KEMET CORP
Form 10-Q
November 02, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
(Mark One)
ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2016
or
o 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: 001-15491

KEMET CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	57-0923789
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2835 KEMET WAY, SIMPSONVILLE, SOUTH CAROLINA 29681
(Address of principal executive offices, zip code)

(864) 963-6300
(Registrant's telephone number, including area code)

Former name, former address and former fiscal year, if changed since last report: N/A

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 ý NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). YES ý NO o

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

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o	Smaller reporting company o

(Do not check if a smaller reporting company)
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). o YES ý NO

The number of shares outstanding of the registrant's common stock, par value $0.01 per share, as of October 31, 2016 was 46,282,645.

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KEMET CORPORATION AND SUBSIDIARIES
Form 10-Q for the Quarter ended September 30, 2016

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Exhibit 101

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PART I - FINANCIAL INFORMATION
Item 1 - Financial Statements

KEMET CORPORATION AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Amounts in thousands, except per share data)
(Unaudited)

	September 30, 2016	March 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$74,753	$65,004
Accounts receivable, net	88,089	93,168
Inventories, net	164,977	168,879
Prepaid expenses and other	30,990	25,496
Total current assets	358,809	352,547
Property, plant and equipment, net of accumulated depreciation of $824,241 and $815,338 as of September 30, 2016 and March 31, 2016, respectively	221,490	241,839
Goodwill	40,294	40,294
Intangible assets, net	30,993	33,301
Investment in NEC TOKIN	15,174	20,334
Deferred income taxes	7,749	8,397
Other assets	2,466	3,068
Total assets	$676,975	$699,780
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$—	$2,000
Accounts payable	64,055	70,981
Accrued expenses	58,015	50,320
Income taxes payable	293	453
Total current liabilities	122,363	123,754
Long-term debt, less current portion	386,098	385,833
Other non-current obligations	82,640	74,892
Deferred income taxes	2,994	2,820
Stockholders' equity:		
Preferred stock, par value $0.01, authorized 10,000 shares, none issued	—	—
Common stock, par value $0.01, authorized 175,000 shares, issued 46,508 shares at September 30, 2016 and March 31, 2016	465	465
Additional paid-in capital	445,662	452,821
Retained deficit	(316,843)	(299,510)
Accumulated other comprehensive income	(45,527)	(31,425)
Treasury stock, at cost (226 and 611 shares at September 30, 2016 and March 31, 2016, respectively)	(877)	(9,870)
Total stockholders' equity	82,880	112,481
Total liabilities and stockholders' equity	$676,975	$699,780

See accompanying notes to the unaudited condensed consolidated financial statements.

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KEMET CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Amounts in thousands, except per share data)
(Unaudited)

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Net sales	$187,308	$186,123	$372,243	$373,713
Operating costs and expenses:				
Cost of sales	140,895	143,317	283,307	291,194
Selling, general and administrative expenses	25,972	22,948	51,886	53,378
Research and development	7,116	6,152	14,048	12,426
Restructuring charges	3,998	23	4,686	1,847
Write down of long-lived assets	6,193	—	6,193	—
Net (gain) loss on sales and disposals of assets	84	(304)	175	(362)
Total operating costs and expenses	184,258	172,136	360,295	358,483
Operating income (loss)	3,050	13,987	11,948	15,230
Non-operating (income) expense:				
Interest income	(6)	(3)	(9)	(6)
Interest expense	9,910	9,811	19,833	19,824
Change in value of NEC TOKIN option	(1,600)	(2,200)	10,400	27,000
Other (income) expense, net	(905)	(2,091)	(3,299)	(1,175)
Income (loss) from continuing operations before income taxes and equity income (loss) from NEC TOKIN	(4,349)	8,470	(14,977)	(30,413)
Income tax expense (benefit)	830	1,438	2,630	1,190
Income (loss) from continuing operations before equity income (loss) from NEC TOKIN	(5,179)	7,032	(17,607)	(31,603)
Equity income (loss) from NEC TOKIN	181	162	404	1,747
Net income (loss)	$(4,998)	$7,194	$(17,203)	$(29,856)
Net income (loss) per basic share	$(0.11)	$0.16	$(0.37)	$(0.65)
Net income (loss) per diluted share	$(0.11)	$0.14	$(0.37)	$(0.65)
Weighted-average shares outstanding:				
Basic	46,590	45,767	46,471	45,660
Diluted	46,590	50,004	46,471	45,660

See accompanying notes to the unaudited condensed consolidated financial statements.

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KEMET CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income (Loss)
(Amounts in thousands)
(Unaudited)

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Net income (loss)	$(4,998)	$7,194	$(17,203)	$(29,856)
Other comprehensive income (loss):				
Foreign currency translation gains (losses)	(689)	(4,466)	(7,075)	1,399
Defined benefit pension plans, net of tax impact	164	245	327	412
Post-retirement plan adjustments	(43)	(39)	(85)	(79)
Equity interest in NEC TOKIN’s other comprehensive income (loss)	(179)	(3,674)	(5,563)	(4,606)
Foreign exchange contracts	(841)	(770)	(1,706)	(3,717)
Other comprehensive income (loss)	(1,588)	(8,704)	(14,102)	(6,591)
Total comprehensive income (loss)	$(6,586)	$(1,510)	$(31,305)	$(36,447)

See accompanying notes to the unaudited condensed consolidated financial statements.

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KEMET CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Amounts in thousands)
(Unaudited)

	Six-Month Periods Ended September 30,	
	2016	2015
Net income (loss)	$(17,203)	$(29,856)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	18,876	19,182
Equity (income) loss from NEC TOKIN	(404)	(1,747)
Non-cash debt and financing costs	378	437
Stock-based compensation expense	2,332	2,607
Change in value of NEC TOKIN option	10,400	27,000
Net (gain) loss on sales and disposals of assets	175	(362)
Write down of long-lived assets	6,193	—
Pension and other post-retirement benefits	1,417	333
Change in deferred income taxes	1,165	52
Change in operating assets	1,721	(14,474)
Change in operating liabilities	(1,830)	(14,514)
Other	(177)	410
Net cash provided by (used in) operating activities	23,043	(10,932)
Investing activities:		
Capital expenditures	(10,344)	(9,268)
Acquisitions, net of cash received	—	(2,892)
Proceeds from sale of assets	—	247
Net cash provided by (used in) investing activities	(10,344)	(11,913)
Financing activities:		
Proceeds from revolving line of credit	—	8,000
Payments on revolving line of credit	—	(3,500)
Payments on long-term debt	(1,870)	(481)
Purchase of treasury stock	(628)	(575)
Net cash provided by (used in) financing activities	(2,498)	3,444
Net increase (decrease) in cash and cash equivalents	10,201	(19,401)
Effect of foreign currency fluctuations on cash	(452)	354
Cash and cash equivalents at beginning of fiscal period	65,004	56,362
Cash and cash equivalents at end of fiscal period	$74,753	$37,315

See accompanying notes to the unaudited condensed consolidated financial statements.

Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1. Basis of Financial Statement Presentation

The condensed consolidated financial statements contained herein are unaudited and have been prepared from the books and records of KEMET Corporation and its subsidiaries ("KEMET" or the "Company"). In the opinion of management, the condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the interim periods. The condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q, and therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, and cash flows in conformity with U.S. generally accepted accounting principles ("U.S. GAAP"). Although the Company believes the disclosures are adequate to make the information presented not misleading, it is suggested that these condensed consolidated financial statements be read in conjunction with the audited financial statements and notes thereto included in the Company's Form 10-K for the fiscal year ended March 31, 2016 (the "Company's 2016 Annual Report").

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. In consolidation, all significant intercompany amounts and transactions have been eliminated. Certain prior year amounts have been reclassified to conform to current year presentation. Net sales and operating results for the quarter and six-month periods ended September 30, 2016 are not necessarily indicative of the results to be expected for the full year.

The Company's significant accounting policies are presented in the Company's 2016 Annual Report.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions, and judgments based on historical data and other assumptions that management believes are reasonable. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. In addition, they affect the reported amounts of revenues and expenses during the reporting period.

The Company's judgments are based on management's assessment as to the effect certain estimates, assumptions, or future trends or events may have on the financial condition and results of operations reported in the unaudited condensed consolidated financial statements. It is important that readers of these unaudited financial statements understand that actual results could differ from these estimates, assumptions, and judgments.

