of derivative instruments including, but not limited to, forward contracts and swaps. The Company formally assesses, designates, and documents as a hedge of an underlying exposure each qualifying derivative instrument that will be accounted for as an accounting hedge at inception. Additionally, the Company assesses, both at inception and at least quarterly thereafter, whether the financial instruments used in the hedging transactions are effective at offsetting changes in either the fair values or cash flows of the underlying exposures.

Interest Rate Risk Management

The Company uses interest rate swap agreements (the Swaps) to minimize its exposure to interest rate fluctuations on variable rate debt borrowings. Swaps involve the exchange of fixed and variable rate interest payments and do not represent an actual exchange of the underlying notional amounts between the two parties.

In conjunction with entering into the Credit Agreement (see Note 5), the Company entered into two spot non-amortizing Swaps with a total notional amount of \$300,000 to convert variable rate debt to fixed rate debt. These Swaps became effective October 2017, expired in October 2018, and resulted in interest payments of 1.5625% plus the applicable margin per the requirements in the Credit Agreement. The Company also entered into two forward starting non-amortizing Swaps with a total notional amount of \$300,000 to convert variable rate debt to fixed rate debt. These Swaps became effective in October 2018, will expire in October 2022, and will result in interest payments of 2.1345% plus the applicable margin per the requirements in the Credit Agreement. In addition, the Company entered into a forward starting non-amortizing Swap with a total notional amount of \$100,000 to convert variable rate debt to fixed rate debt. This Swap will become effective in May 2019, will expire in October 2022, and will result in interest payments of 2.8060% plus the applicable margin per the requirements of the Credit Agreement.

Upon inception, the Swaps were designated as cash flow hedges under ASU 2017-12, with gains and losses, net of tax, measured on an ongoing basis, recorded in accumulated other comprehensive income (loss) (AOCI).

Foreign Currency Risk Management

Foreign currency exchange risk arises from our international operations as well as from transactions with customers or suppliers denominated in currencies other than the U.S. Dollar. The functional currency of each of the Company's subsidiaries is generally the currency of the country in which the subsidiary operates or the U.S. Dollar. At times, the Company uses foreign currency forward contracts to minimize the impact of fluctuations in currency exchange rates.

The Company periodically enters into foreign currency forward contracts to fix the purchase price of foreign currency denominated firm commitments. In addition, the Company periodically enters into short-term foreign currency forward contracts to fix the U.S. Dollar value of certain intercompany loan payments, which typically settle in the following quarter. During the nine months ended December 31, 2018 and 2017, certain of the Company's forward contracts were not designated as hedging instruments; therefore, changes in the fair value of the contracts were

immediately recognized in other income and expense in the consolidated statements of income.

The Company periodically enters into foreign exchange forward contracts to fix the purchase price in U.S. Dollars of a foreign currency denominated firm commitment to purchase presses. Certain of these forward contracts are designated as fair value hedges and changes in the fair value of the contracts are recorded in other income and expense in the consolidated statements of income in the same period during which the related hedged items affect the consolidated statements of income.

In June 2018, the Company entered into foreign exchange forward contracts to fix the purchase price in U.S. Dollars of foreign currency denominated raw materials. These forward contracts are designated as cash flow hedges with gains and losses, net of tax, measured on an ongoing basis, recorded in AOCI.

Net Investment Hedging

In September 2017, as a means of managing foreign currency risk related to our significant operations in Europe, the Company executed four fixed-for-fixed cross currency swaps, in which the Company will pay Euros and receive U.S. Dollars with a combined notional amount of 400,000, which mature in November 2025. This will effectively convert U.S. Dollar denominated debt to Euro denominated debt. The Company designated 205,000 of swap notional as a net investment hedge of the Company's net investment in our European operations under ASU 2017-12 and applied the spot method to these hedges. Changes in fair value of the derivative instruments that are designated and qualify as hedges of net investments in foreign operations are recognized in AOCI to offset changes in the values of the net investments being hedged.

Table of Contents

The remaining 195,000 of swap notional was not designated as an accounting hedge in September 2017. Therefore, changes in fair value of the derivative instruments were recognized in other income and expense in the consolidated statements of income. In November 2017, the Company formally designated the remaining 195,000 of swap notional as a net investment hedge under ASU 2017-12, bringing the total designated notional value to 400,000. Effective November 1, 2017, hedge accounting was applied to the newly designated swap notional of 195,000.

Disclosures about Derivative Instruments

All of the Company's derivative assets and liabilities measured at fair value are classified as Level 2 within the fair value hierarchy. The Company determines the fair values of its derivatives based on valuation models which project future cash flows and discount the future amounts to a present value using market based observable inputs including interest rate curves, foreign currency rates, futures and basis point spreads, as applicable. The fair values of qualifying and non-qualifying instruments used in hedging transactions as of December 31, 2018 are as follows:

Derivatives Designated as Hedging Instruments	Balance Sheet Location	Fair Value	
		December 31, 2018	March 31, 2018
Assets:			
Cross currency swaps (Net investment hedges)	Other current assets	\$ 6,905	\$ 4,295
Interest rate swaps (Cash flow hedges)	Other current assets	1,092	920
Foreign exchange forward contracts (Fair value hedges)	Other current assets	2	127
Foreign exchange forward contracts (Cash flow hedges)	Other current assets	237	
Interest rate swaps (Cash flow hedges)	Other long-term assets	1,877	4,956
Liabilities:			
Interest rate swaps (Cash flow hedges)	Other current liabilities	\$ 207	\$
Foreign exchange forward contracts (Fair value hedges)	Other current liabilities	70	190
Foreign exchange forward contracts (Cash flow hedges)	Other current liabilities	233	
Cross currency swaps (Net investment hedges)	Other long-term liabilities	15,665	50,019
Interest rate swaps (Cash flow hedges)	Other long-term liabilities	1,120	

Derivatives Not Designated as Hedging Instruments	Balance Sheet Location	Fair Value	
		December 31, 2018	March 31, 2018
Assets:			
Foreign exchange forward contracts	Other current assets	\$ 81	\$
Liabilities:			
Foreign exchange forward contracts	Other current liabilities	\$ 126	\$ 127

The amounts of gains and (losses) recognized in AOCI net of reclassifications into earnings, during the three and nine months ended December 31, 2018 and 2017 are as follows:

Three Months Ended

Nine Months Ended

Edgar Filing: MULTI COLOR Corp - Form 10-Q

Derivatives Designated as Hedging Instruments	December 31, 2018	December 31, 2018	December 31, 2018	December 31, 2017
Cross currency swaps (Net investment hedges)				
(1)	\$ 10,716	\$ (9,617)	\$ 27,180	\$ (14,173)
Interest rate swaps	(5,747)	1,165	(3,175)	1,165
Foreign exchange forward contracts	745		(13)	

- (1) The net gain of \$27,180 recognized in OCI on the cross currency swaps in a net investment hedge as of December 31, 2018 is comprised of an excluded component gain of \$2,789 and an undiscounted spot gain of \$33,440, net of tax of \$(9,049).

