

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
Form 10-Q
February 09, 2007

**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, 2006**

Commission File Number: **1-9764**

Harman International Industries, Incorporated
(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of incorporation
or organization)*

11-2534306

(I.R.S. Employer Identification No.)

**1101 Pennsylvania Avenue, NW,
Suite 1010
Washington, DC**
(Address of principal executive offices)

20004
(Zip code)

(202) 393-1101
(Registrant's telephone number, including area code)

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

As of January 31, 2007, 65,502,975 shares of common stock, par value \$.01, were outstanding.

**Harman International Industries, Incorporated and Subsidiaries
Form 10-Q**

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References to "Harman International," the "Company," "we," "us" and "our" in this Form 10-Q refer to Harman International Industries, Incorporated and its subsidiaries unless the context requires otherwise.

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Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and 21E of the Securities Exchange Act of 1934. You should not place undue reliance on these statements.

Forward-looking statements include information concerning possible or assumed future results of operations, capital expenditures, the outcome of pending legal proceedings and claims, including environmental matters, goals and objectives for future operations, including descriptions of our business strategies and purchase commitments from customers. These statements are typically identified by words such as “believe,” “anticipate,” “expect,” “plan,” “intend,” “estimate” and similar expressions. We base these statements on particular assumptions that we have made in light of our industry experience, as well as our perception of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances. As you read and consider the information in this report, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties and assumptions. In light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking statements contained in this report will in fact transpire.

You should carefully consider the risks described below and the other information in this report. Our operating results may fluctuate significantly and may not meet our expectations or those of securities analysts or investors. The price of our stock would likely decline if this occurs. Factors that may cause fluctuations in our operating results include, but are not limited to, the following:

• automobile industry sales and production rates and the willingness of automobile purchasers to pay for the option of a premium audio system and/or a multi-functional infotainment system;

- changes in consumer confidence and spending;
- fluctuations in currency exchange rates and other risks inherent in international trade and business transactions;
- our ability to satisfy contract performance criteria, including technical specifications and due dates;
- our ability to design and manufacture our products profitably under our long-term contractual commitments;
- the loss of one or more significant customers, including our automotive manufacturer customers;
- competition in the automotive, consumer or professional markets in which we operate;
- model-year changeovers in the automotive industry;
- changes in general economic conditions and specific market conditions;
- our ability to enforce or defend our ownership and use of intellectual property;
- our ability to effectively integrate acquisitions;

• strikes, work stoppages and labor negotiations at our facilities or at a facility of one of our significant customers; or work stoppages at a common carrier or a major shipping location;

• the outcome of pending or future litigation and administrative claims, including patent and environmental matters; and

- world political stability.

Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those expressed in the forward-looking statements. As a result, the forgoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this and other reports we file with the Securities and Exchange Commission, including the information in Item 1A, "Risk Factors" of Part I to our Annual Report on Form 10-K for the fiscal year ended June 30, 2006.

Table of Contents**Part I. FINANCIAL INFORMATION****Item 1. Financial Statements****Condensed Consolidated Balance Sheets**

Harman International Industries, Incorporated and Subsidiaries

(\$000s omitted except share amounts)

	December 31, 2006 (Unaudited)	June 30, 2006
Assets		
Current assets		
Cash and cash equivalents	\$ 171,108	291,758
Receivables (less allowance for doubtful accounts of \$8,910 at December 31, 2006 and \$8,738 at June 30, 2006)	480,408	444,474
Inventories	454,682	344,957
Other current assets	172,915	168,168
Total current assets	1,279,113	1,249,357
Property, plant and equipment, net	511,618	521,935
Goodwill	396,219	381,219
Other assets	196,063	202,150
Total assets	\$ 2,383,013	2,354,661
Liabilities and Shareholders' Equity		
Current liabilities		
Short-term borrowings	\$ 3,977	1,751
Current portion of long-term debt	17,012	16,337
Accounts payable	293,677	320,327
Accrued liabilities	396,442	414,093
Income taxes payable	144,143	116,493
Total current liabilities	855,251	869,001
Borrowings under revolving credit facility	118,495	159,900
Senior notes	2,882	19,566
Minority interest	2,007	2,716
Other non-current liabilities	79,230	75,314
Shareholders' equity		
Preferred stock, \$.01 par value. Authorized 5,000,000 shares; none issued and outstanding	---	---
Common stock, \$.01 par value. Authorized 200,000,000 shares; issued and outstanding 82,972,715 at December 31, 2006 and 82,754,909 at June 30, 2006	829	827
Additional paid-in capital	558,560	544,871
Accumulated other comprehensive income (loss):		
Unrealized loss on hedging derivatives	(1,911)	(3,267)
Minimum pension liability adjustment	(11,805)	(11,789)
Cumulative foreign currency translation adjustment	82,895	64,280