Recently Issued Accounting Pronouncements

New accounting standards adopted/issued

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The update clarifies how cash receipts and cash payments in certain transactions are presented and classified in the statement of cash flows. The effective date of this update is for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted. The update requires retrospective application to all periods presented but may be applied prospectively if retrospective application is impracticable. The Company is currently evaluating the impact of the adoption of this principle on the Company's consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, Compensation-Stock Compensation. This guidance changes several aspects of the accounting for share-based payment award transactions, including: (1) Accounting and Cash Flow Classification for Excess Tax Benefits and Deficiencies, (2) Forfeitures, and (3) Tax Withholding Requirements and Cash Flow Classification. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016. Early application is permitted, and KEMET adopted ASU No. 2016-09 as of April 1, 2016. The Company elected to discontinue estimating forfeitures that are expected to occur and recorded a cumulative effect adjustment to retained earnings of 130,000 as of April 1, 2016. There was no cumulative adjustment related to the excess tax benefits as the Company did not have an additional paid in capital pool of excess tax benefits. The adoption did not have a significant impact to the Company’s consolidated financial statements.

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In February 2016, the FASB issued ASU No. 2016-02, Leases. The ASU requires lessees to recognize a right-of-use asset and a lease liability for virtually all of their leases (other than short-term leases). The guidance is to be applied using a modified retrospective approach at the beginning of the earliest comparative period in the financial statements. This ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2018. Early application is permitted. The Company is currently in the process of assessing the impact the adoption of this guidance will have on the Company’s consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory. The ASU requires an entity that uses first-in, first-out or average cost to measure its inventory at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. ASU 2015-11 was effective for interim and annual reporting periods beginning April 1, 2016. The adoption of ASU 2015-11 did not materially impact the Company’s operating results and financial position.

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. The ASU specifies that debt issuance costs related to a note shall be reported in the balance sheet as a direct reduction from the face amount of the note. In August 2015, the FASB issued ASU No. 2015-15, Interest - Imputation of Interest (Subtopic 835-30) - Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements, which clarifies the treatment of debt issuance costs associated with line-of-credit arrangements that were not specifically addressed in ASU 2015-03. ASU 2015-15 states that entities may elect to continue to treat debt issuance costs associated with lines of credit as an asset, consistent with current treatment. The Company adopted these ASUs in the first quarter of fiscal year 2017. The ASUs did not impact the Company’s results of operations or liquidity. The balance sheet as of March 31, 2016 has been adjusted to reflect retrospective application of the new accounting guidance as follows (amounts in thousands):

	As Previously Reported	Retrospective Adjustment	As Adjusted
Other assets	$ 5,832	$ (2,764)	$ 3,068
Total assets	702,544	(2,764)	699,780
Long-term debt, less current portion	388,597	(2,764)	385,833
Total liabilities and stockholders’ equity	702,544	(2,764)	699,780

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements-Going Concern. The new guidance requires management to assess if there is substantial doubt about an entity’s ability to continue as a going concern for each annual and interim period. If conditions or events give rise to substantial doubt, disclosures are required. ASU 2014-15 is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter; early application is permitted. This new guidance is not expected to have a material impact on the Company’s Consolidated Financial Statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which supersedes existing accounting standards for revenue recognition and creates a single framework. The new guidance requires either a retrospective or a modified retrospective approach at adoption. Early adoption is permitted, but not before Company’s fiscal year that begins on April 1, 2017 (the original effective date of the ASU). Additional updates to Topic 606 issued by the FASB in 2015 and 2016 include the following:

- ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, which defers the effective date of the new guidance such that the new provisions will now be required for fiscal years, and interim periods within those years, beginning after December 15, 2017 (ASU No. 2015-14 is effective for the Company’s fiscal year that begins on April 1, 2018 and interim periods within that fiscal year).
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- ASU No. 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations, which clarifies the implementation guidance on principal versus agent considerations (reporting revenue gross versus net).
- ASU No. 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing, which clarifies the implementation guidance on identifying performance obligations and classifying licensing arrangements.
- ASU No. 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients, which clarifies the implementation guidance in a number of other areas.

The Company is currently in the process of assessing the impact the adoption of the new revenue standards will have on its consolidated financial statements and related disclosures, as well as the available transition methods.

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There are currently no other accounting standards that have been issued that will have a significant impact on the Company's financial position, results of operations or cash flows upon adoption.

Fair Value Measurement

The Company utilizes three levels of inputs to measure the fair value of (a) nonfinancial assets and liabilities that are recognized or disclosed at fair value in the Company's consolidated financial statements on a recurring basis (at least annually) and (b) all financial assets and liabilities. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

The first two inputs are considered observable and the last is considered unobservable. The levels of inputs are as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Assets and liabilities measured at fair value on a recurring basis as of September 30, 2016 and March 31, 2016 are as follows (amounts in thousands):

	Carrying Value September 30, 2016	Fair Value September 30, 2016	Fair Value Measurement Using			Carrying Value March 31, 2016	Fair Value March 31, 2016	Fair Value Measurement Using		
			Level 1	Level 2 (2)	Level 3			Level 1	Level 2 (2)	Level 3
Assets (Liabilities):										
Money markets (1)	$ 640	$ 640	$ 640	$ —	$ —	$ 738	$ 738	$ 738	$ —	$ —
Total debt	(386,098)	(384,352)	(354,987)	(29,365)	—	(387,833)	(284,261)	(254,713)	(29,548)	—
NEC TOKIN option, net (3)	(31,000)	(31,000)	—	—	(31,000)	(20,600)	(20,600)	—	—	(20,600)

(1) Included in the line item "Cash and cash equivalents" on the Condensed Consolidated Balance Sheets.

(2) The valuation approach used to calculate fair value was a discounted cash flow based on the borrowing rate for each respective debt facility.

(3) See Note 6, "Investment in NEC TOKIN," for a description of the NEC TOKIN option. The value of the option depends on the enterprise value of NEC TOKIN Corporation and its forecasted EBITDA over the duration of the option. The option has been valued using option pricing methods in a Monte Carlo simulation.

The table below summarizes NEC TOKIN option valuation activity using significant unobservable inputs (Level 3) (amounts in thousands):

March 31, 2016	$(20,600)
Change in value of NEC TOKIN option	(10,400)
September 30, 2016	$(31,000)

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Inventories

Inventories are stated at the lower of cost or market. The components of inventories are as follows (amounts in thousands):

	September 30, 2016	March 31, 2016
Raw materials and supplies	$75,211	$80,289
Work in process	50,081	46,631
Finished goods	55,698	58,060
	180,990	184,980
Inventory reserves	(16,013)	(16,101)
	$164,977	$168,879

Warrant

As of September 30, 2016 and March 31, 2016, 8.4 million shares were subject to the warrant (which expires June 30, 2019) held by K Equity, LLC.

Revenue Recognition

The Company ships products to customers based upon firm orders and revenue is recognized when the sales process is complete. This occurs when products are shipped to the customer in accordance with the terms of an agreement of sale, there is a fixed or determinable selling price, title and risk of loss have been transferred and collectability is reasonably assured. Based on product availability, customer requirements and customer consent, the Company may ship products earlier than the initial planned ship date. Shipping and handling costs are included in cost of sales.

A portion of sales is related to products designed to meet customer specific requirements. These products typically have stricter tolerances making them useful to the specific customer requesting the product and to customers with similar or less stringent requirements. The Company recognizes revenue when title to the products transfers to the customer.

A portion of sales is made to distributors under agreements allowing certain rights of return and price protection on unsold merchandise held by distributors. The Company’s distributor policy includes inventory price protection and “ship-from-stock and debit” (“SFSD”) programs common in the industry.

KEMET’s SFSD program provides authorized distributors with the flexibility to meet marketplace prices by allowing them, upon a pre-approved case-by-case basis, to adjust their purchased inventory cost to correspond with current market demand. Requests for SFSD adjustments are considered on an individual basis, require a pre-approved cost adjustment quote from their local KEMET sales representative and apply only to a specific customer, part, specified special price amount, specified quantity, and are only valid for a specific period of time. To estimate potential SFSD adjustments corresponding with current period sales, KEMET records a sales reserve based on historical SFSD credits, distributor inventory levels, and certain accounting assumptions, all of which are reviewed quarterly.

Most of the Company’s distributors have the right to return to KEMET a certain portion of the purchased inventory, which, in general, does not exceed 6% of their purchases from the previous fiscal quarter. KEMET estimates future returns based on historical return patterns and records a corresponding allowance on the Condensed Consolidated Balance Sheets. The Company also offers volume based rebates on a case-by-case basis to certain customers in each of the Company’s sales channels.

The establishment of sales allowances is recognized as a component of the line item “Net sales” on the Condensed Consolidated Statements of Operations, while the associated reserves are included in the line item “Accounts receivable, net” on the Condensed Consolidated Balance Sheets. Estimates used in determining sales allowances are subject to various factors. This includes, but is not limited to, changes in economic conditions, pricing changes, product demand, inventory levels in the supply chain, the effects of technological change, and other variables that might result in changes to the Company’s estimates.

