
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

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

Date of report (Date of earliest event reported) July 27, 2016

ENTEGRIS, INC.
(Exact name of registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

001-32598
(Commission
File Number)

129 Concord Road, Billerica, MA
(Address of principal executive offices)

41-1941551
(I.R.S. Employer
Identification No.)

01821
(Zip Code)

(978) 436-6500
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On July 27, 2016, the registrant issued a press release to announce results for the second quarter of 2016, ended July 2, 2016, and will hold a conference call to discuss such results. A copy of this press release and the supplemental slides to which management will refer during the conference call are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference.

In accordance with General Instructions B.2 of Form 8-K, the information in this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. The information set forth herein will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 27, 2016
99.2	Second Quarter Earnings Release Presentation Slides, dated July 27, 2016

SIGNATURE

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.

ENTEGRIS, INC.

Dated: July 27, 2016

By: /s/ Gregory B. Graves

Name: Gregory B. Graves

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 27, 2016
99.2	Second Quarter Earnings Release Presentation Slides, dated July 27, 2016

PRESS RELEASE



Steven Cantor
VP of Corporate Relations
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irelations@entegris.com

FOR RELEASE AT 7AM ET

Entegris Reports Second-Quarter Results

- *Record quarterly revenue of \$303.1 million*
- *GAAP net income of \$32.9 million, or \$0.23 per diluted share*
- *Non-GAAP net income of \$40.3 million, or \$0.28 per diluted share*

BILLERICA, Mass., July 27, 2016—Entegris, Inc. (NasdaqGS: ENTG), a leader in specialty chemicals and advanced materials solutions for the microelectronics industry, today reported its financial results for the Company's second quarter ended July 2, 2016.

The Company reported record second-quarter sales of \$303.1 million. Second-quarter net income was \$32.9 million, or \$0.23 per diluted share, which included amortization of intangible assets of \$11.1 million. Non-GAAP net income was \$40.3 million, or \$0.28 per diluted share.

For the first half of fiscal 2016, sales of \$570.1 million increased 5 percent from the same period a year ago. First-half 2016 net income was \$49.1 million, or \$0.35 per share, which included amortization of intangible assets of \$22.4 million. Non-GAAP net income for the first half of fiscal 2016 was \$63.9 million, or \$0.45 per diluted share.

Bertrand Loy, president and chief executive officer, said: "I am very pleased with the quality of our execution and the performance of a number of our new products, as we achieved record sales and earnings per share. Our revenue grew 13.5 percent sequentially, reflecting robust demand across our businesses and particular strength in filtration, wafer handling, and specialty materials. We generated a record \$71.3 million in adjusted EBITDA, achieving an adjusted EBITDA margin of 23.5 percent. Our strong cash flow allowed us to increase our cash balance at quarter end to \$373.7 million while repaying \$25.0 million of our long-term debt."

Mr. Loy added: "2016 is a year of celebration for Entegris as we mark our 50th year as a company. We are proud of this milestone and the many successes we have achieved. Yet, we are even more excited about what lies ahead as we continue to create unique value for our customers by developing mission-critical solutions for their manufacturing processes."

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Quarterly Financial Results Summary

(in millions, except per share data)

<u>GAAP Results</u>	<u>Q2-2016</u>	<u>Q2-2015</u>	<u>Q1-2016</u>
Net sales	\$303,052	\$280,709	\$267,024
Operating income	46,400	39,347	29,559
Operating margin	15.3%	14.0%	11.1%
Net income	\$ 32,890	\$ 24,448	\$ 16,212
Earnings per share (EPS)	\$ 0.23	\$ 0.17	\$ 0.11
<u>Non-GAAP Results</u>			
Non-GAAP adjusted operating income	\$ 57,462	\$ 53,671	\$ 40,848
Adjusted operating margin	19.0%	19.1%	15.3%
Non-GAAP net income	\$ 40,290	\$ 33,903	\$ 23,617
Non-GAAP EPS	\$ 0.28	\$ 0.24	\$ 0.17

Third-Quarter Outlook

For the fiscal third quarter ending September 30, 2016, the Company expects sales of \$285 million to \$300 million, net income of \$25 million to \$30 million, and net income per diluted share between \$0.18 to \$0.21. On a non-GAAP basis, EPS is expected to range from \$0.23 to \$0.26 per diluted share, which reflects net income on a non-GAAP basis in the range of \$32 million to \$37 million, which is adjusted for expected amortization expense of approximately \$11 million or \$0.05 per share.

Segment Results

The Company reports its results in two business segments: Critical Materials Handling (CMH) and Electronic Materials (EM). Summary results by segment are contained in this press release.