The amounts of gains and (losses) reclassified from AOCI into earnings for the three and nine months ended December 31, 2018 and 2017 are as follows:

Derivatives Designated as Hedging Instruments	Three Months Ended		Nine Months Ended	
	December 31, 2018	December 31, 2018	December 31, 2018	December 31, 2017
Cross currency swaps (1)	\$ 2,501	\$ 2,140	\$ 7,233	\$ 2,140
Interest rate swaps (2)	283	(131)	949	(131)
Foreign exchange forward contracts (2)	(298)		(470)	

Table of Contents

(1) The Company had a \$2,501 and \$7,233 excluded component gain in AOCI which was recognized into income during the three and nine months ended December 31, 2018, respectively.

(2) During the next 12 months, \$888 of net gains included in the December 31, 2018 AOCI balance are expected to be reclassified into interest expense.

The amounts of gains and (losses) included in earnings from qualifying and non-qualifying financial instruments used in hedging transactions for the three and nine months ended December 31, 2018 and 2017 are as follows:

Statement of Income Location	Three Months Ended		Nine Months Ended	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
Derivatives Not Designated as Hedging Instruments				
Foreign currency contract-Constantia purchase price	Other income (expense), net \$	(1,108)	\$	8,109
Foreign currency contracts-Other	Other income (expense), net	(112)	(1,834)	6,121
Gain (loss) on underlying hedged items	Other income (expense), net	(287)	1,539	(5,514)
Cross currency swaps	Interest expense	246	1,553	735
				(4,258)

Statement of Income Location	Three Months Ended		Nine Months Ended	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
Derivatives Designated as Hedging Instruments				
Foreign exchange forward contracts (Fair value hedges)	Other income (expense), net \$	(202)	\$	(3)
Gain (loss) on underlying hedged items	Other income (expense), net	202		3

9. Accrued Expenses and Other Liabilities

The Company's accrued expenses and other liabilities consisted of the following:

	December 31, 2018	March 31, 2018
Accrued payroll and benefits	\$ 35,720	\$ 45,418
Accrued income taxes	4,451	13,838
Professional fees	1,606	1,965
Accrued taxes other than income taxes	2,790	4,682
Accrued interest	4,796	16,480
Customer rebates	4,201	2,578
Exit and disposal costs related to facility closures	40	457
Contingent liability acquired	1,315	
Deferred payments	7,010	9,735
Deferred revenue	11,799	11,887
Derivative liabilities	636	317
Other	10,113	6,665

Total accrued expenses and other liabilities	\$	84,477	\$	114,022
--	----	--------	----	---------

10. Acquisitions

Constantia Labels Summary

On October 31, 2017, the Company completed its acquisition pursuant to the Sale and Purchase Agreement (as amended) with Constantia Flexibles Germany GmbH, Constantia Flexibles International GmbH, Constantia Flexibles Group GmbH and GPC Holdings B.V. (collectively, Constantia Flexibles), acquiring 100% of the Labels Division of Constantia Flexibles (Constantia Labels). Constantia Labels, headquartered in Vienna, Austria, is a leader in label solutions serving the food, beverage and consumer packaging goods industries. Constantia Labels has approximately 2,800 employees globally and 24 production plants across 14 countries, with major operations across Europe, Asia and North America. The acquisition included a 75% controlling interest in certain label operations in South Africa.

The Company believes the combination of Constantia Labels' food & beverage business with Multi-Color's existing platforms, particularly in home & personal care and wine & spirits and emerging position in healthcare, will create a company with significant scale and geographic, end-market, customer and product diversification and additional growth opportunities. The results of Constantia Labels' operations were included in the Company's consolidated financial statements beginning on October 31, 2017.

The purchase price for Constantia Labels consisted of the following:

Table of Contents

Cash from proceeds of borrowings	\$ 1,048,656
MCC common stock issued	237,820
Deferred payments	3,901
Contingent consideration	9,026
Purchase price, before cash acquired	1,299,403
Net cash acquired	(11,234)
Total purchase price	\$ 1,288,169

The Company issued 3,383 shares of its common stock to Constantia Flexibles as part of the consideration for the purchase of Constantia Labels. The Sale and Purchase Agreement provides for restrictions on the transfer of the shares issued to Constantia Flexibles and certain registration rights with respect to the shares. The fair value of the shares issued of \$237,820 was calculated using the Company share price of \$82.70, which was the closing price on October 31, 2017, discounted to reflect the temporary lack of liquidity.

The cash portion of the purchase price was funded through the 4.875% Senior Notes due 2025 and funds from the Credit Agreement (see Note 5). The purchase price included deferred payments with a total fair value of \$3,901, estimated as of the acquisition date, of which \$807 was paid during the three months ended June 30, 2018 with the remaining to be paid out approximately 90 days after December 31, 2018, 2019 and 2020. In addition, the purchase price includes future performance based earnouts with a total fair value of \$9,026, estimated as of the acquisition date. The future value of the earnouts is dependent upon whether the Verstraete in Mould Labels N.V. (Verstraete) business, which was acquired in conjunction with the Constantia Labels acquisition, meets or exceeds certain agreed upon EBITA (earnings before interest, taxes, and amortization) metrics over the three to five-year period following the acquisition. The earnouts have a minimum future payout of zero, and the maximum amount of the future payout is based on the amount of EBITA growth achieved relative to calendar 2017. The earnouts may be paid out approximately 90 days after December 31, 2020, 2021 or 2022. Net cash acquired includes \$49,725 of cash acquired less \$38,491 of assumed bank debt and capital leases. The Company spent \$17,379 in acquisition expenses related to the Constantia Labels acquisition. These expenses were recorded in selling, general and administrative expenses in the condensed consolidated statements of income as follows: \$18 in the third quarter of fiscal 2017, \$744 in the first quarter of fiscal 2018, \$3,545 in the second quarter of fiscal 2018, \$11,299 in the third quarter of fiscal 2018, \$632 in the fourth quarter of fiscal 2018, \$1,246 in the first quarter of fiscal 2019 and a credit of \$(105) in the second quarter of fiscal 2019.