The Company provides a limited warranty to customers that the Company’s products meet certain specifications. The warranty period is generally limited to one year, and the Company’s liability under the warranty is generally limited to a replacement of the product or refund of the purchase price of the product. Warranty costs as a percentage of net sales were less

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than 1.0% for the quarters and six-month periods ended September 30, 2016 and 2015. The Company recognizes warranty costs when they are both probable and reasonably estimable.

Note 2. Debt

A summary of debt is as follows (amounts in thousands):

	September 30, 2016	March 31, 2016
10.5% Senior Notes, net (1)	$ 352,217	$353,952
Revolving line of credit	33,881	33,881
Total debt	386,098	387,833
Current maturities	—	(2,000)
Total long-term debt	$ 386,098	$385,833

(1) As noted in Note 1, "Basis of Financial Statements Presentation," ASU No. 2015-03, Interest - Imputation of Interest, was adopted as of April 1, 2016. As such, debt issuance cost, if any, is included within the respective debt balance. Amounts shown are net of premium and debt issuance costs of $0.8 million and $1.0 million as of September 30, 2016 and March 31, 2016, respectively which reduce the 10.5% Senior Notes balance.

The line item "Interest expense" on the Condensed Consolidated Statements of Operations for the quarters and six-month periods ended September 30, 2016 and 2015, consists of the following (amounts in thousands):

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Contractual interest expense	$9,688	$9,784	$19,398	$19,570
Capitalized interest	(51)	(236)	(103)	(276)
Amortization of debt issuance costs	348	348	696	696
Amortization of debt (premium) discount	(200)	(185)	(399)	(366)
Imputed interest on acquisition-related obligations	40	54	81	107
Interest expense on capital lease	85	46	160	93
Total interest expense	$9,910	$9,811	$19,833	$19,824

Revolving Line of Credit

On May 2, 2016, the Loan and Security Agreement dated September 30, 2010, as amended, by and among KEMET Electronics Corporation ("KEC"), KEMET Electronics Marketing (S) Pte. Ltd., KEMET Foil Manufacturing, LLC ("KEMET Foil"), KEMET Blue Powder Corporation ("KEMET Blue Powder"), The Forest Electric Company and the financial institutions party thereto (the "Loan and Security Agreement"), was amended and, as a result, the revolving credit facility increased to $65.0 million. The Company had the following activity for the six-month period ended September 30, 2016 and resulting balances under the revolving line of credit (amounts in thousands, excluding percentages):

	March 31, 2016	Six-Month Period Ended September 30, 2016		September 30, 2016		
	Outstanding Borrowings	Additional Borrowings	Repayments	Outstanding Borrowings	Rate (1) (2)	Due Date
U.S. Facility	$ 19,881	$ —	$ —	$19,881	4.750%	December 19, 2019
Singapore Facility						

Singapore Borrowing 1 (3)	12,000	—	—	12,000	3.375%	November 19, 2016
Singapore Borrowing 2 (3)	2,000	—	—	2,000	3.375%	January 9, 2017
Total Facilities	$ 33,881	$ —	$ —	$33,881		

(1) For U.S. borrowings, Base Rate plus 1.50%, as defined in the Loan and Security Agreement.

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(2) For Singapore borrowings, London Interbank Offer Rate ("LIBOR"), plus a spread of 2.50% as of September 30, 2016.
(3) The Company has the intent and ability to extend the due date on the Singapore borrowings.

As of September 30, 2016, these were the only borrowings under the revolving line of credit, and the Company's available borrowing capacity under the Loan and Security Agreement was $31.1 million.

10.5% Senior Notes

On May 10, 2016, the Company repurchased and retired $2.0 million of its 10.5% Senior Notes due May 1, 2018 (the "10.5% Senior Notes"). As of September 30, 2016 and March 31, 2016, the Company had outstanding $353.0 million and $355.0 million, respectively in aggregate principal amount of the Company's 10.5% Senior Notes. The Company had interest payable related to the 10.5% Senior Notes included in the line item "Accrued expenses" on its Condensed Consolidated balance sheets of $15.4 million and $15.5 million as of September 30, 2016 and March 31, 2016, respectively.

Note 3. Impairment charges

In the quarter ended September 30, 2016 we recorded a write down of long-lived assets of $6.2 million due to the following two actions.

On August 31, 2016, KEMET Electronics Corporation, a wholly-owned subsidiary of KEMET made the decision to shut-down operations of its wholly-owned subsidiary, KEMET Foil Manufacturing, LLC ("KFM"). Operations at KFM's Knoxville, Tennessee plant ceased as of October 31, 2016. KFM supplied formed foil to the Company's Film and Electrolytic Business Group ("Film and Electrolytic"), as well as to certain third party customers. The Company anticipates that Film and Electrolytic will achieve raw material cost savings by purchasing its formed foil from suppliers that have the advantage of lower utility costs. During the second fiscal quarter ending September 30, 2016, Film and Electrolytic recorded impairment charges totaling $4.1 million comprised of $3.0 million for the write down of property plant and equipment and $1.1 million for the write down of intangible assets. The impairment charges are recorded on the Condensed Consolidated Statements of Operations line item "Write down of long-lived assets". In addition, the Company has accrued severance charges and restructuring costs described in Note 4, "Restructuring Charges."

The Solid Capacitor Business Group ("Solid Capacitors") initiated a plan to relocate its K-Salt operations from a leased facility equipment to its existing Matamoros, Mexico facility. Impairment charges of approximately $2.1 million are recorded on the Condensed Consolidated Statements of Operations line item "Write down of long-lived assets". In addition, the Company has accrued severance charges described in Note 4, "Restructuring Charges" and expects to incur equipment relocation costs of approximately $1.2 million in the third quarter of fiscal year 2017.

Note 4. Restructuring Charges

KEMET's restructuring plans are focused on making the Company more competitive by reducing excess capacity, relocating production to lower cost locations and eliminating unnecessary costs throughout the Company.

A summary of the expenses aggregated in the Condensed Consolidated Statements of Operations line item "Restructuring charges" in the quarters and six-month periods ended September 30, 2016 and 2015, is as follows (amounts in thousands):

	Quarters Ended	Six-Month Periods Ended

	September 30,		September 30,	
	2016	2015	2016	2015
Personnel reduction costs/(benefits)	$1,432	$(434)	$2,079	$1,110
Relocation and exit costs	2,566	457	2,607	737
Restructuring charges	$3,998	$23	$4,686	$1,847

Quarter Ended September 30, 2016

The Company incurred $4.0 million in restructuring charges in the quarter ended September 30, 2016 comprised of $1.4 million in personnel reduction costs and $2.6 million in manufacturing relocation and exit costs.

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The personnel reduction costs of $1.4 million consist of $0.4 million in headcount reductions related to the shut-down of operations for KFM in Knoxville, Tennessee, $0.4 million related to the consolidation of certain Solid Capacitor manufacturing in Matamoros, Mexico, $0.3 million in U.S. headcount reductions related to the relocation of global marketing functions to the Company’s Fort Lauderdale, Florida office, $0.2 million related to overhead reductions corresponding with the relocation of research and development (“R&D”) operations from Weymouth, England to Evora, Portugal, and $0.1 million in manufacturing headcount reductions related to the relocation of the K-Salt operations to the existing Matamoros, Mexico plant.

The manufacturing relocation costs of $2.6 million primarily consists of $2.2 million related to contract termination costs related to the shut-down of operations for KFM, $0.3 million related to transfers of Film and Electrolytic production lines and R&D functions to lower cost regions, and $0.1 million related to the transfer of certain Tantalum production from Simpsonville, South Carolina to Victoria, Mexico.

Six-Month Period Ended September 30, 2016

The Company incurred $4.7 million in restructuring charges in the six-month period ended September 30, 2016 comprised of $2.1 million in personnel reduction costs and $2.6 million in manufacturing relocation and exit costs.

The personnel reduction costs of $2.1 million consist of $0.4 million in headcount reductions related to the shut-down of operations for KFM in Knoxville, Tennessee, $0.5 million related to the consolidation of certain Solid Capacitor manufacturing in Matamoros, Mexico, $0.3 million for overhead reductions in Sweden, $0.3 million in U.S. headcount reductions related to the relocation of global marketing functions to the Company’s Fort Lauderdale, Florida office, $0.2 million related to overhead reductions as we relocate the R&D operations from Weymouth, England to Evora, Portugal, $0.2 million related to headcount reductions in Europe (primarily Italy and Landsberg, Germany) corresponding with the relocation of certain production lines and laboratories to lower cost regions, and $0.1 million in manufacturing headcount reductions related to the relocation of the K-Salt operations to the existing Matamoros, Mexico plant.