CMH provides a broad range of products that filter, handle, dispense, and protect critical materials used in the semiconductor manufacturing process and in other high-technology manufacturing. CMH's products and subsystems include high-purity materials packaging, fluid-handling and dispensing systems, liquid filters, as well as microenvironments that protect critical substrates such as wafers during shipping and manufacturing. CMH also provides specialized graphite components and specialty coatings for use in high temperature applications.

EM provides high-performance materials and specialty gas management solutions that enable high yield, cost effective semiconductor manufacturing. EM's products consist of specialized chemistries and performance materials, gas microcontamination control solutions, and sub-atmospheric pressure gas delivery systems for the efficient handling of hazardous gases to semiconductor process equipment.

Second-Quarter Results Conference Call Details

Entegris will hold a conference call to discuss its results for the second quarter on Wednesday, July 27, 2016, at 10:00 a.m. Eastern Time. Participants should dial 1-719-325-2435 or toll-free 1-888-455-2263, referencing confirmation code 4609432. Participants are asked to dial in 5 to 10 minutes prior to the start of the call. A replay of the call will be available starting July 27, 2016 at 1:00 p.m. (ET) until Saturday, September 10, 2016. The replay can be accessed by using passcode 4609432 after dialing 1-719-325-2435. A live and on-demand webcast of the call can also be accessed from the investor relations section of Entegris' website at www.entegris.com.

Please also refer to Management’s slide presentation concerning second-quarter results which may be referred to during the call. This presentation will be posted on the investor relations section of www.entegris.com Wednesday morning before the call.

ABOUT ENTEGRIS

Entegris is a leader in specialty chemicals and advanced materials solutions for the microelectronics industry and other high-tech industries. Entegris is ISO 9001 certified and has manufacturing, customer service and/or research facilities in the United States, China, France, Germany, Israel, Japan, Malaysia, Singapore, South Korea and Taiwan. Additional information can be found at www.entegris.com.

Non-GAAP Information

The Company’s condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States (GAAP). Adjusted EBITDA and Adjusted Operating Income together with related measures thereof, and non-GAAP EPS, are considered “Non-GAAP financial measures” under the rules and regulations of the Securities and Exchange Commission. The presentation of this financial information is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. These financial measures are provided as a supplement to financial measures provided in accordance with GAAP. We provide non-GAAP financial measures in order to further assess and measure operating performance. Management believes the non-GAAP measures provide meaningful supplemental information regarding our baseline performance before certain gains, losses or other charges that may not be indicative of our business or future outlook. We believe these non-GAAP measures will aid investors’ overall understanding of our results by providing a higher degree of transparency for certain expenses and providing a level of disclosure that will help investors understand how we plan and measure our business. The reconciliations of GAAP Net Income to Adjusted Operating Income and Adjusted EBITDA, and GAAP to Non-GAAP Earnings per Share are included elsewhere in this release.

Forward-Looking Statements

Certain information contained in this press release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current management expectations only as of the date of this press release, and involve substantial risks and uncertainties that could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Statements that include such words as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “may,” “will,” “should” or the negative thereof and similar expressions as they relate to Entegris or our management are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. These risks include, but are not limited to, fluctuations in the market price of Entegris’ stock, Entegris’ future operating results, other acquisition and investment opportunities available to Entegris, general business and market conditions and other factors. Additional information concerning these and other risk factors may be found in previous financial press releases issued by Entegris and Entegris’ periodic public filings with the Securities and Exchange Commission, including discussions appearing under the headings “Risks Relating to our Business and Industry,” “Risks Relating to Our Indebtedness,” “Manufacturing Risks,” “International Risks,” and “Risks Related to Owning Our Common Stock” in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the U.S. Securities and Exchange Commission on February 29, 2016, as well as other matters and important factors disclosed previously and from time to time in the filings of Entegris with the U.S. Securities and Exchange

Commission. Except as required under the federal securities laws and the rules and regulations of the Securities and Exchange Commission, we undertake no obligation to update publicly any forward-looking statements contained herein.