Purchase Price Allocation and Other Items

Based on fair value estimates, the purchase price for Constantia Labels has been allocated to individual assets acquired and liabilities assumed as follows:

	Constantia Labels
<u>Assets Acquired:</u>	
Net cash acquired	\$ 11,234
Accounts receivable	117,248
Inventories	82,472
Property, plant and equipment	250,479
Intangible assets	432,400

Edgar Filing: MULTI COLOR Corp - Form 10-Q

Goodwill	673,561
Other assets	13,747
Total assets acquired	1,581,141
<u>Liabilities Assumed:</u>	
Accounts payable	93,812
Accrued income taxes payable	4,401
Accrued expenses and other liabilities	41,378
Deferred tax liabilities	139,847
Total liabilities assumed	279,438
Net assets acquired	1,301,703
<u>Noncontrolling interests</u>	(2,300)
Net assets acquired attributable to Multi-Color Corporation	\$ 1,299,403

Table of Contents

The liabilities assumed in the Constantia Labels acquisition included a contingent liability of \$9,671, estimated as of the acquisition date based on the Company's best estimate. The contingent liability, payable to the pre-Constantia Flexibles owners of the respective entities, was based on future earnings of certain entities acquired. In the fourth quarter of fiscal 2018, \$7,523 of the contingent liability was paid. The remaining contingent liability will be paid during the three months ended March 31, 2019.

The fair value of the noncontrolling interests for Constantia Labels was estimated based on market valuations performed by an independent third party using a combination of: (i) an income approach based on expected future discounted cash flows; and (ii) an asset approach. During the second quarter of fiscal 2019, the Company increased its valuation of the noncontrolling interests for Constantia Labels by \$1,200.

During the third quarter of fiscal 2019, goodwill decreased by \$2,146 related to measurement period adjustments for the Constantia Labels acquisition. The measurement period adjustments primarily consisted of decreases of \$3,613, \$3,487 and \$3,106 to the valuation of accrued income taxes, deferred tax liabilities and income tax receivables, respectively, and an increase of \$1,616 to the valuation of long-term FIN 48 liabilities due to completion of the final valuation of current and deferred income tax assets and liabilities.

During the second quarter of fiscal 2019, goodwill decreased by \$31,917 related to measurement period adjustments for the Constantia Labels acquisition. The measurement period adjustments primarily consisted of increases of \$34,222, \$22,400, \$14,807 and \$5,997 to the valuation of property, plant and equipment, intangible assets, deferred tax liabilities and net cash acquired due to the valuation of capital leases, respectively.

During the second quarter of fiscal 2019, a \$(5,769) credit to depreciation expense and \$1,456 of amortization expense were recognized that would have been recognized in previous periods if the adjustments to provisional amounts were recognized as of the Constantia Labels acquisition date of October 31, 2017. We recognized income of \$(1,594), \$(1,550), and \$(1,169) that would have been recognized in the third quarter of fiscal 2018, fourth quarter of fiscal 2018 and first quarter of fiscal 2019, respectively, if the adjustments to provisional amounts were recognized as of the acquisition date.

During the first quarter of fiscal 2019, goodwill increased by \$291 related to measurement period adjustments for the Constantia Labels acquisition. The measurement period adjustments primarily consisted of a \$2,538 and \$261 increase in the valuation of other assets and accrued expenses, respectively, offset by a \$2,507 and \$151 decrease in the valuation of inventory and property, plant and equipment, respectively.

The fair value of identifiable intangible assets acquired and their estimated useful lives are as follows:

	Constantia Labels	
	Fair Value	Useful Lives
Customer relationships	\$ 407,300	19 years
Technology	20,700	4 years
Trade name	4,400	4 years
Total identifiable intangible assets	\$ 432,400	

Identifiable intangible assets are amortized over their useful lives based upon a number of assumptions including the estimated period of economic benefit and utilization. The weighted-average amortization period for identifiable intangible assets acquired in the Constantia Labels acquisition is 18 years.

The goodwill for Constantia Labels is attributable to combining Constantia Labels' food & beverage business with Multi-Color's existing platforms, particularly in home & personal care and wine & spirits and emerging position in healthcare, thereby creating additional growth opportunities for both businesses utilizing the expanded global footprint and the acquired workforce. Goodwill arising from the Constantia Labels acquisition is not deductible for income tax purposes.

The accounts receivable acquired as part of the Constantia Labels acquisition had a fair value of \$117,248 at the acquisition date. The gross contractual value of the receivables prior to any adjustments was \$119,883 and the estimated contractual cash flows that are not expected to be collected are \$2,635.

Pro Forma Information

The following table provides the unaudited pro forma results of operations for the three and nine months ended December 31, 2017 as if Constantia Labels had been acquired as of the beginning of fiscal year 2018. However, pro forma results do not include any anticipated synergies from the combination of the companies, and accordingly, are not necessarily indicative of the results that would have occurred if the acquisition had occurred on the date indicated or that may result in the future.

Table of Contents

	Three Months Ended December 31, 2017	Nine Months Ended December 31, 2017
Net revenues	\$ 411,272	\$ 1,269,185
Net income attributable to Multi-Color	24,848	64,588
Diluted earnings per share	1.21	3.14

The following is a reconciliation of actual net revenues and net income attributable to Multi-Color Corporation to unaudited pro forma net revenues and net income:

	Three Months Ended December 31, 2017		Nine Months Ended December 31, 2017	
	Net revenues	Net income attributable to Multi-Color	Net revenues	Net income attributable to Multi-Color
Multi-Color Corporation actual results	\$ 352,699	\$ 20,532	\$ 851,173	\$ 49,828
Constantia Labels actual results (1)	58,573	(516)	418,012	23,426
Pro forma adjustments		4,832		(8,666)
Pro forma results	\$ 411,272	\$ 24,848	\$ 1,269,185	\$ 64,588

(1) Constantia Labels actual results include the nine months pre-acquisition in fiscal 2018.

The following table identifies the unaudited pro forma adjustments:

	Three Months Ended December 31, 2017	Nine Months Ended December 31, 2017
Constantia Labels financing costs	\$ 1,235	\$ 9,689
Acquisition transaction costs	11,299	15,588
Incremental depreciation and amortization costs	(1,000)	(8,469)
Incremental interest costs	(4,532)	(29,368)
Tax effect of adjustments	(2,170)	3,894
Pro forma adjustments	\$ 4,832	\$ (8,666)

Other Acquisition Activity

On October 11, 2017, the Company acquired 100% of TP Label Limited, the labels business of Tanzania Printers Limited (Tanzania Printers), and TP Kenya Limited (collectively, TP Label), which is located in Dar es Salaam, Tanzania with a sales and distribution center located in Nairobi, Kenya, for \$15,929 less net cash acquired of \$397. The purchase price included \$9,557, which was retained by MCC at closing and was used to repay the indebtedness of TP Label Limited and Tanzania Printers during the three months ended March 31, 2018. The purchase price also included an indemnification holdback of \$1,593 to fund certain potential obligations of the sellers with respect to the transaction, which was deferred for one year and paid during the three months ended December 31, 2018. TP Label is

primarily a pressure sensitive and cut and stack label business, serving customers in the food and beverage market.