The manufacturing relocation costs of $2.6 million primarily consists of $2.2 million in related to contract termination costs related to the shut-down of operations for KFM, $0.3 million related to transfers of Film and Electrolytic production lines and R&D functions to lower cost regions, and $0.1 million related to the transfer of certain Tantalum production from Simpsonville, South Carolina to Victoria, Mexico.

Quarter Ended September 30, 2015

The Company incurred $23 thousand in restructuring charges in the quarter ended September 30, 2015 including a credit to personnel reduction costs of $0.4 million and $0.5 million in manufacturing relocation costs.

The credit to personnel reduction costs of $0.4 million is due primarily to a $1.2 million reversal of a severance accrual in Italy. The Company originally recorded the accrual in the third quarter of fiscal year 2015 corresponding with a plan to reduce headcount by 50 employees. Under the plan, 24 employees were terminated. However, due to unexpected workforce attrition combined with achieving other cost reduction goals, the Company decided not to complete the remaining headcount reduction. Consequently, the Company reversed the remaining accrual during the second quarter of fiscal year 2016. This was partially offset by the following expenses: $0.5 million for headcount reductions in Matamoros, Mexico related to the relocation of certain Solid Capacitor manufacturing from Matamoros, Mexico to Victoria, Mexico, and $0.2 million for headcount reductions related to the outsourcing of the Company’s information technology function and overhead reductions in North America and Europe.

The Company also incurred $0.5 million of manufacturing relocation costs for transfers of Film and Electrolytic production lines to lower cost regions.

Six-Month Period Ended September 30, 2015

The Company incurred $1.8 million in restructuring charges in the quarter ended September 30, 2015 comprised of $1.1 million of personnel reduction costs and $0.7 million in manufacturing relocation costs.

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The personnel reduction costs of $1.1 million consist of the following: $0.6 million related to a headcount reduction in Suzhou, China for the Film and Electrolytic production line transfer from Suzhou, China to Anting, China, $0.4 million for headcount reductions in Europe (primarily Landsberg, Germany), $0.8 million for headcount reductions in Matamoros, Mexico related to the relocation of certain Solid Capacitor manufacturing from Matamoros, Mexico to Victoria, Mexico, and $0.4 million for headcount reductions related to the outsourcing of the Company's information technology function and overhead reductions in North America and Europe. These personnel reduction costs were partially offset by a $1.2 million reversal of a severance accrual in Italy.

The Company also incurred $0.7 million of manufacturing relocation costs for transfers of Film and Electrolytic production lines to lower cost regions.

Reconciliation of restructuring liability

A reconciliation of the beginning and ending liability balances for restructuring charges included in the line items "Accrued expenses" and "Other non-current obligations" on the Condensed Consolidated Balance Sheets for the quarters and six-month periods ended September 30, 2016 and 2015 are as follows (amounts in thousands):

	Quarter Ended September 30, 2016		Quarter Ended September 30, 2015	
	Personnel Reductions	Manufacturing Relocations	Personnel Reductions	Manufacturing Relocations
Beginning of period	$ 1,079	$ —	$ 6,555	$ —
Costs charged to expense	1,432	2,566	(434)	457
Costs paid or settled	(408)	(584)	(3,843)	(457)
Change in foreign exchange	(2)	—	2	—
End of period	$ 2,101	$ 1,982	$ 2,280	$ —

	Six-Month Period Ended September 30, 2016		Six-Month Period Ended September 30, 2015	
	Personnel Reductions	Manufacturing Relocations	Personnel Reductions	Manufacturing Relocations
Beginning of period	$ 976	$ —	$ 7,239	$ —
Costs charged to expense	2,079	2,607	1,110	737
Costs paid or settled	(931)	(625)	(6,283)	(737)
Change in foreign exchange	(23)	—	214	—
End of period	$ 2,101	$ 1,982	$ 2,280	$ —

Note 5. Comprehensive Income (Loss) and Accumulated Other Comprehensive Income

Changes in Accumulated Other Comprehensive Income (Loss) ("AOCI") for the quarters ended September 30, 2016 and 2015 include the following components (amounts in thousands):

	Foreign Currency Translation (1)	Post-Retirement Benefit Plan Adjustments	Defined Benefit Pension Plans, Net of Tax (2)	Ownership Share of Equity Method Investees' Other Comprehensive Income (Loss)	Foreign Exchange Contracts	Net Accumulated Other Comprehensive Income (Loss)
Balance at June 30, 2016	$ (16,658)	$ 1,072	$ (14,998)	$ (12,123)	$ (1,232)	$ (43,939)
Other comprehensive income (loss) before reclassifications	(689)	—	—	(179)	(1,981)	(2,849)

Amounts reclassified out of AOCI	—	(43)	164	—	1,140	1,261
Other comprehensive income (loss)	(689)	(43)	164	(179)	(841)	(1,588)
Balance at September 30, 2016	$ (17,347)	$ 1,029	$ (14,834)	$ (12,302)	$ (2,073)	$ (45,527)

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	Foreign Currency Translation	Post-Retirement Benefit Plan Adjustments	Defined Benefit Pension Plans, Net of Tax (2)	Ownership Share of Equity Method Investees' Other Comprehensive Income (Loss)	Foreign Exchange Contracts	Net Accumulated Other Comprehensive Income (Loss)
Balance at June 30, 2015	$ (6,267)	$ 1,119	$ (20,196)	$ 605	$ (1,944)	$ (26,683)
Other comprehensive income (loss) before reclassifications	(4,466)	—	—	(3,674)	(1,742)	(9,882)
Amounts reclassified out of AOCI	—	(39)	245	—	972	1,178
Other comprehensive income (loss)	(4,466)	(39)	245	(3,674)	(770)	(8,704)
Balance at September 30, 2015	$ (10,733)	$ 1,080	$ (19,951)	$ (3,069)	$ (2,714)	$ (35,387)

Changes in AOCI for the six-month periods ended September 30, 2016 and 2015 include the following components (amounts in thousands):

	Foreign Currency Translation (1)	Post-Retirement Benefit Plan Adjustments	Defined Benefit Pension Plans, Net of Tax (2)	Ownership Share of Equity Method Investees' Other Comprehensive Income (Loss)	Foreign Exchange Contracts	Net Accumulated Other Comprehensive Income (Loss)
Balance at March 31, 2016	$ (10,272)	$ 1,114	$ (15,161)	$ (6,739)	$ (367)	$ (31,425)
Other comprehensive income (loss) before reclassifications	(7,075)	—	—	(5,563)	(4,599)	(17,237)
Amounts reclassified out of AOCI	—	(85)	327	—	2,893	3,135
Other comprehensive income (loss)	(7,075)	(85)	327	(5,563)	(1,706)	(14,102)
Balance at September 30, 2016	$ (17,347)	$ 1,029	$ (14,834)	$ (12,302)	$ (2,073)	$ (45,527)

	Foreign Currency Translation	Post-Retirement Benefit Plan Adjustments	Defined Benefit Pension Plans, Net of Tax (2)	Ownership Share of Equity Method Investees' Other Comprehensive Income (Loss)	Foreign Exchange Contracts	Net Accumulated Other Comprehensive Income (Loss)
Balance at March 31, 2015	$ (12,132)	$ 1,159	$ (20,363)	$ 1,537	$ 1,003	$ (28,796)
Other comprehensive income (loss) before reclassifications	1,399	—	—	(4,606)	(5,193)	(8,400)
Amounts reclassified out of AOCI	—	(79)	412	—	1,476	1,809
Other comprehensive income (loss)	1,399	(79)	412	(4,606)	(3,717)	(6,591)
Balance at September 30, 2015	$ (10,733)	$ 1,080	$ (19,951)	$ (3,069)	$ (2,714)	$ (35,387)

(1) Due primarily to the Company's valuation allowance on deferred tax assets, there were no significant deferred tax effects associated with the cumulative currency translation gains and losses during the quarter and six-month periods ended September 30, 2016.

(2) Ending balance is net of tax of $2.0 million and $2.2 million as of September 30, 2016 and September 30, 2015, respectively.