Entegris, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

	Three months ended		
	July 2, 2016	June 27, 2015	April 2, 2016
Net sales	\$ 303,052	\$ 280,709	\$ 267,024
Cost of sales	163,847	152,622	152,318
Gross profit	139,205	128,087	114,706
Selling, general and administrative expenses	53,597	50,270	47,956
Engineering, research and development expenses	28,146	26,542	25,902
Amortization of intangible assets	11,062	11,928	11,289
Operating income	46,400	39,347	29,559
Interest expense, net	9,051	9,715	9,149
Other income, net	(1,054)	(1,109)	(675)
Income before income tax expense and equity in net loss of affiliate	38,403	30,741	21,085
Income tax expense	5,513	6,245	4,873
Equity in net loss of affiliates	—	48	—
Net income	\$ 32,890	\$ 24,448	\$ 16,212
Basic net income per common share:	\$ 0.23	\$ 0.17	\$ 0.12
Diluted net income per common share:	\$ 0.23	\$ 0.17	\$ 0.11
Weighted average shares outstanding:			
Basic	140,953	140,307	140,780
Diluted	141,723	140,993	141,371

Entegris, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

	Six months ended	
	July 2, 2016	June 27, 2015
Net sales	\$ 570,076	\$ 544,082
Cost of sales	316,165	299,459
Gross profit	253,911	244,623
Selling, general and administrative expenses	101,553	101,160
Engineering, research and development expenses	54,048	52,342
Amortization of intangible assets	22,351	24,235
Operating income	75,959	66,886
Interest expense, net	18,200	19,343
Other income, net	(1,729)	(2,842)
Income before income tax expense and equity in net loss of affiliate	59,488	50,385
Income tax expense	10,386	10,915
Equity in net loss of affiliates	—	150
Net income	\$ 49,102	\$ 39,320
Basic net income per common share:	\$ 0.35	\$ 0.28
Diluted net income per common share:	\$ 0.35	\$ 0.28
Weighted average shares outstanding:	140,867	140,146
Basic	141,547	140,866
Diluted		

Entegris, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(In thousands)
(Unaudited)

	<u>July 2, 2016</u>	<u>December 31, 2015</u>
ASSETS		
Cash and cash equivalents	\$ 373,743	\$ 349,825
Short-term investments	—	2,181
Accounts receivable, net	180,596	141,409
Inventories	181,086	173,176
Deferred tax charges and refundable income taxes	18,971	18,943
Other current assets	<u>17,777</u>	<u>23,253</u>
Total current assets	772,173	708,787
Property, plant and equipment, net	322,720	321,301
Goodwill	343,261	342,111
Intangible assets, net	240,688	258,942
Deferred tax assets – non-current	8,848	7,771
Other	<u>7,792</u>	<u>7,785</u>
Total assets	<u>\$1,695,482</u>	<u>\$ 1,646,697</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Long-term debt, current maturities	\$ 50,000	\$ 50,000
Accounts payable	49,637	36,916
Accrued liabilities	73,964	75,859
Income tax payable and deferred tax liabilities	<u>13,538</u>	<u>12,775</u>
Total current liabilities	187,139	175,550
Long-term debt, excluding current maturities	582,235	606,044
Other liabilities and deferred tax liabilities	64,878	62,220
Shareholders' equity	<u>861,230</u>	<u>802,883</u>
Total liabilities and shareholders' equity	<u>\$1,695,482</u>	<u>\$ 1,646,697</u>

Entegris, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Three months ended		Six months ended	
	July 2, 2016	June 27, 2015	July 2, 2016	June 27, 2015
Operating activities:				
Net income	\$ 32,890	\$ 24,448	\$ 49,102	\$ 39,320
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation	13,825	13,405	27,525	26,724
Amortization	11,062	11,928	22,351	24,235
Share-based compensation expense	3,505	2,887	6,366	5,145
Provision for deferred income taxes	(720)	5,868	(931)	3,035
Other	4,408	3,706	9,204	(8,136)
Changes in operating assets and liabilities:				
Trade accounts and notes receivable	(29,300)	3,652	(36,099)	(28,594)
Inventories	1,609	(20,988)	(11,389)	(28,500)
Accounts payable and accrued liabilities	23,065	(3,164)	13,555	(9,126)
Income taxes payable and refundable income taxes	1,133	(3,605)	407	(364)
Other	(278)	(1,891)	(1,553)	12,375
<i>Net cash provided by operating activities</i>	<u>61,199</u>	<u>36,246</u>	<u>78,538</u>	<u>36,114</u>
Investing activities:				
Acquisition of property and equipment	(14,325)	(13,742)	(32,144)	(34,230)
Other	837	865	(1,658)	1,925
<i>Net cash used in investing activities</i>	<u>(13,488)</u>	<u>(12,877)</u>	<u>(33,802)</u>	<u>(32,305)</u>
Financing activities:				
Payments on long-term debt	(25,000)	(50,000)	(25,000)	(75,000)
Issuance of common stock	2,380	454	2,380	974
Repurchase and retirement of common stock	—	—	(3,573)	—
Taxes paid related to net share settlement of equity awards	(136)	(350)	(2,203)	(2,403)
Other	42	217	91	352
<i>Net cash used in provided by financing activities</i>	<u>(22,714)</u>	<u>(49,679)</u>	<u>(28,305)</u>	<u>(76,077)</u>
<i>Effect of exchange rate changes on cash</i>	<u>4,343</u>	<u>(1,335)</u>	<u>7,487</u>	<u>(3,689)</u>
Increase (decrease) in cash and cash equivalents	29,340	(27,645)	23,918	(75,957)
Cash and cash equivalents at beginning of period	344,403	341,387	349,825	389,699
Cash and cash equivalents at end of period	<u>\$ 373,743</u>	<u>\$ 313,742</u>	<u>\$ 373,743</u>	<u>\$ 313,742</u>