On August 3, 2017, the Company acquired 100% of GEWA Etiketten GmbH (GEWA), including the remaining 2.4% of the common shares of GIP (see below), for \$21,846 plus net debt assumed of \$5,228. Upon closing, \$2,185 of the purchase price was deposited into an escrow account and is to be released to the seller on the 18-month anniversary of the closing date in accordance with the purchase agreement. The escrow amount is to fund certain potential indemnification obligations of the seller with respect to the transaction. GEWA is located in Bingen am Rhein, Germany and specializes in producing pressure sensitive labels for the wine and spirits market.

On January 3, 2017, the Company acquired 100% of Graphix Labels and Packaging Pty Ltd. (Graphix) for \$17,261. The purchase price included \$1,631 that is deferred for two years after the closing date. Graphix is located in Melbourne, Victoria, Australia and specializes in producing labels for both the food & beverage and wine & spirits markets.

In January 2017, the Company acquired an additional 67.6% of the common shares of Gironde Imprimerie Publicité (GIP) for \$2,084 plus net debt assumed of \$862. The purchase price included a deferred payment of \$208 that was paid during the three months ended March 31, 2018. The Company acquired 30% of GIP as part of the Barat acquisition in fiscal 2016. Immediately prior to obtaining a controlling interest in GIP, the Company recognized a gain of \$690 as a result of re-measuring our equity interest to its fair value of \$771 based on the

Table of Contents

most recent share activity. In August 2017, the Company acquired the remaining 2.4% of the common shares of GIP in conjunction with the GEWA acquisition (see above). GIP is located in the Bordeaux region of France and specializes in producing labels for the wine & spirits market.

On July 6, 2016, the Company acquired 100% of Industria Litografica Alessandrina S.r.l. (I.L.A.) for \$6,301 plus net debt assumed of \$3,547. The purchase price included \$819 that is deferred for three years after the closing date. I.L.A. is located in the Piedmont region of Italy and specializes in production of premium self-adhesive and wet glue labels primarily for the wine & spirits market and also services the food industry.

On July 1, 2016, the Company acquired 100% of Italt stereo Resin Labels S.r.l. (Italt stereo) for \$3,342 less net cash acquired of \$181. The purchase price included a deferred payment of \$201 that was paid in the three months ended September 30, 2017 and a deferred payment of \$133 that was paid in the three months ended September 30, 2018. Italt stereo is located near Lucca, Italy and specializes in producing pressure sensitive adhesive resin coated labels, seals and emblems.

The results of operations of the acquisitions described above within this **Other Acquisition Activity** section have been included in the condensed consolidated financial statements since the respective dates of acquisition and have been determined to be immaterial for purposes of additional disclosure.

Sale of Southeast Asian durables business

On July 3, 2017, the Company sold its 60% controlling interest in its Southeast Asian durables business to its minority shareholders for \$3,620 in net cash proceeds. The Company recognized a loss of \$512 on the sale of the business, which was recognized in other expense in the consolidated statements of income.

11. Accumulated Other Comprehensive Loss

The changes in the Company's accumulated other comprehensive loss by component consisted of the following:

	Foreign currency items	Gains and (losses) on derivative contracts	Defined benefit pension items	Total
Balance at March 31, 2018	\$ 6,335	\$ (25,408)	\$ (168)	\$ (19,241)
OCI before reclassifications	(115,632)	29,662		(85,970)
Amounts reclassified from AOCI		(5,670)		(5,670)
Net current period OCI	(115,632)	23,992		(91,640)
ASU 2018-02 reclassification of stranded tax effects	(244)	(1,506)		(1,750)
Balance at December 31, 2018	\$ (109,541)	\$ (2,922)	\$ (168)	\$ (112,631)

Reclassifications out of accumulated other comprehensive loss consisted of the following:

Edgar Filing: MULTI COLOR Corp - Form 10-Q

	Three Months Ended		Nine Months Ended	
	December 31, 2018	September 30, 2018	December 31, 2017	September 30, 2017
Cross currency swaps (1)	\$ (2,501)	\$ (2,140)	\$ (7,233)	\$ (2,140)
Interest rate swaps (1)	(283)	131	(948)	131
Foreign exchange forward contracts (2)	299		470	
Tax	694	704	2,041	704
Net of tax	\$ (1,791)	\$ (1,305)	\$ (5,670)	\$ (1,305)

(1) Reclassified from AOCI into interest expense in the condensed consolidated statements of income. See Note 8.

(2) Reclassified from AOCI into cost of revenues in the condensed consolidated statements of income. See Note 8.

Table of Contents**12. Goodwill and Intangible Assets**

The changes in the Company's goodwill consisted of the following:

Balance at March 31, 2018:	
Goodwill, gross	\$ 1,210,179
Accumulated impairment losses	(13,545)
Goodwill, net	1,196,634
Activity during the year:	
Adjustments to prior year acquisitions	(34,478)
Currency translation	(74,150)
Balance at December 31, 2018:	
Goodwill, gross	1,099,792
Accumulated impairment losses	(11,786)
Goodwill, net	\$ 1,088,006

The Company's intangible assets consisted of the following:

	December 31, 2018			March 31, 2018		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	\$ 648,854	\$ (111,447)	\$ 537,407	\$ 648,273	\$ (87,560)	\$ 560,713
Technologies	21,989	(7,383)	14,606	21,721	(3,586)	18,135
Trademarks	4,469	(1,400)	3,069	99	(66)	33
Non-compete agreements	3,820	(2,833)	987	3,880	(2,528)	1,352
Total	\$ 679,132	\$ (123,063)	\$ 556,069	\$ 673,973	\$ (93,740)	\$ 580,233

The amortization expense of intangible assets for the three months ended December 31, 2018 and 2017 was \$10,350 and \$8,124, respectively. The amortization expense of intangible assets for the nine months ended December 31, 2018 and 2017 was \$33,013 and \$15,559, respectively.

13. Facility Closures**Melbourne, Australia**

During the three months ended June 30, 2018, the Company announced plans to consolidate our manufacturing facility located in Melbourne, Australia into our existing facility in Notting Hill, Australia. The transition was substantially completed during the second quarter of fiscal 2019, except for restoring the facility to its original leased condition.

Below is a summary of the total contractual termination benefits and exit and disposal costs related to the closure of the Melbourne facility:

	Total costs expected to be incurred	Total costs incurred Three Months Ended December 31, 2018	Total costs incurred Nine Months Ended December 31, 2018	Cumulative costs incurred as of December 31, 2018
Severance and other termination benefits	\$ 170	\$	\$ 170	\$ 170
Other associated costs	700-900	46	476	476

Other associated costs primarily consist of costs to dismantle, transport and reassemble manufacturing equipment that was moved from Melbourne to Notting Hill and costs to prepare the Notting Hill facility for installation of the new equipment. Future other associated costs are expected related to restoring the facility to its original leased condition.

Below is a reconciliation of the beginning and ending liability balances related to the contractual termination benefits and exit and disposal costs:

Table of Contents

	Balance at March 31, 2018	Amounts Expensed	Amounts Paid	Balance at December 31, 2018
Severance and other termination benefits	\$	170	(170)	\$
Other associated costs		476	(459)	17

The cumulative costs incurred in conjunction with the closure as of December 31, 2018 are \$646, which were recorded in integration expenses within selling, general and administrative expenses in the condensed consolidated statements of income.