Note 6. Investment in NEC TOKIN

On March 12, 2012, KEC, a wholly owned subsidiary of the Company, entered into a Stock Purchase Agreement (the "Stock Purchase Agreement") with NEC TOKIN Corporation ("NEC TOKIN"), a manufacturer of tantalum capacitors, electro-magnetic, electro-mechanical and access devices, to acquire 51% of the common stock of NEC TOKIN (which represented a 34% economic interest, as calculated based on the number of common shares held by KEC, directly and indirectly, in proportion to the aggregate number of outstanding common and convertible preferred shares of NEC TOKIN as of such date) (the "Initial Purchase") from NEC Corporation ("NEC") of Japan. The transaction closed on February 1, 2013, at which time KEC paid a purchase price of $50.0 million for new shares of common stock of NEC TOKIN (the "Initial Closing"). The Company accounts for its investment in NEC TOKIN using the equity method for a non-consolidated variable interest entity since KEC does not have the power to direct significant activities of NEC TOKIN. The Company believes that the NEC TOKIN convertible preferred stock represents in-substance common stock of NEC TOKIN and, as a result, its method of calculating KEC's economic basis in NEC TOKIN is the appropriate basis on which to recognize its share of the earnings or loss of NEC TOKIN.

In connection with KEC's execution of the Stock Purchase Agreement, KEC entered into a Stockholders' Agreement (the "Stockholders' Agreement") with NEC TOKIN and NEC, which provides for restrictions on transfers of NEC TOKIN's capital stock, certain tag-along and first refusal rights on transfer, restrictions on NEC's ability to convert the preferred stock of NEC TOKIN held by it, certain management services to be provided to NEC TOKIN by KEC (or an affiliate of KEC) and certain board representation rights. KEC holds four of seven NEC TOKIN director positions. However, NEC has significant board rights.

Concurrent with execution of the Stock Purchase Agreement and the Stockholders' Agreement, KEC entered into an Option Agreement (the "Option Agreement") with NEC, which was amended on August 29, 2014, whereby KEC had the right to purchase additional shares of NEC TOKIN common stock from NEC TOKIN for a purchase price of $50.0 million resulting in an economic interest of approximately 49% while maintaining ownership of 51% of NEC TOKIN's common stock (the "First Call Option") by providing notice of the First Call Option between the Initial Closing and April 30, 2015. Upon providing such First Call Option notice, but not before April 1, 2015, KEC could also have exercised a second option to purchase all outstanding capital stock of NEC TOKIN from its stockholders, primarily NEC, for a purchase price based on the greater of six times LTM EBITDA (as defined in the Option Agreement) less the previous payments and certain other adjustments, or the outstanding amount of NEC TOKIN's debt obligation to NEC (the "Second Call Option") by providing notice of the Second Call Option by May 31, 2018. The First and Second Call Options expired on April 30, 2015 without being exercised.

Through May 31, 2018, NEC may require KEC to purchase all outstanding capital stock of NEC TOKIN from its stockholders, primarily NEC (the "Put Option"), provided that KEC's payment of the Put Option price is permitted under the 10.5% Senior Notes and Loan and Security Agreement. However, in the event that KEC issues new debt securities principally to refinance its outstanding 10.5% Senior Notes due 2018 and its currently outstanding credit agreement, including amounts to pay related fees and expenses and to use for general corporate purposes ("Refinancing Notes"), prior to NEC's delivery of its notification of exercise of the Put Option, then the earliest date NEC may exercise the Put Option is automatically extended to the day immediately following the final scheduled maturity date of such Refinancing Notes, or in the event such Refinancing Notes are redeemed in full prior to such final scheduled maturity date, then on the day immediately following the date of such full redemption, but in any event beginning no later than November 1, 2019. If not previously exercised, the Put Option will expire on October 31, 2023.

The purchase price for the Put Option will be based on the greater of six times LTM EBITDA less previous payments and certain other adjustments, or the outstanding amount of NEC TOKIN's debt obligation to NEC as of the date the Put Option is exercised. The purchase price for the Put Option is reduced by the amount of NEC TOKIN's debt obligation to NEC which KEC will assume. The determination of the purchase price could be modified in the event there is a disagreement between NEC and KEC under the Stockholders' Agreement.

The Company has marked the option to fair value and in the quarter and six-month periods ended September 30, 2016 recognized a $1.6 million gain and a $10.4 million loss, respectively, which was included on the line item “Change in value of the NEC TOKIN option” in the Condensed Consolidated Statement of Operations. The line item “Other non-current obligations” on the Condensed Consolidated Balance Sheets includes $31.0 million and $20.6 million as of September 30, 2016 and March 31, 2016, respectively, related to the respective fair value of the Put Option.

KEC's total investment in NEC TOKIN including the net call derivative described above on February 1, 2013, the closing date of the acquisition, was $54.5 million which includes $50.0 million cash consideration plus approximately $4.5

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million in transaction expenses (fees for legal, accounting, due diligence, investment banking and various other services necessary to complete the transactions). The Company has made an allocation of the aggregate purchase price, which was based upon estimates that the Company believes are reasonable.

Summarized financial information for NEC TOKIN follows (amounts in thousands):

	September 30, 2016	March 31, 2016
Current assets	$ 249,818	$ 240,427
Non-current assets	258,333	260,614
Current liabilities	171,193	179,360
Non-current liabilities	368,011	335,500

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Sales	$ 126,589	$ 117,358	$ 247,099	$ 232,092
Gross profit	27,055	25,055	53,601	49,723
Net income (loss)	2,012	2,007	4,362	7,261

A reconciliation between NEC TOKIN's net income (loss) and KEC's equity investment income (loss) follows (amounts in thousands):

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
NEC TOKIN net income (loss)	$ 2,012	$ 2,007	4,362	7,261
KEC's economic interest %	34 %	34 %	34 %	34 %
Equity income (loss) from NEC TOKIN before adjustments	684	682	1,483	2,469
Adjustments:				
Amortization and depreciation	(581)	(488)	(1,125)	(624)
Inventory profit elimination	78	(32)	46	(98)
Equity income (loss) from NEC TOKIN	$ 181	$ 162	$ 404	$ 1,747

A reconciliation between NEC TOKIN's net assets and KEC's investment in NEC TOKIN follows (amounts in thousands):

	September 30, 2016	March 31, 2016
Investment in NEC TOKIN	$ 15,174	$ 20,334
Purchase price accounting basis adjustments:		
Property, plant and equipment (1)	3,565	3,365
Technology (1)	(10,413)	(10,134)
Long-term debt (1)	(1,684)	(1,975)
Goodwill	(8,377)	(7,555)
Indemnity asset for legal investigation	(8,500)	(8,500)
Inventory profit elimination (2)	326	371
Other	(650)	(604)
KEC's 34% economic interest in NEC TOKIN's net assets	$ (10,559)	$ (4,698)

(1) Amortized over the estimated lives.
(2) Adjusted each period for any activity.

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As of September 30, 2016, KEC's maximum loss exposure as a result of its investments in NEC TOKIN is limited to the aggregate of the carrying value of the investment, any accounts receivable balance due from NEC TOKIN and obligations in the Put Option.

Summarized transactions between KEC and NEC TOKIN are as follows (amounts in thousands):

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
KEC's sales to NEC TOKIN	$5,135	$4,474	$8,282	$9,330
NEC TOKIN's sales to KEMET	1,889	2,112	3,761	3,590

	September 30, 2016	March 31, 2016
Accounts receivable	$ 3,708	$ 5,220
Accounts payable	792	1,019
Management service agreement receivable (1)	649	748

(1) In accordance with the Stockholders' Agreement, KEC entered into a management services agreement with NEC TOKIN to provide services for which KEC is being reimbursed.

Beginning in March 2014, NEC TOKIN and certain of its subsidiaries received inquiries, requests for information and other communications from government authorities in China, the United States, the European Commission, Japan, South Korea Taiwan, Singapore and Brazil concerning alleged anti-competitive activities within the capacitor industry.

On September 2, 2015, the United States Department of Justice announced a plea agreement with NEC TOKIN in which NEC TOKIN agreed to plead guilty to a one-count felony charge of unreasonable restraint of interstate and foreign trade and commerce in violation of Section 1 of the Sherman Act, and to pay a criminal fine of $13.8 million. The plea agreement was approved by the United States District Court, Northern District of California, on January 21, 2016. The fine is payable over five years in six installments of $2.3 million each, plus accrued interest. The first payment was made in February 2016 and the next payment is due in February 2017.

On December 9, 2015, the Taiwan Fair Trade Commission ("TFTC") publicly announced that NEC TOKIN would be fined 1,218.2 million New Taiwan dollars ("NTD") (approximately U.S. $38.8 million) for violations of the Taiwan Fair Trade Act. Subsequently, the TFTC has reduced the fine to NTD609.1 million (approximately U.S. $19.4 million). In February 2016, NEC TOKIN commenced an administrative suit in Taiwan, challenging the validity of the amount of the fine.