Entegris, Inc. and Subsidiaries
Segment Information
(In thousands)
(Unaudited)

	Three months ended			Six months ended	
	July 2, 2016	June 27, 2015	April 2, 2016	July 2, 2016	June 27, 2015
<u>Net sales</u>					
Critical Materials Handling	\$194,880	\$174,253	\$166,229	\$361,109	\$341,721
Electronic Materials	108,172	106,456	100,795	208,967	202,361
Total net sales	<u>\$303,052</u>	<u>\$280,709</u>	<u>\$267,024</u>	<u>\$570,076</u>	<u>\$544,082</u>

	Three months ended			Six months ended	
	July 2, 2016	June 27, 2015	April 2, 2016	July 2, 2016	June 27, 2015
<u>Segment profit</u>					
Critical Materials Handling	\$52,524	\$43,732	\$37,892	\$ 90,416	\$ 85,073
Electronic Materials	27,475	28,559	21,575	49,050	48,781
Total segment profit	79,999	72,291	59,467	139,466	133,854
Amortization of intangibles	11,062	11,928	11,289	22,351	24,235
Unallocated expenses	22,537	21,016	18,619	41,156	42,733
Total operating income	<u>\$46,400</u>	<u>\$39,347</u>	<u>\$29,559</u>	<u>\$ 75,959</u>	<u>\$ 66,886</u>

Entegris, Inc. and Subsidiaries
Reconciliation of GAAP Net Income to Adjusted Operating Income and Adjusted EBITDA
(In thousands, except per share data)
(Unaudited)

	Three months ended			Six months ended	
	July 2, 2016	June 27, 2015	April 2, 2016	July 2, 2016	June 27, 2015
Net sales	\$303,052	\$280,709	\$267,024	\$570,076	\$544,082
Net income	\$ 32,890	\$ 24,448	\$ 16,212	\$ 49,102	\$ 39,320
Adjustments to net income:					
Equity in net loss of affiliates	—	48	—	—	150
Income tax expense	5,513	6,245	4,873	10,386	10,915
Interest expense, net	9,051	9,715	9,149	18,200	19,343
Other income, net	(1,054)	(1,109)	(675)	(1,729)	(2,842)
GAAP – Operating income	46,400	39,347	29,559	75,959	66,886
Integration costs	—	2,396	—	—	5,008
Amortization of intangible assets	11,062	11,928	11,289	22,351	24,235
Adjusted operating income	57,462	53,671	40,848	98,310	96,129
Depreciation	13,825	13,405	13,700	27,525	26,724
Adjusted EBITDA	\$ 71,287	\$ 67,076	\$ 54,548	\$125,835	\$122,853
Adjusted operating margin	19.0%	19.1%	15.3%	17.2%	17.7%
Adjusted EBITDA – as a % of net sales	23.5%	23.9%	20.4%	22.1%	22.6%

Entegris, Inc. and Subsidiaries
Reconciliation of GAAP to Non-GAAP Earnings per Share
(In thousands, except per share data)
(Unaudited)