Merignac, France

During the three months ended September 30, 2017, the Company announced plans to consolidate our manufacturing facility located in Merignac, France into our existing facility in Libourne, France. The transition was substantially completed in the third quarter of fiscal 2018.

Below is a summary of the total contractual termination benefits and exit and disposal costs related to the closure of the Merignac facility:

	Total costs incurred					Cumulative costs
	Total costs expected to incurred	Three Months Ended December 31, 2018	Three Months Ended December 31, 2017	Nine Months Ended December 31, 2018	Nine Months Ended December 31, 2017	incurred as of December 31, 2018
Severance and other termination benefits	\$ 703	\$	\$ 485	\$	\$ 485	\$ 703
Other associated costs	550-750	60	251	153	251	500

Other associated costs primarily consist of costs to dismantle, transport and reassemble manufacturing equipment that was moved to other manufacturing facilities, and ongoing costs related to the leased facility until expiration or early termination of the related lease agreement.

Below is a reconciliation of the beginning and ending liability balances related to the contractual termination benefits and exit and disposal costs:

	Balance at March 31, 2018	Amounts Expensed	Amounts Paid	Balance at December 31, 2018
Severance and other termination benefits	\$ 457		(417)	\$ 40
Other associated costs		153	(153)	

During the three months ended September 30, 2018, the Company recorded a non-cash loss on the disposal of property, plant and equipment of \$48 related to assets that were not transferred from Merignac to Libourne and were sold or abandoned.

The cumulative costs incurred in conjunction with the closure as of December 31, 2018 are \$1,316, which were recorded in facility closure expenses in the condensed consolidated statements of income. The cumulative costs incurred include the exit and disposal and fixed asset disposal costs above as well as \$125 in non-cash impairment charges and \$42 in net loss on the sale related to property, plant and equipment at the Merignac facility, which were recorded in facility closure expenses during the three months ended March 31, 2018. In addition, the Company

reversed \$102 in accrued pension related to employees that were terminated in conjunction with the closure, which were recorded to facility closure expenses during the three months ended March 31, 2018.

Dormans, France

During the three months ended June 30, 2017, the Company announced plans to close our manufacturing facility located in Dormans, France. Production at the facility ceased during the first quarter of fiscal 2018.

Below is a summary of the exit and disposal costs related to the closure of the Dormans facility:

	Total costs expected to be incurred	Total costs incurred Three Months Ended December 31, 2017	Total costs incurred Nine Months Ended December 31, 2017	Cumulative costs incurred as of December 31, 2018
Severance and other termination benefits	\$ 106	\$	\$ 106	\$ 106
Other associated costs	23		23	23

Other associated costs primarily consist of costs to dismantle, transport and reassemble manufacturing equipment that was moved to other manufacturing facilities.

Table of Contents

During the three months ended December 31, 2017, the Company recorded non-cash impairment charges of \$25 related to the land and building that was previously held for sale at the Dormans facility.

The cumulative costs incurred in conjunction with the closure as of December 31, 2018 are \$260, which were recorded in facility closure expenses in the condensed consolidated statements of income. The cumulative costs incurred include the exit and disposal costs and non-cash impairment charges above. In addition, the Company recorded a net loss on the disposal of property, plant and equipment of \$59 related to assets in Dormans that were not transferred to other facilities and were sold or abandoned and wrote-off \$47 in raw materials that were not transferred to other facilities during the three months ended March 31, 2018.

14. Commitments and Contingencies**Litigation**

The Company is subject to various legal claims and contingencies that arise out of the normal course of business, including claims related to commercial transactions, product liability, health and safety, taxes, environmental matters, employee matters and other matters. Litigation is subject to numerous uncertainties and the outcome of individual claims and contingencies is not predictable. It is possible that some legal matters for which reserves have or have not been established could result in an unfavorable outcome for the Company and any such unfavorable outcome could be of a material nature or have a material adverse effect on our financial condition, results of operations and cash flows.

15. Supplemental Cash Flow Disclosures

Supplemental disclosures with respect to cash flow information and non-cash operating, investing and financing activities are as follows:

	Nine Months Ended	
	December 31, 2018	December 31, 2017
Supplemental Disclosures of Cash Flow Information:		
Interest paid	\$ 73,378	\$ 25,058
Income taxes paid, net of refunds	23,197	24,915
Supplemental Disclosures of Non-Cash Activities:		
Capital expenditures incurred but not yet paid	\$ 4,362	\$ 2,724
Capital lease obligations incurred	1,771	
Change in derivative contract fair value - asset position	(104)	8,768
Change in derivative contract fair value - liability position	32,915	(34,793)
Business combinations accounted for as a purchase:		
Assets acquired (excluding cash)	\$ 16,233	\$ 1,632,049
Liabilities assumed	(15,033)	(335,495)
Liabilities for contingent / deferred payments		(23,653)
MCC common stock issued		(237,820)
Noncontrolling interests	(1,200)	(1,100)
Net cash paid	\$	\$ 1,033,981

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

Information included in this Quarterly Report on Form 10-Q contains certain forward-looking statements that involve potential risks and uncertainties. Multi-Color Corporation's future results could differ materially from those discussed herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed herein and those discussed in Part I, Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2018 (the 2018 10-K). Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date thereof. Results for interim periods may not be indicative of annual results.

Refer to Forward-Looking Statements following the index in this Form 10-Q. In the discussion that follows, all amounts are in thousands (both tables and text), except statistical data, per share data and percentages.

Following is a discussion and analysis of the financial statements and other statistical data that management believes will enhance the understanding of the Company's financial condition and results of operations:

Executive Overview

We are a leader in global label solutions supporting a number of the world's most prominent brands including leading producers of home & personal care, wine & spirits, food & beverage, healthcare and specialty consumer products. MCC serves national and international brand owners in the North, Central, and South America, Europe, Africa, China, Southeast Asia, Australia and New Zealand with a comprehensive range of the latest label technologies in Pressure Sensitive, Cut and Stack, In-Mold, Shrink Sleeve, Heat Transfer, Roll Fed, and Aluminum Labels.

As a result of a recent procurement savings initiative conducted by our major customer, this customer has diversified its supply of certain label products produced by the Company in North America. We have provided pricing concessions to retain volume but also expect volume from this customer will be reduced. These actions are expected to result in softer revenues in the remainder of fiscal 2019 and throughout fiscal 2020. The Company believes that it remains a significant supplier of labels to this customer in North America and that the Company's global footprint and the Company's high quality and innovative products will provide the Company the opportunity to grow its relationship with this customer in new products and regions. We expect to offset these developments by continuing to focus on organic growth and internal improvement opportunities. We believe the Company's operating margins will enhance over the longer term as we historically achieved through continued premiumization, innovation and efficiency gains. However, the loss or continued reduction of business of our major customer could have a material adverse impact on our results of operations and cash flow.