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Retained earnings	1,280,432	1,144,070
Less common stock held in treasury (17,611,282 shares at December 31, 2006 and 16,690,182 at June 30, 2006)	(583,852)	(510,828)
Total shareholders' equity	1,325,148	1,228,164
Total liabilities and shareholders' equity	\$ 2,383,013	2,354,661

See accompanying notes to condensed consolidated financial statements.

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Condensed Consolidated Statements of Operations
Harman International Industries, Incorporated and Subsidiaries
(000s omitted except per share amounts)
(Unaudited)

Three months ended
December 31,

Six months ended
December 31,

**Item 16. Exhibits
and Financial
Statement
Schedules**

(a) Exhibits

See the Exhibit Index, which is incorporated into this registration statement by reference.

**(b) Financial
Statement
Schedules**

Schedules for which provision is made in the applicable accounting regulations of the SEC are either not required under the related instructions, are inapplicable or not material, or the information called for thereby is otherwise included in the financial statements incorporated by reference and therefore has been omitted.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

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(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum

aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at

the termination of
the offering.

(4) Not Applicable.

(5) That, for the
purpose of
determining
liability under the
Securities Act of
1933 to any
purchaser:

(i) If the registrant
is relying on Rule
430B (§
230.430B of this
chapter):

(A) Each
prospectus filed by
the registrant
pursuant to Rule
424(b)(3) shall be
deemed to be part
of the registration
statement as of the
date the filed
prospectus was
deemed part of and
included in the
registration
statement; and

(B) Each
prospectus
required to be filed
pursuant to Rule
424(b)(2), (b)(5),
or (b)(7) as part of
a registration
statement in
reliance on Rule
430B relating to an
offering made
pursuant to
Rule 415(a)(1)(i),
(vii) or (x) for the
purpose of
providing the
information

required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document

incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(6) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting

method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

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(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report, pursuant to Section 13(a) or 15(d) of the Securities

Exchange Act of 1934, as amended, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934, as amended) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

Insofar as indemnification for liabilities arising

under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of each Registrant pursuant to the foregoing provisions, or otherwise, each Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a Registrant of expenses incurred or paid by a director, officer or controlling person of a Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, that Registrant will, unless in the opinion of its counsel the matter has been settled by

controlling
precedent, submit
to a court of
appropriate
jurisdiction the
question whether
such
indemnification by
it is against public
policy as expressed
in the Securities
Act of 1933 and
will be governed
by the final
adjudication of
such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 14th day of August, 2018.

Invesco Ltd.

By: /s/ Martin
L. Flanagan
Martin L.
Flanagan
Chief
Executive
Officer

**POWERS OF
ATTORNEY**

KNOWN ALL
PERSONS BY
THESE
PRESENTS, that
each person whose
signature appears
below hereby

constitutes and appoints Martin L. Flanagan, Loren M. Starr and Kevin M. Carome, and each of them severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign the registration statement on Form S-3 and any and all amendments (including post-effective amendments and amendments filed pursuant to Rule 462(b) under the Securities Act of 1933) to the registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection

therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Martin L. Flanagan	Chief Executive Officer	August 14, 2018
Martin L. Flanagan	(Principal Executive Officer) and President; Director	
/s/ Loren M. Starr	Senior Managing Director and Chief Financial Officer	August 14, 2018
Loren M. Starr	(Principal Financial Officer)	

/s/ Annette Lege Chief Accounting Officer
Annette Lege (Principal Accounting Officer) August 14, 2018

/s/ Ben F. Johnson III Chairperson and Director August 14, 2018
Ben F. Johnson III

/s/ Sarah E. Beshar Director August 14, 2018
Sarah E. Beshar

/s/ Joseph R. Canion Director August 14, 2018
Joseph R. Canion

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SIGNATURE	TITLE	DATE
/s/ C. Robert Henrikson	Director	August 14, 2018
C. Robert Henrikson		
/s/ Denis Kessler	Director	August 14, 2018
Denis Kessler		
/s/ Sir Nigel Sheinwald	Director	August 14, 2018
Sir Nigel Sheinwald		
/s/ G. Richard Wagoner, Jr.	Director	August 14, 2018
G. Richard Wagoner, Jr.		
/s/ Phoebe A. Wood	Director	August 14, 2018
Phoebe A. Wood Authorized Representative in the United States:		

/s/ Loren M.
Starr
Name: Loren
M. Starr
Title: Chief
Financial
Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 14th day of August, 2018.