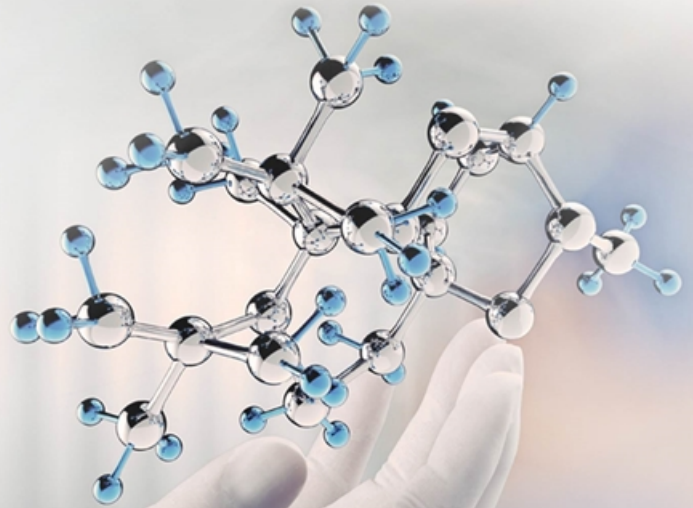
	Three months ended			Six months ended	
	July 2, 2016	June 27, 2015	April 2, 2016	July 2, 2016	June 27, 2015
Net income	\$32,890	\$24,448	\$16,212	\$49,102	\$39,320
Adjustments to net income:					
Integration costs	—	2,396	—	—	5,008
(Gain) loss on impairment or sale of equity investment	(38)	(56)	(118)	(156)	617
Amortization of intangible assets	11,062	11,928	11,289	22,351	24,235
Tax effect of adjustments of net income	(3,624)	(4,813)	(3,766)	(7,390)	(9,831)
Non-GAAP net income	<u>\$40,290</u>	<u>\$33,903</u>	<u>\$23,617</u>	<u>\$63,907</u>	<u>\$59,349</u>
Diluted income per common share	\$ 0.23	\$ 0.17	\$ 0.11	\$ 0.35	\$ 0.28
Effect of adjustments to net income	0.05	0.07	0.05	0.10	0.14
Diluted non-GAAP income per common share	<u>\$ 0.28</u>	<u>\$ 0.24</u>	<u>\$ 0.17</u>	<u>\$ 0.45</u>	<u>\$ 0.42</u>

END



JULY 27, 2016

Earnings Summary Second Quarter FY 2016



SAFE HARBOR

Certain information contained in this presentation may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve substantial risks and uncertainties that could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. Statements that include such words as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “may,” “will,” “should” or the negative thereof and similar expressions as they relate to Entegris or our management are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. These risks include, but are not limited to, fluctuations in the market price of Entegris’ stock, Entegris’ future operating results, other acquisition and investment opportunities available to Entegris, general business and market conditions and other factors. Additional information concerning these and other risk factors may be found in previous financial press releases issued by Entegris and Entegris’ periodic public filings with the Securities and Exchange Commission, including discussions appearing under the headings “Risks Relating to our Business and Industry,” “Risks Related to Our Indebtedness,” “Manufacturing Risks,” “International Risks” and “Risks Related to Owning Our Common Stock” in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Securities and Exchange Commission on February 29, 2016, as well as other matters and important factors disclosed previously and from time to time in the filings of Entegris with the U.S. Securities and Exchange Commission. Except as required under the federal securities laws and the rules and regulations of the Securities and Exchange Commission, we undertake no obligation to update publicly any forward-looking statements contained herein.

SUMMARY – CONSOLIDATED STATEMENT OF OPERATIONS (GAAP)

\$ in millions, except per share data	2Q16	2Q16 Guidance	1Q16	2Q15	2Q16 over 1Q16	2Q16 over 2Q15
Net Revenue	\$303.1	\$270 to \$285	\$267.0	\$280.7	13.5%	8.0%
Gross Margin	45.9%	42% to 43%	43.0%	45.6%		
Operating Expenses	\$92.8		\$85.1	\$88.7	9.0%	4.6%
Operating Income	\$57.5		\$40.8	\$51.3	40.7%	12.1%
Operating Margin	19.0%		15.3%	18.3%		
Tax Rate	14.4%		23.1%	20.3%		
Net Income	\$32.9	\$19 to \$24	\$16.2	\$24.4	102.9%	34.5%
EPS	\$0.23	\$0.13 to \$0.17	\$0.11	\$0.17	64.7%	16.7%

SUMMARY – CONSOLIDATED STATEMENT OF OPERATIONS (NON-GAAP)¹

\$ in millions	2Q16	2Q16 Guidance	1Q16	2Q15	2Q16 over 1Q16	2Q16 over 2Q15
Net Revenue	\$303.1	\$270 to \$285	\$267.0	\$280.7	13.5%	8.0%
Gross Margin	45.9%	42% to 43%	43.0%	45.6%		
Non-GAAP Operating Expenses ²	\$81.7		\$73.9	\$74.1	10.6%	10.3%
Adjusted Operating Income	\$57.5		\$40.8	\$53.7	40.9%	7.1%
Adjusted Operating Margin	19.0%		15.3%	19.1%		
Non-GAAP Tax Rate ³	18.5%	28%	26.8%	24.6%		
Non-GAAP Net Income	\$40.3	\$26 to \$31	\$23.6	\$33.9	70.6%	18.8%
Non-GAAP EPS	\$0.28	\$0.18 to \$0.22	\$0.17	\$0.24	64.7%	16.7%

1. See GAAP to Non-GAAP reconciliation tables in the appendix of this presentation.
2. Non-GAAP Operating Expenses exclude amortization expense and integration costs.
3. Non-GAAP Tax Rate reflects the tax effect of non-GAAP adjustments to GAAP taxes.