On March 29, 2016, the Japan Fair Trade Commission published an order by which NEC TOKIN was fined ¥127.2 million (approximately U.S. $1.3 million) for violation of the Japanese Antimonopoly Act. Payment of the fine was made on October 31, 2016.

On July 26, 2016, Brazil's Administrative Council for Economic Defense approved a cease and desist agreement with NEC TOKIN in which NEC TOKIN made a financial contribution of Brazilian real 601 thousand (approximately U.S. $0.2 million) to Brazil's Fund for Defense of Diffuse Rights.

On May 2, 2016, NEC TOKIN reached a preliminary settlement, followed by definitive settlement agreements on July 15, 2016 which are subject to court approval, in two antitrust suits filed with the United States District Court, Northern District of California as In re: Capacitors Antitrust Litigation, No. 3:14-cv-03264-JD (the "Class Action

Suits”). Pursuant to the terms of the settlement agreements, in consideration of the release of NEC TOKIN and its subsidiaries (including NEC TOKIN America, Inc.) from claims asserted in the Class Action Suits, NEC TOKIN will pay an aggregate $37.3 million to a settlement class of direct purchasers of capacitors and a settlement class of indirect purchasers of capacitors. Each of the respective class payments is payable in five installments, the first of which became due on July 29, 2016, the next three of which are due each year thereafter on the anniversary of the initial payment, and the final payment is due by December 31, 2019. NEC TOKIN has paid the initial installment payments into the two plaintiff classes’ respective escrow accounts.

The remaining governmental investigations are continuing at various stages. As of September 30, 2016, NEC TOKIN’s accrual for antitrust and civil litigation claims totaled $72.7 million. This amount includes the best estimate of losses which may result from the ongoing antitrust investigations, civil litigation and claims. However, the actual outcomes could differ from what has been accrued.

Pursuant to the Stock Purchase Agreement, NEC is required to indemnify NEC TOKIN and/or KEC for any breaches by NEC TOKIN or NEC of certain representations, warranties and covenants in the Stock Purchase Agreement. NEC's aggregate liability for indemnification claims is limited to $25.0 million. Accordingly, KEMET, under equity method accounting, has established an indemnity asset in the amount of $8.5 million (based upon our 34% economic interest in NEC TOKIN). However, pursuant to the Stock Purchase Agreement, claims arising out of fraud or criminal conduct are not limited by the $25.0 million indemnification cap, and for such claims the claimant retains all remedies available in equity or at law.

Note 7. Segment and Geographic Information

The Company is organized into two business groups: Solid Capacitors and Film and Electrolytic. The business groups are responsible for their respective manufacturing sites as well as their respective research and development efforts. The Company does not allocate indirect Selling, general and administrative ("SG&A") or shared Research and development ("R&D") expenses to the business groups.

Solid Capacitors

Operating in nine manufacturing sites in the United States, Mexico and China, Solid Capacitors primarily produces tantalum, aluminum polymer, and ceramic capacitors which are sold globally. Solid Capacitors also produces tantalum powder used in the production of tantalum capacitors and has a product innovation center in the United States.

Film and Electrolytic

Operating in ten manufacturing sites throughout Europe, Asia, and the United States, Film and Electrolytic primarily produces film, paper, and electrolytic capacitors which are sold globally. Film and Electrolytic also manufactures etched foils utilized as a core component in the manufacture of electrolytic capacitors. In addition, this business group has product innovation centers in the United Kingdom, Italy, Germany and Sweden.

The following table reflects each business group's net sales, operating income (loss), depreciation and amortization expenses and sales by region for the quarters and six-month periods ended September 30, 2016 and 2015 (amounts in thousands):

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Net sales:				
Solid Capacitors	$142,641	$141,284	$284,585	$280,961
Film and Electrolytic	44,667	44,839	87,658	92,752
	$187,308	$186,123	$372,243	$373,713
Operating income (loss) (1) (2):				
Solid Capacitors	$35,410	$33,979	$70,489	$64,012
Film and Electrolytic	(7,096)	2,217	(8,563)	2,929
Corporate	(25,264)	(22,209)	(49,978)	(51,711)
	$3,050	$13,987	$11,948	$15,230
Depreciation and amortization expense:				
Solid Capacitors	$5,147	$5,178	$10,565	$10,934

Film and Electrolytic	2,836	2,928	5,551	5,870
Corporate	1,457	1,159	2,760	2,378
	$9,440	$9,265	$18,876	$19,182

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(1) Restructuring charges included in Operating income (loss) are as follows (amounts in thousands):

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Restructuring charges:				
Solid Capacitors	$558	$570	$694	$802
Film and Electrolytic	3,115	(749)	3,664	537
Corporate	325	202	328	508
	$3,998	$23	$4,686	$1,847

(2) Write down of long-lived assets included in Operating income (loss) are as follows (amounts in thousands):

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Write down of Long-lived Assets				
Solid Capacitors	$ 2,076	$ —	$ 2,076	$ —
Film and Electrolytic	4,117	—	4,117	—
Corporate	—	—	—	—
	$ 6,193	$ —	$ 6,193	$ —

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Sales by region:				
North and South America (“Americas”)	$56,781	$58,080	$111,882	$114,114
Europe, Middle East, Africa (“EMEA”)	60,047	59,458	120,533	121,015
Asia and Pacific Rim (“APAC”)	70,480	68,585	139,828	138,584
	$187,308	$186,123	$372,243	$373,713

Note 8. Defined Benefit Pension and Other Postretirement Benefit Plans

The Company sponsors six defined benefit pension plans in Europe, one plan in Singapore and two plans in Mexico. In addition, the Company sponsors a post-retirement plan in the United States. Costs recognized for benefit plans are recorded using estimated amounts which may change as actual costs for the fiscal year are determined.

The components of net periodic benefit (income) costs relating to the Company’s pension and other postretirement benefit plans are as follows for the quarters ended September 30, 2016 and 2015 (amounts in thousands):

	Pension Quarters Ended September 30,		Post-retirement Benefit Plan Quarters Ended September 30,	
	2016	2015	2016	2015
Net service cost	$347	$404	$ —	$ —
Interest cost	358	338	4	6
Expected return on net assets	(94)	(105)	—	—
Amortization:				

Actuarial (gain) loss	115	197	(43)	(39)
Prior service cost	21	15	—	—
Total net periodic benefit (income) costs	$ 747	$ 849	$ (39)	$ (33)

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The components of net periodic benefit (income) costs relating to the Company’s pension and other postretirement benefit plans are as follows for the six-month periods ended September 30, 2016 and 2015 (amounts in thousands):

	Pension		Post-retirement Benefit Plan	
	Six-Month Periods Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Net service cost	$693	$1,121	$ —	$ —
Interest cost	717	675	8	12
Expected return on net assets	(188)	(210)	—	—
Amortization:				
Actuarial (gain) loss	230	394	(85)	(79)
Prior service cost	42	29	—	—
Total net periodic benefit (income) costs	$1,494	$2,009	$ (77)	$ (67)

In fiscal year 2017, the Company expects to contribute up to $1.7 million to the pension plans, $0.5 million of which has been contributed as of September 30, 2016. For the postretirement benefit plan, the Company’s policy is to pay benefits as costs are incurred.

Note 9. Stock-based Compensation

As of September 30, 2016, the 2014 Amendment and Restatement of the KEMET Corporation 2011 Omnibus Equity Incentive Plan (the “2011 Incentive Plan”), approved by the Company’s stockholders in 2014, is the only plan the Company has to issue equity based awards to executives and key employees. Upon adoption of the 2011 Incentive Plan, no further awards were permitted to be granted under the Company’s prior plans, including the 1992 Key Employee Stock Option Plan, the 1995 Executive Stock Option Plan, and the 2004 Long-Term Equity Incentive Plan (collectively, the “Prior Plans”).

The 2011 Incentive Plan authorized the grant of up to 7.4 million shares of the Company’s Common Stock, comprised of 6.6 million shares under the 2011 Incentive Plan and 0.8 million shares remaining from the Prior Plans and authorizes the Company to provide equity-based compensation in the form of:

- stock options, including incentive stock options, entitling the optionee to favorable tax treatment under Section 422 of the Code;
- stock appreciation rights;
- restricted stock and restricted stock units (“RSUs”);
- other share-based awards; and,
- performance awards.

Options issued under these plans vest within one to three years and expire ten years from the grant date. The Company grants RSUs to members of the Board of Directors, the Chief Executive Officer and key management. Once vested and settled, RSUs are converted into restricted stock. For members of the Board of Directors and senior personnel, such restricted stock cannot be sold until 90 days after termination of service with the Company, or until the individual achieves the targeted ownership under the Company’s stock ownership guidelines, and only to the extent that such ownership level exceeds the target. Compensation expense is recognized over the respective vesting periods.