Results of Operations**Three Months Ended December 31, 2018 compared to the Three Months Ended December 31, 2017:****Net Revenues**

	2018	2017	\$ Change	% Change
Net revenues	\$ 397,004	\$ 352,699	\$ 44,305	13%

Net revenues increased 13% to \$397,004 compared to \$352,699 in the prior year quarter. Acquisitions occurring after the beginning of the third quarter of fiscal 2018 accounted for a 16% increase in revenues. Organic revenues were flat due to softer volumes primarily in the United States, partially offset by strong organic growth in developing markets.

Foreign exchange led to a 3% decrease in revenues primarily driven by depreciation of the Euro and the Australian dollar quarter over quarter. Organic revenue was negatively impacted by 1% related to the timing of revenue recognition due to the adoption of the new ASC 606 revenue standard on April 1, 2018.

Cost of Revenues and Gross Profit

	2018	2017	\$ Change	% Change
Cost of revenues	\$ 331,623	\$ 295,397	\$ 36,226	12%
% of Net revenues	83.5%	83.8%		
Gross profit	\$ 65,381	\$ 57,302	\$ 8,079	14%
% of Net revenues	16.5%	16.2%		

Cost of revenues increased 12% or \$36,226 compared to the prior year quarter. Acquisitions occurring after the beginning of the third quarter of fiscal 2018 contributed 16% or \$48,685 to cost of revenues. Cost of revenues for the prior year quarter included \$5,002 related

Table of Contents

to inventory purchase accounting charges associated with the acquisition of Constantia Labels. Organic revenue growth increased cost of revenues by \$725. The remaining decrease of \$8,182 related to the favorable effects of foreign exchange.

Gross profit increased 14% or \$8,079 compared to the prior year quarter. Acquisitions occurring after the beginning of the third quarter of fiscal 2018 contributed 16% or \$9,333 to gross profit. Organic gross profit, excluding the impact of \$5,002 of inventory purchase accounting charges in the prior year quarter, decreased \$4,948 due primarily to softer volumes and operating inefficiencies in the United States. Unfavorable foreign exchange decreased gross profit by 2% or \$1,308. Gross margins were 16.5% of net revenues for the current year quarter compared to 16.2% in the prior year quarter.

Selling, General and Administrative Expenses and Facility Closure Expenses

	2018	2017	\$ Change	% Change
Selling, general and administrative expenses	\$ 36,615	41,519	\$ (4,904)	(12%)
% of Net revenues	9.2%	11.8%		
Facility closure expenses	\$ 60	\$ 761	\$ (701)	(92%)
% of Net revenues	0.0%	0.2%		

Selling, general and administrative expenses decreased 12% or \$4,904 compared to the prior year quarter.

Acquisitions occurring after the beginning of the third quarter of fiscal 2018 contributed 10% or \$4,394, including acquisition and integration expenses of \$281. In the current year quarter, the Company incurred an additional \$1,691 of acquisition, integration and strategic review expenses, for a total of \$1,972, compared to \$12,021 in the prior year quarter in relation to the acquisition of Constantia Labels. Favorable foreign exchange was \$727. The remaining increase of \$1,759 primarily related to compensation costs and professional fees, including \$641 relating to modification of our Term Loan B, which will reduce interest expense in future periods.

Facility closure expenses were \$60 in the current year quarter compared to \$761 in the prior year quarter and were primarily related to the consolidation of our manufacturing facility in Merignac, France into our plant in Libourne, France.

Interest Expense and Other Income, Net

	2018	2017	\$ Change	% Change
Interest expense	\$ 18,972	\$ 21,624	\$ (2,652)	(12%)
Other (income) expense, net	\$ (508)	\$ 9,702	\$ (10,210)	(105%)

Interest expense decreased 12% or \$2,652 compared to the prior year quarter primarily due to interest payments made in the prior year quarter related to the Constantia Labels acquisition. During the prior year quarter, the Company paid \$2,194 in interest on loans prior to the acquisition and \$4,587 in fees to access unused bridge loans necessary to secure financing for the acquisition which contributed to the increase in interest expense in the quarter. The Company also wrote off unamortized deferred debt fees related to the prior credit agreement upon execution of the New Credit Agreement in the amount of \$660 in the prior year quarter. The remaining increase of \$4,789 related to the increase in debt to finance the Constantia Labels acquisition.

Other income was \$508 in the current year quarter primarily related to gains and losses on foreign exchange. Other expense was \$9,702 in the prior year quarter primarily related to \$9,479 of net foreign currency losses for the acquisition and structuring of Constantia Labels and gains and losses on foreign exchange.

Income Tax Expense

	2018	2017	\$ Change	% Change
Income tax (benefit)	\$ (1,233)	\$ (36,815)	\$ 35,582	(97%)

Income tax benefits were \$(1,233) in the current year quarter compared to \$(36,815) in the prior year quarter. These benefits were primarily due to tax rate changes enacted in calendar 2017 in the U.S. and Belgium, which resulted in net benefits in the current quarter of \$954 and \$1,589, respectively, and net benefits in the prior year quarter of \$16,228 and \$15,409, respectively. The effective tax rate was (12)% for the current year quarter compared to 226%.

Table of Contents**Nine Months Ended December 31, 2018 compared to the Nine Months Ended December 31, 2017:**Net Revenues

	2018	2017	\$ Change	% Change
Net revenues	\$ 1,288,048	\$ 851,173	\$ 436,875	51%

Net revenues increased 51% to \$1,288,048 compared to \$851,173 in the nine months ended December 31, 2017. Acquisitions occurring after the beginning of fiscal 2018 accounted for a 50% increase in revenues, net of divestitures. Organic revenue increased 2% with growth in developed markets in the low single digits and growth in developing markets in the high single digits. The impact of timing of revenue recognition with the adoption of the new ASC 606 revenue standard on April 1, 2018 resulted in a net \$3,823 reduction in revenue compared to the prior year period. Foreign exchange led to a 1% decrease in revenues.

Cost of Revenues and Gross Profit

	2018	2017	\$ Change	% Change
Cost of revenues	\$ 1,047,872	\$ 692,640	\$ 355,232	51%
% of Net revenues	81.4%	81.4%		
Gross profit	\$ 240,176	\$ 158,533	\$ 81,643	51%
% of Net revenues	18.6%	18.6%		

Cost of revenues increased 51% or \$355,232 compared to the nine months ended December 31, 2017. Acquisitions occurring after the beginning of fiscal 2018, net of divestitures contributed 51% or \$355,258 to cost of revenues. Cost of revenues for the prior year included \$5,450 related to inventory purchase accounting charges associated with the acquisition of Constantia Labels. Organic revenue growth and operating inefficiencies increased cost of revenues by \$13,411. The remaining decrease of \$7,987 related to the favorable impact of foreign exchange.