SUMMARY – CONSOLIDATED STATEMENT OF OPERATIONS (GAAP)

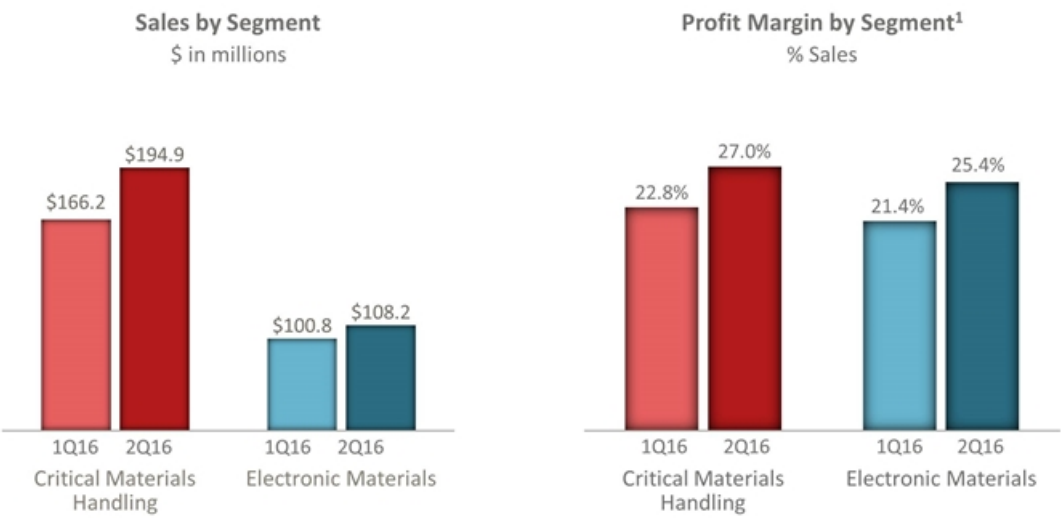
\$ in millions, except per share data	Six Months Ended July 2, 2016	Six Months Ended June 27, 2015	Year-over-Year
Net Revenue	\$570.1	\$544.1	4.8%
Gross Margin	44.5%	44.9%	
Operating Expenses	\$178.0	\$177.7	0.1%
Operating Income	\$98.3	\$91.1	7.9%
Operating Margin	17.2%	16.7%	
Tax Rate	17.5%	21.7%	
Net Income	\$49.1	\$39.3	24.9%
EPS	\$0.35	\$0.28	25.0%

SUMMARY – CONSOLIDATED STATEMENT OF OPERATIONS (NON-GAAP)¹

\$ in millions, except per share data	Six Months Ended July 2, 2016	Six Months Ended June 27, 2015	Year-over-Year
Net Revenue	\$570.1	\$544.1	4.8%
Gross Margin	44.5%	44.9%	
Non-GAAP Operating Expenses ²	\$155.6	\$148.5	4.8%
Adjusted Operating Income	\$98.3	\$96.1	2.3%
Adjusted Operating Margin	17.2%	17.7%	
Non-GAAP Tax Rate ³	21.8%	25.9%	
Non-GAAP Net Income	\$63.9	\$59.3	7.7%
Non-GAAP EPS	\$0.45	\$0.42	7.1%