Historically, the Board of Directors of the Company has approved annual Long Term Incentive Plans (“LTIP”) which cover two year periods and are primarily based upon the achievement of an Adjusted EBITDA range for the two-year period. At the time of the award, the individual plans entitle the participants to receive cash or RSUs, or a combination of both as determined by the Company’s Board of Directors. The 2013/2014 LTIP, 2014/2015 LTIP, 2015/2016 LTIP, 2016/2017 LTIP, and 2017/2018 LTIP also awarded RSUs which vest over the course of three years from the anniversary of the establishment of the plan and are not subject to a performance metric. The Company assesses the likelihood of meeting the Adjusted EBITDA financial metric on a quarterly basis and adjusts compensation expense to match expectations. Any related liability is reflected in the line item “Accrued expenses” on the Condensed Consolidated Balance Sheets and any restricted stock unit commitment is reflected in the line item “Additional paid-in capital” on the Condensed Consolidated Balance Sheets.

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On May 18, 2016, the Company granted RSUs under the 2017/2018 LTIP with a grant date fair value of $2.46 that vests as follows (amounts in thousands):

	Shares
May 18, 2017	202
May 18, 2018	202
May 18, 2019	209
Total shares granted	613

The following is the vesting schedule of RSUs under each respective LTIP, which vested during the six-month period ended September 30, 2016 (shares in thousands):

	2016/2017	2015/2016	2014/2015
Time-based award vested	187	111	130
Performance-based award vested	—	103	73

Restricted stock activity, excluding the LTIP activity discussed above, for the six-month period ended September 30, 2016 is as follows (amounts in thousands except fair value):

	Shares	Weighted-average Fair Value on Grant Date
Non-vested restricted stock at March 31, 2016	1,430	$ 3.51
Granted	70	3.00
Vested	(103)	2.22
Forfeited	(13)	3.21
Non-vested restricted stock at September 30, 2016	1,384	$ 3.59

The compensation expense associated with stock-based compensation for the quarters ended September 30, 2016 and 2015 is recorded on the Condensed Consolidated Statements of Operations as follows (amounts in thousands):

	Quarter Ended September 30, 2016			Quarter Ended September 30, 2015		
	Stock Options	Restricted Stock	LTIPs	Stock Options	Restricted Stock	LTIPs
Cost of sales	$7	$ 98	$ 196	$28	$ 163	$ 268
Selling, general and administrative expenses	7	343	404	26	350	433
Research and development	—	6	43	1	5	54
Total	$14	$ 447	$ 643	$55	$ 518	$ 755

The compensation expense associated with stock-based compensation for the six-month periods ended September 30, 2016 and 2015 is recorded on the Condensed Consolidated Statements of Operations as follows (amounts in thousands):

	Six-Month Period Ended September 30, 2016			Six-Month Period Ended September 30, 2015		
	Stock Options	Restricted Stock	LTIPs	Stock Options	Restricted Stock	LTIPs
Cost of sales	$18	$ 288	$379	$61	$ 315	$496
Selling, general and administrative expenses	17	690	831	68	693	891

Research and development	1	11	97	3	11	69
Total	$36	$ 989	$1,307	$132	$ 1,019	$1,456

In the “Operating activities” section of the Condensed Consolidated Statements of Cash Flows, stock-based compensation expense was treated as an adjustment to Net income (loss) for the quarters and six-month periods ended

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September 30, 2016, and 2015. No stock options were exercised in the six-month periods ended September 30, 2016 and September 30, 2015.

Note 10. Income Taxes

During the quarter ended September 30, 2016, the Company recognized $0.8 million of income tax expense related to foreign operations. During the six-month period ended September 30, 2016, the Company recognized $2.6 million of income tax expense related to foreign operations.

During the quarter ended September 30, 2015, the Company recognized $1.4 million of income tax expense, comprised of $1.3 million from foreign operations and $0.1 million from state income tax expense. During the six-month period ended September 30, 2015, the Company recognized $1.2 million of income tax expense, comprised of $1.6 million from foreign operations, $0.6 million of income tax benefit due to the reduction in the U.S. valuation allowance associated with the acquisition of IntelliData, Inc. (“IntelliData”), and $0.2 million of state income tax expense.

There was no U.S. federal income tax benefit from net operating losses for the quarter and six-month periods ended September 30, 2016 and 2015 due to a valuation allowance recorded on deferred tax assets.

Note 11. Basic and Diluted Net Income (Loss) Per Common Share

The following table presents basic earnings per share (“EPS”) and diluted EPS (amounts in thousands, except per share data):

	Quarters Ended September 30,		Six-Month Periods Ended September 30,	
	2016	2015	2016	2015
Numerator:				
Net income (loss)	$(4,998)	$7,194	$(17,203)	$(29,856)
Denominator:				
Weighted-average shares outstanding:				
Basic	46,590	45,767	46,471	45,660
Assumed conversion of employee stock grants	—	217	—	—
Assumed conversion of warrants	—	4,020	—	—
Diluted	46,590	50,004	46,471	45,660
Net income (loss) per basic share	$(0.11)	$0.16	$(0.37)	$(0.65)
Net income (loss) per diluted share	$(0.11)	$0.14	$(0.37)	$(0.65)

Common stock equivalents that could potentially dilute net income (loss) per basic share in the future, but were not included in the computation of diluted earnings per share because the impact would have been anti-dilutive, are as follows (amounts in thousands):

Quarters Ended September 30,		Six-Month Periods Ended September 30,	
2016	2015	2016	2015

Assumed conversion of employee stock grants	2,596	3,942	2,322	3,507
Assumed conversion of warrants	5,771	—	5,380	5,305

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Note 12: Derivatives

In fiscal year 2015, the Company began using certain derivative instruments (i.e., foreign exchange contracts) to reduce exposure to the volatility of foreign currencies impacting revenues and the costs of its products.

Certain operating expenses at the Company's Mexican facilities are paid in Mexican pesos. In order to hedge a portion of these forecasted cash flows, the Company purchases foreign exchange contracts, with terms generally less than twelve months, to buy Mexican pesos for periods and amounts consistent with underlying cash flow exposures. These contracts are designated as cash flow hedges at inception and monitored for effectiveness on a routine basis. There were $34.4 million in peso contracts (notional value) outstanding at September 30, 2016.

The Company formally documents all relationships between hedging instruments and hedged items, as well as risk management objectives and strategies for undertaking various hedge transactions.

The Company records and presents the fair values of all of its derivative assets and liabilities in the Consolidated Balance Sheets on a net basis, since they are subject to master netting agreements. As of September 30, 2016, no netting took place, as all contracts were in the liability position.

The balance sheet classifications and fair value of derivative instruments as of September 30, 2016 are as follows (amounts in thousands):

	Fair Value of Derivative Instruments (1)
Prepaid and other current assets	$ —
Accrued expenses	2,073

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(1) Fair Value measured using Level 2 inputs by adjusting the market spot rate by forward points, based on the date of the contract. The spot rates and forward points used are based on an average rate from an actively traded market.

The impact on the Consolidated Statement of Operations for the quarter and six month period ended September 30, 2016 are as follows (amounts in thousands):

Impact of Foreign Exchange Contracts on Condensed Consolidated Statement of Operations

Statement Caption	Quarter Ended September 30, 2016	Six-Month Period Ended September 30, 2016
Net Sales	$ —	$ —
Operating costs and expenses:		
Cost of sales	(1,140)	(2,893)
Total operating costs and expenses	(1,140)	(2,893)
Operating income (loss)	$ (1,140)	$ (2,893)

Unrealized gains and losses associated with the change in value of these financial instruments are recorded in AOCI. Changes in the derivatives' fair values are deferred and recorded as a component of AOCI until the underlying transaction is settled and recorded to the income statement. When the hedged item affects income, gains or losses are reclassified from AOCI to the Consolidated Statement of Operations as Cost of sales for foreign exchange contracts to purchase such foreign currency. Any ineffectiveness, if material, in the Company's hedging relationships is recognized immediately as a loss, within the same income statement accounts as described above; to date, there has been no ineffectiveness. Changes in derivative balances impact the line items "Prepaid and other assets" and "Accrued Expenses" on the Consolidated Balance Sheets and Statements of Cash Flows.

Note 13. Concentrations of Risks

The Company sells to customers globally and, as the Company generally does not require collateral from its customers, on a monthly basis the Company evaluates customer account balances in order to assess the Company's financial risks of collection. One customer, TTI, Inc., an electronics distributor, accounted for over 10% of the Company's net sales in the quarters and six-month periods ended September 30, 2016 and 2015. There were no accounts receivable balances from any customer exceeding 10% of gross accounts receivable as of September 30, 2016 and March 31, 2016.