Gross profit increased 51% or \$81,643 compared to the nine months ended December 31, 2017. Acquisitions occurring after the beginning of fiscal 2018 contributed 47% or \$74,505 to gross profit, net of divestitures. Organic gross profit, excluding the impact of \$5,450 of inventory purchase accounting charges in the prior year, increased 2% or \$2,686. The remaining decrease of 1% or \$998 related to the unfavorable effects of foreign exchange. Gross margins were 18.6% of net revenues for both the nine months ended December 31, 2018 and the nine months ended December 31, 2017.

Selling, General and Administrative Expenses and Facility Closure Expenses

	2018	2017	\$ Change	% Change
Selling, general and administrative expenses	\$ 118,574	\$ 90,308	\$ 28,266	31%
% of Net revenues	9.2%	10.6%		
Facility closure expenses	\$ 201	\$ 890	\$ (689)	(77%)

% of Net revenues

0.0%

0.1%

Selling, general and administrative expenses increased 31% or \$28,266 compared to the nine months ended December 31, 2017. Acquisitions occurring after the beginning of fiscal 2018 contributed \$34,569, net of divestitures, including acquisition and integration expenses of \$3,108. Foreign exchange decreased selling, general and administrative expenses by \$565. In the nine months ended December 31, 2018, the Company incurred an additional \$5,338 of acquisition, integration and strategic review expenses, for a total of \$8,446, primarily in relation to Constantia Labels, compared to \$17,014 in the nine months ended December 31, 2017. The remaining increase of \$5,938 primarily related to compensation expenses and professional fees, including \$641 relating to modification of our Term Loan B, which will reduce interest expense in future periods.

Facility closure expenses were \$201 in the nine months ended December 31, 2018 compared to \$890 in the nine months ended December 31, 2017 and were primarily related to the consolidation of our manufacturing facility in Merignac, France into our plant in Libourne, France.

Table of Contents**Interest Expense and Other Income, Net**

	2018	2017	\$ Change	% Change
Interest expense	\$ 56,861	\$ 34,628	\$ 22,233	64%
Other expense, net	\$ 2,396	\$ 8,225	\$ (5,829)	(71%)

Interest expense increased \$22,233 compared to the nine months ended December 31, 2017 primarily due to the increase in debt borrowings to finance the Constantia Labels acquisition. Additionally, during the prior year, the Company paid \$2,194 in interest on loans prior to the acquisition and \$4,587 in fees to access unused bridge loans necessary to secure financing for the acquisition which contributed to the increase in interest expense. The Company also wrote off unamortized deferred debt fees related to the prior credit agreement upon execution of the New Credit Agreement in the amount of \$660.

Other expense was \$2,396 in the nine months ended December 31, 2018 compared to \$8,225 in the nine months ended December 31, 2017. Other expense included the release of foreign indemnification receivables of \$3,063 in the current year and \$1,124 in the prior year for which offsetting tax liabilities were relieved reducing the current and prior year tax rates. Other income in the prior year included \$6,468 of net foreign currency losses for the acquisition and structuring of Constantia Labels, \$512 of loss on the sale of the Southeast Asian durables business. The remaining change in other income/exchange in the current and prior years

primarily related to gains and losses on foreign exchange.

Income Tax Expense

	2018	2017	\$ Change	% Change
Income tax expense (benefit)	\$ 8,772	\$ (25,361)	\$ 34,133	(135%)

Income tax was an expense of \$8,772 in the nine months ended December 31, 2018 compared to a benefit of \$25,361 in the nine months ended December 31, 2017. The income tax expense (benefit) includes the impact of tax rate changes enacted during calendar 2017 in the U.S. and Belgium, which resulted in net benefits of \$1,281 and \$2,507 in the current year and \$16,228 and \$15,409, in the prior year, respectively. Additionally, the current year included \$3,063 and prior year included \$1,124 for the release of tax liabilities related to foreign indemnification receivables related to previous acquisitions for which there were offsetting impacts in other expense. The Company also adopted a new accounting standard to simplify share-based payments during fiscal 2018, which decreased tax expense \$1,631 during the nine months ended December 31, 2017.

Liquidity and Capital Resources**Comparative Cash Flow Analysis**

Through the nine months ended December 31, 2018, net cash provided by operating activities was \$126,989 compared to \$41,737 in the same period of the prior year. Net income adjusted for non-cash expenses consisting primarily of depreciation, amortization and deferred taxes was \$127,964 in the current year compared to \$76,196 in the same period of the prior year. Our use of operating assets and liabilities of \$975 in the current year decreased from a use of

\$34,459 in the prior year.

Through the nine months ended December 31, 2018, net cash used in investing activities was \$65,279 compared to \$1,073,921 in the same period of the prior year. Capital expenditures, primarily funded by cash flows from operations totaled \$68,273 in the current year compared to \$44,126 in the same period of the prior year. Proceeds from the sale of property, plant and equipment totaled \$2,994 in the current year compared to \$566 in the same period of the prior year. Net cash used in acquisitions totaled \$1,033,981 in the prior year period. The Company received net cash proceeds of \$3,620 from the sale of its Southeast Asian durables business in the prior year period.

Through the nine months ended December 31, 2018, net cash used in financing activities was \$70,703, which included \$65,351 of net debt payments, \$10 in debt issuance costs and dividends paid of \$3,081, offset by \$1,004 of proceeds from the issuance of common stock. Cash used in financing activities also included \$3,265 related to deferred payments for the Constantia Labels, Italstereo, Gern & Cie and TP Label acquisitions.

Through the nine months ended December 31, 2017, net cash provided by financing activities was \$1,083,023, which included \$1,111,055 of net debt borrowings, \$26,628 in debt issuance costs, dividends paid of \$3,000 and \$2,495 of proceeds from the issuance of common stock. Dividends paid included \$2,721 to shareholders of Multi-Color Corporation and \$279 to the minority shareholders of our 60% owned legal entity in Malaysia, which was sold in the second quarter of fiscal 2018. Cash provided by financing activities also included \$899 in deferred payments related to the Italstereo and Supa Stik acquisitions.

Table of Contents

Capital Resources

In conjunction with the Constantia Labels acquisition, effective October 31, 2017 the Company entered into a credit agreement (the Credit Agreement) with various lenders. The Credit Agreement replaced the Company's previous credit agreement and consists of (i) a senior secured first lien term loan A facility (the Term Loan A Facility) in an aggregate initial principal amount of \$150,000 with a five year maturity, (ii) a senior secured first lien term loan B facility (the Term Loan B Facility) in an aggregate initial principal amount of \$500,000 with a seven year maturity, and (iii) a senior secured first lien revolving credit facility (the Revolving Credit Facility) in an aggregate principal amount up to \$400,000, comprised of a \$360,000 U.S. revolving credit facility (the U.S. Revolving Credit Facility) and a \$40,000 U.S. Dollar equivalent Australian sub-facility (the Australian Revolving Sub-Facility), each with a five year maturity.