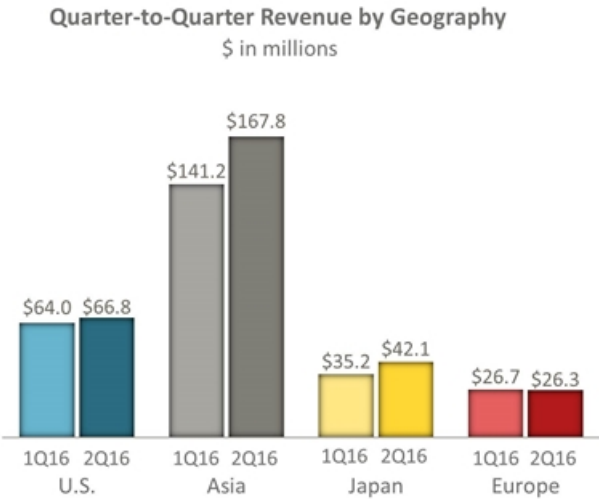
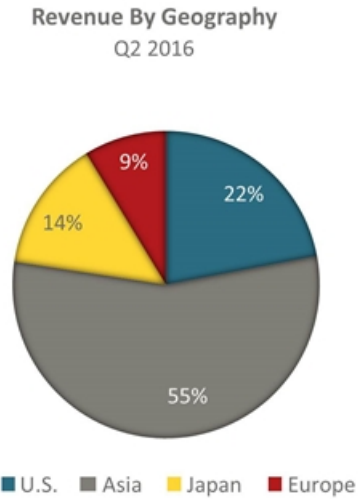
1. See GAAP to Non-GAAP reconciliation tables in the appendix of this presentation.
2. Non-GAAP Operating Expenses exclude amortization expense and integration costs.
3. Non-GAAP Tax Rate reflects the tax effect of non-GAAP adjustments to GAAP taxes.

RESULTS BY SEGMENT



1. Excludes amortization of intangibles and unallocated expenses.

REVENUE BY GEOGRAPHY



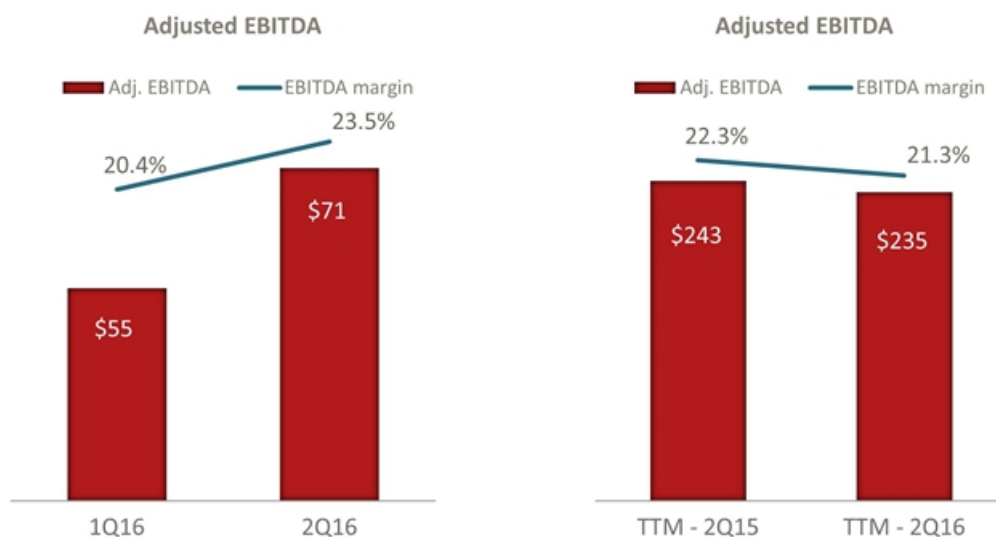
SUMMARY – BALANCE SHEET ITEMS

\$ in millions	2Q16		1Q16		2Q15	
	\$ Amount	% Total	\$ Amount	% Total	\$ Amount	% Total
Cash & Cash Equivalents	\$373.7	20.8%	\$345.5	20.8%	\$313.7	19.9%
Accounts Receivable, net	\$180.6	10.7%	\$149.8	9.1%	\$177.5	10.5%
Inventories	\$181.1	10.7%	\$184.0	11.1%	\$184.7	11.0%
Net PP&E	\$322.7	19.0%	\$322.7	19.5%	\$312.9	18.6%
Total Assets	\$1,695.5		\$1,653.8		\$1,684.0	
Current Liabilities ⁽¹⁾	\$187.1	11.0%	\$161.7	9.7%	\$167.9	10.0%
Long-term debt, excluding current maturities	\$582.2	34.3%	\$606.6	36.7%	\$654.5	38.9%
Total Liabilities	\$834.3	49.2%	\$832.1	50.3%	\$906.4	53.8%
Total Shareholders' Equity	\$861.2	50.8%	\$821.8	49.7%	\$777.6	46.2%
AR Turnover Days	54.4		51.2		57.7	
Inventory Turns	3.6		3.4		3.5	

1. Current Liabilities in 2Q15, 1Q16, 2Q16 includes \$25 million, \$50 million, and \$50 million of current maturities of long term debt

EBITDA

\$ in millions



Note: See Reconciliation of GAAP Income to Adjusted Operating Income and Adjusted EBITDA on page 15 of this presentation.