**Invesco
Finance plc**

By: /s/
Loren M.
Starr
Loren
M. Starr
Director

**POWERS OF
ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Martin L.

Flanagan, Loren
M. Starr and Kevin
M. Carome, and
each of them
severally, as his or
her true and lawful
attorneys-in-fact
and agents, with
full power of
substitution and
resubstitution, for
him or her and in
his or her name,
place, and stead, in
any and all
capacities, to sign
the registration
statement on Form
S-3 and any and all
amendments
(including
post-effective
amendments and
amendments filed
pursuant to Rule
462(b) under the
Securities Act of
1933) to the
registration
statement, and to
file the same, with
all exhibits thereto,
and other
documents in
connection
therewith, with the
Securities and
Exchange
Commission,
granting unto said
attorneys-in-fact
and agents full
power and
authority to do and
perform each and
every act and thing
requisite and
necessary to be
done in connection
therewith, as fully
to all intents and

purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Loren M. Starr	Director (Principal Executive Officer,	August 14, 2018
Loren M. Starr	Principal Financial Officer and Principal Accounting Officer)	
/s/ Kevin M. Carome	Director	August 14, 2018
Kevin M. Carome		
/s/ Robert H. Rigsby	Director	August 14, 2018

Robert H.
Rigsby

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Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 14th day of August, 2018.

**Invesco Finance,
Inc.**

By: /s/ Loren
M. Starr
Loren M.
Starr
President

**POWERS OF
ATTORNEY**

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Martin L. Flanagan, Loren

M. Starr and Kevin
M. Carome, and
each of them
severally, as his or
her true and lawful
attorneys-in-fact
and agents, with
full power of
substitution and
resubstitution, for
him or her and in
his or her name,
place, and stead, in
any and all
capacities, to sign
the registration
statement on Form
S-3 and any and all
amendments
(including
post-effective
amendments and
amendments filed
pursuant to Rule
462(b) under the
Securities Act of
1933) to the
registration
statement, and to
file the same, with
all exhibits thereto,
and other
documents in
connection
therewith, with the
Securities and
Exchange
Commission,
granting unto said
attorneys-in-fact
and agents full
power and
authority to do and
perform each and
every act and thing
requisite and
necessary to be
done in connection
therewith, as fully
to all intents and
purposes as he or

she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<p>/s/ Loren M. Starr</p> <p>Loren M. Starr</p>	<p>President (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer), and Director</p>	<p>August 14, 2018</p>
<p>/s/ Kevin M. Carome</p> <p>Kevin M. Carome</p>	<p>Executive Vice President and Director</p>	<p>August 14, 2018</p>

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EXHIBIT INDEX

- 1.1 Form of Underwriting Agreement*
- 3.1 Memorandum of Association of Invesco Ltd., incorporating amendments up to and including December 4, 2007, incorporated by reference to exhibit 3.1 to Invesco's Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 12, 2007
- 3.2 Third Amended and Restated Bye-Laws of Invesco Ltd., incorporating amendments up to and including May 11, 2017, incorporated by reference to exhibit 3.2 to Invesco's Quarterly Report on Form 10-Q for the period ended June 30, 2017, filed the Securities and Exchange Commission on July 27, 2017
- 4.1 Specimen Certificate for Common Shares of Invesco Ltd., incorporated by reference to exhibit 4.1 to Invesco's Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 12, 2007
- 4.2 Form of Indenture
- 4.3 Form of Preference

- Share Certificate*
- 4.4 Form of Warrant Agreement (including form of warrant certificate)*
- 4.5 Form of Subscription Rights Agreement (including form of subscription rights certificate)*
- 5.1 Opinion of Appleby (Bermuda) Limited
- 5.2 Opinion of Alston & Bird LLP
- 5.3 Opinion of Linklaters LLP
- 12.1 Statement of Computation of Ratio of Earnings to Fixed Charges
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Appleby (Bermuda) Limited (included in Exhibit 5.1)
- 23.3 Consent of Alston & Bird LLP (included in Exhibit 5.2)
- 23.4 Consent of Linklaters LLP (included in Exhibit 5.3)
- 24.1 Power of Attorney (included in signature pages hereto)

*To be filed by amendment or as an exhibit to a document to be incorporated by reference herein.