On October 16, 2018, the Company amended the terms of the Term Loan B Facility upon entering into Amendment No. 1 to the Credit Agreement, which lowered the applicable margin payable on LIBOR indexed loans thereunder from 225 bps to 200 bps.

The Credit Agreement contains customary mandatory and optional prepayment provisions and customary events of default. The Credit Agreement's Term Loan A Facility, Term Loan B Facility and U.S. Revolving Credit Facility (together, the U.S. facilities) are guaranteed by substantially all of the Company's direct and indirect wholly owned domestic subsidiaries, and such guarantors pledged substantially all their assets as collateral to secure the U.S. facilities. The Australian Revolving Sub-Facility is secured by substantially all of the assets of the Australian borrower and its direct and indirect subsidiaries.

The Credit Agreement can be used for working capital, capital expenditures and other corporate purposes and to fund permitted acquisitions (as defined in the Credit Agreement). Loans under the Credit Agreement bear interest at variable rates plus a margin, based on the Company's consolidated secured net leverage ratio.

The Credit Agreement contains customary representations and warranties as well as customary negative and affirmative covenants, which require the Company to maintain the following financial covenants at the end of each quarter: (i) the consolidated secured net leverage ratio as of the last day of any fiscal quarter of the Company shall not exceed 4.50 to 1.00 for the fiscal quarters ended during the period of March 31, 2017 through, and including June 30, 2019 and (ii) the consolidated secured net leverage ratio as of the last day of any fiscal quarter of the Company shall not exceed 4.25 to 1.00 for the fiscal quarters ended during the period of September 30, 2019 and thereafter.

The Credit Agreement, the indenture governing the 4.875% Senior Notes (the 4.875% Senior Notes Indenture) and the indenture governing the 6.125% Senior Notes (the 6.125% Senior Notes Indenture) and together with the 4.875% Senior Notes Indenture, (the Indentures) limit the Company's ability to incur additional indebtedness. Additional covenants contained in the Credit Agreement and the Indentures, among other things, restrict the ability of the Company to dispose of assets, incur guarantee obligations, make restricted payments, create liens, make equity or debt investments, change the business conducted by the Company and its subsidiaries, and engage in certain transactions with affiliates. Under the Credit Agreement and the Indentures, certain changes in control of the Company could result in the occurrence of an Event of Default. In addition, the Credit Agreement limits the ability of the Company to modify terms of the Indentures. As of December 31, 2018, the Company was in compliance with the covenants in the Credit Agreement and the Indentures.

Available borrowings under the U.S. Revolving Credit Facility and Australian Revolving Sub-Facility were \$354,397 and \$6,362, respectively, at December 31, 2018. The Company also has various other uncommitted lines of credit available at December 31, 2018 in the aggregate amount of \$24,452.

Edgar Filing: MULTI COLOR Corp - Form 10-Q

The \$600,000 aggregate principal amount of 4.875% Senior Notes due 2025 (the 4.875% Senior Notes) were issued in October 2017 to fund the acquisition of Constantia Labels. The 4.875% Senior Notes are unsecured senior obligations of the Company. Interest is payable on the 4.875% Senior Notes on May 1st and November 1st of each year beginning May 1, 2018 until the maturity date of November 1, 2025. The Company s obligations under the 4.875% Senior Notes are guaranteed by certain of the Company s existing direct and indirect wholly-owned domestic subsidiaries.

The \$250,000 aggregate principal amount of 6.125% Senior Notes due 2022 (the 6.125% Senior Notes) were issued in November 2014. The 6.125% Senior Notes are unsecured senior obligations of the Company. Interest is payable on the 6.125% Senior Notes on June 1st and December 1st of each year beginning June 1, 2015 until the maturity date of December 1, 2022. The Company s obligations under the 6.125% Senior Notes are guaranteed by certain of the Company s existing direct and indirect wholly-owned domestic subsidiaries.

Table of Contents**Contractual Obligations**

The following table summarizes the Company's contractual obligations as of December 31, 2018:

	Total	Year 1	Year 2	Year 3	Year 4	Year 5	More than 5 years
Long-term debt	\$ 1,526,397	\$ 17,378	\$ 16,419	\$ 20,133	\$ 397,467	\$ 5,000	\$ 1,070,000
Capital leases	37,648	4,734	3,893	3,480	2,879	2,831	19,831
Interest on long-term debt (1)	362,422	68,683	65,935	64,713	61,563	45,680	55,848
Rent due under operating leases	94,171	22,610	19,046	16,816	14,011	7,168	14,520
Unconditional purchase obligations	26,845	26,355	414	75	1		
Pension obligations	382	9	15	22	29	37	270
Unrecognized tax benefits (2)							
Contingent liability acquired	1,315	1,315					
Deferred purchase price	20,807	7,043	1,147	4,817	1,147	6,653	
Total contractual obligations	\$ 2,069,987	\$ 148,127	\$ 106,869	\$ 110,056	\$ 477,097	\$ 67,369	\$ 1,160,469

(1) Interest on floating rate debt was estimated using projected forward London Interbank Offered Rate (LIBOR) and Bank Bill Swap Bid Rates (BBSY) as of December 31, 2018.

(2) The table excludes \$5,853 of liabilities related to unrecognized tax benefits as the timing and extent of such payments are not determinable.

Critical Accounting Policies and Estimates

The preparation of condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses. We continually evaluate our estimates, including, but not limited to, those related to revenue recognition, bad debts, inventories and any related reserves, income taxes, fixed assets, goodwill and intangible assets. We base our estimates on historical experience and on various other assumptions believed to be reasonable under the facts and circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Our critical accounting policies and estimates are discussed in the Critical Accounting Policies and Estimates section of Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our 2018 10-K. In addition, our significant accounting policies are discussed in Note 2 of the Notes to Consolidated Financial Statements included in our 2018 10-K.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company has no material changes to the market risk disclosures made in the Company's Annual Report on Form 10-K for the year ended March 31, 2018.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), as of December 31, 2018. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2018.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

Item 1A. Risk Factors

The Company had no material changes to the Risk Factors disclosed in the Company's Annual Report on Form 10-K for the year ended March 31, 2018.

Item 6. Exhibits

- 10.1 Amendment No. 1, dated as of October 16, 2018 to the Credit Agreement dated October 31, 2017, as amended (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 16, 2018 and incorporated herein by reference)
- 31.1 Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification by the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification by the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

Table of Contents

SIGNATURES

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

Multi-Color Corporation
(Registrant)

Date: February 11, 2019

By: /s/ Sharon E. Birkett
Sharon E. Birkett
Vice President, Chief Financial Officer,
Secretary