CASH FLOWS

\$ in millions	2Q16	1Q16	2Q15
Beginning Cash Balance	\$344.4	\$349.8	\$341.4
Cash from operating activities	61.2	17.3	36.2
Capital expenditures	(14.3)	(17.8)	(13.7)
Payments on long-term debt	(25.0)	-	(50.0)
Other investing activities	0.8	(2.5)	0.9
Other financing activities	2.3	(5.6)	0.3
Effect of exchange rates	4.3	3.1	(1.3)
Ending Cash Balance	\$373.7	\$344.4	\$313.7
Free Cash Flow ¹	\$46.9	(\$0.5)	\$22.5
Adjusted EBITDA	\$71.3	\$54.5	\$67.1

1. Free cash flow equals cash from operations less capital expenditures

OUTLOOK

GAAP

\$ in millions, except per share data	3Q16 Guidance	2Q16	3Q15
Net Revenue	\$285 to \$300	\$303.1	\$270.3
Gross Margin	Approx. 45%	45.9%	43.0%
Operating Expenses	\$87 to \$89	\$92.8	\$85.2
Net Income	\$25 to \$30	\$32.9	\$23.4
EPS	\$0.18 to \$0.21	\$0.23	\$0.17

Non-GAAP

\$ in millions, except per share data	3Q16 Guidance	2Q16	3Q15
Net Revenue	\$285 to \$300	\$303.1	\$270.3
Gross Margin	Approx. 45%	45.9%	43.0%
Non-GAAP Operating Expenses	\$76 to \$78	\$81.7	\$71.5
Non-GAAP Net Income	\$32 to \$37	\$40.3	\$32.4
Non-GAAP EPS	\$0.23 to \$0.26	\$0.28	\$0.23



NON-GAAP RECONCILIATION TABLE
RECONCILIATION OF GAAP TO ADJUSTED OPERATING INCOME AND ADJUSTED EBITDA

In thousands (unaudited)

	Three months ended			Six months ended	
	July 2, 2016	June 27, 2015	April 2, 2016	July 2, 2016	June 27, 2015
Net sales	\$303,052	\$280,709	\$267,024	\$570,076	\$544,082
Net income	\$32,890	\$24,448	\$16,212	\$49,102	\$39,320
Adjustments to net income:					
Equity in net loss of affiliates	-	48	-	-	150
Income tax expense	5,513	6,245	4,873	10,386	10,915
Interest expense, net	9,051	9,715	9,149	18,200	19,343
Other income, net	(1,054)	(1,109)	(675)	(1,729)	(2,842)
GAAP – Operating income	46,400	39,347	29,559	75,959	66,886
Integration costs	-	2,396	-	-	5,008
Amortization of intangible assets	11,062	11,928	11,289	22,351	24,235
Adjusted operating income	57,462	53,671	40,848	98,310	96,129
Depreciation	13,825	13,405	13,700	27,525	26,724
Adjusted EBITDA	<u>\$71,287</u>	<u>\$67,076</u>	<u>\$54,548</u>	<u>\$125,835</u>	<u>\$122,853</u>
Adjusted operating margin	19.0%	19.1%	15.3%	17.2%	17.7%
Adjusted EBITDA – as a % of net sales	23.5%	23.9%	20.4%	22.1%	22.6%

NON-GAAP RECONCILIATION TABLE
RECONCILIATION OF GAAP TO NON-GAAP EARNINGS PER SHARE

In thousands, except per share data (unaudited)

	Three months ended			Six months ended	
	July 2, 2016	June 27, 2015	April 2, 2016	July 2, 2016	June 27, 2015
Net income	\$32,890	\$24,448	\$16,212	\$49,102	\$39,320
Adjustments to net income:					
Integration costs	-	2,396	-	-	5,008
Amortization of intangible assets	11,062	11,928	11,289	22,351	24,235
Net (gain) loss on impairment or sale of equity investment	(38)	(56)	(118)	(156)	617
Tax effect of adjustments of net income	(3,624)	(4,813)	(3,766)	(7,390)	(9,831)
Non-GAAP net income	<u>\$40,290</u>	<u>\$33,903</u>	<u>\$23,617</u>	<u>\$63,907</u>	<u>\$59,349</u>
Diluted income per common share	\$0.23	\$0.17	\$0.11	\$0.35	\$0.28
Effect of adjustments to net income	0.05	0.07	0.05	0.10	0.14
Diluted non-GAAP income per common share	<u>\$0.28</u>	<u>\$0.24</u>	<u>\$0.17</u>	<u>\$0.45</u>	<u>\$0.42</u>