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Electronics distributors are an important distribution channel in the electronics industry and accounted for 46% and 42% of the Company's net sales in the six-month periods ended September 30, 2016 and 2015, respectively. As a result of the Company's concentration of sales to electronics distributors, the Company may experience fluctuations in the Company's operating results as electronics distributors experience fluctuations in end-market demand and/or adjust their inventory stocking levels.

Note 14. Condensed Consolidating Financial Statements

The 10.5% Senior Notes are fully and unconditionally guaranteed, jointly and severally, on a senior basis by certain of the Company's 100% owned domestic subsidiaries ("Guarantor Subsidiaries") and secured by a first priority lien on 51% of the capital stock of certain of our foreign restricted subsidiaries ("Non-Guarantor Subsidiaries"). The Company's Guarantor Subsidiaries and Non-Guarantor Subsidiaries are not consistent with the Company's business groups or geographic operations; accordingly, this basis of presentation is not intended to present the Company's financial condition, results of operations or cash flows for any purpose other than to comply with the specific requirements for subsidiary guarantor reporting. The Company is required to present condensed consolidating financial information in order for the subsidiary guarantors of the Company's public debt to be exempt from reporting under the Securities Exchange Act of 1934, as amended.

Condensed consolidating financial statements for the Company's Guarantor Subsidiaries and Non-Guarantor Subsidiaries are presented in the following tables (amounts in thousands):

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Condensed Consolidating Balance Sheet
September 30, 2016
(Unaudited)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$623	$48,399	$ 25,731	$ —	$ 74,753
Accounts receivable, net	—	32,116	55,973	—	88,089
Intercompany receivable	31,782	164,695	153,766	(350,243)	—
Inventories, net	—	107,191	57,786	—	164,977
Prepaid expenses and other	3,325	18,219	12,410	(2,964)	30,990
Total current assets	35,730	370,620	305,666	(353,207)	358,809
Property and equipment, net	514	82,229	138,747	—	221,490
Goodwill	—	40,294	—	—	40,294
Intangible assets, net	—	25,357	5,636	—	30,993
Investment in NEC TOKIN	—	15,174	—	—	15,174
Investments in subsidiaries	373,172	427,702	93,359	(894,233)	—
Deferred income taxes	—	755	6,994	—	7,749
Other assets	27	1,643	796	—	2,466
Long-term intercompany receivable	66,172	40,612	1,089	(107,873)	—
Total assets	$475,615	$1,004,386	$ 552,287	$ (1,355,313)	$ 676,975
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Accounts payable	29	33,084	30,942	—	64,055
Intercompany payable	23,243	272,187	54,813	(350,243)	—
Accrued expenses	17,246	19,107	21,662	—	58,015
Income taxes payable	—	2,996	261	(2,964)	293
Total current liabilities	40,518	327,374	107,678	(353,207)	122,363
Long-term debt, less current portion	352,217	19,881	14,000	—	386,098
Other non-current obligations	—	35,112	47,528	—	82,640
Deferred income taxes	—	2,242	752	—	2,994
Long-term intercompany payable	—	66,172	41,701	(107,873)	—
Stockholders' equity	82,880	553,605	340,628	(894,233)	82,880
Total liabilities and stockholders' equity	$475,615	$1,004,386	$ 552,287	$ (1,355,313)	$ 676,975

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Condensed Consolidating Balance Sheet (1)
March 31, 2016
(Unaudited)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$640	$ 36,209	$ 28,155	$ —	$ 65,004
Accounts receivable, net	—	41,025	52,143	—	93,168
Intercompany receivable	30,210	132,523	170,224	(332,957)	—
Inventories, net	—	113,289	55,590	—	168,879
Prepaid expenses and other	3,325	12,161	12,974	(2,964)	25,496
Total current assets	34,175	335,207	319,086	(335,921)	352,547
Property and equipment, net	255	93,936	147,648	—	241,839
Goodwill	—	40,294	—	—	40,294
Intangible assets, net	—	27,252	6,049	—	33,301
Investment in NEC TOKIN	—	20,334	—	—	20,334
Investments in subsidiaries	382,108	429,723	93,359	(905,190)	—
Deferred income taxes	—	800	7,597	—	8,397
Other assets	—	2,452	616	—	3,068
Long-term intercompany receivable	67,500	41,428	1,088	(110,016)	—
Total assets	$484,038	$ 991,426	$ 575,443	$ (1,351,127)	$ 699,780
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Current portion of long-term debt	$2,000	$ —	$ —	$ —	$ 2,000
Accounts payable	20	34,618	36,343	—	70,981
Intercompany payable	280	275,498	57,179	(332,957)	—
Accrued expenses	17,305	11,807	21,208	—	50,320
Income taxes payable	—	2,983	434	(2,964)	453
Total current liabilities	19,605	324,906	115,164	(335,921)	123,754
Long-term debt, less current portion	351,952	19,881	14,000	—	385,833
Other non-current obligations	—	25,797	49,095	—	74,892
Deferred income taxes	—	2,242	578	—	2,820
Long-term intercompany payable	—	67,500	42,516	(110,016)	—
Stockholders' equity	112,481	551,100	354,090	(905,190)	112,481
Total liabilities and stockholders' equity	$484,038	$ 991,426	$ 575,443	$ (1,351,127)	$ 699,780

(1) Derived from audited financial statements.

Condensed Consolidating Statement of Operations
For the Quarter Ended September 30, 2016
(Unaudited)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Net sales	$—	$ 217,526	$ 169,343	$ (199,561)	$ 187,308
Operating costs and expenses:					
Cost of sales	489	169,559	157,295	(186,448)	140,895
Selling, general and administrative expenses	9,631	18,717	10,738	(13,114)	25,972
Research and development	91	4,499	2,526	—	7,116
Restructuring charges	—	3,452	546	—	3,998
Write down of long-lived assets	—	6,193	—	—	6,193
Net (gain) loss on sales and disposals of assets	(285)	634	(265)	—	84
Total operating costs and expenses	9,926	203,054	170,840	(199,562)	184,258
Operating income (loss)	(9,926)	14,472	(1,497)	1	3,050
Non-operating (income) expense:					
Interest income	—	—	(6)	—	(6)
Interest expense	9,396	379	135	—	9,910
Change in value of NEC TOKIN option	—	(1,600)	—	—	(1,600)
Other (income) expense, net	(8,843)	8,469	(531)	—	(905)
Equity in earnings of subsidiaries	(5,481)	—	—	5,481	—
Income (loss) from continuing operations before income taxes and equity income (loss) from NEC TOKIN	(4,998)	7,224	(1,095)	(5,480)	(4,349)
Income tax expense (benefit)	—	19	811	—	830
Income (loss) from continuing operations before equity income (loss) from NEC TOKIN	(4,998)	7,205	(1,906)	(5,480)	(5,179)
Equity income (loss) from NEC TOKIN	—	181	—	—	181
Net income (loss)	$(4,998)	$ 7,386	$ (1,906)	$ (5,480)	$ (4,998)

Condensed Consolidating Statements of Comprehensive Income (Loss)
Quarter Ended September 30, 2016
(Unaudited)

Comprehensive income (loss)	$(4,648)	$6,190	$(2,648)	$(5,480)	$(6,586)

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Condensed Consolidating Statement of Operations
For the Quarter Ended September 30, 2015
(Unaudited)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Net sales	$—	$ 222,770	$ 175,473	$ (212,120)	$ 186,123
Operating costs and expenses:					
Cost of sales	521	173,470	167,722	(198,396)	143,317
Selling, general and administrative expenses	8,906	16,511	11,255	(13,724)	22,948
Research and development	66	4,218	1,868	—	6,152
Restructuring charges	—	941	(918)	—	23
Net (gain) loss on sales and disposals of assets	(7)	(400)	103	—	(304)
Total operating costs and expenses	9,486	194,740	180,030	(212,120)	172,136
Operating income (loss)	(9,486)	28,030	(4,557)	—	13,987
Non-operating (income) expense:					
Interest income	—	—	(3)	—	(3)
Interest expense	9,465	265	81	—	9,811
Change in value of NEC TOKIN option	—	(2,200)	—	—	(2,200)
Other (income) expense, net	(8,466)	9,265	(2,890)	—	(2,091)
Equity in earnings of subsidiaries	(17,679)	—	—	17,679	—
Income (loss) from continuing operations before income taxes and equity income (loss) from NEC TOKIN	7,194	20,700	(1,745)	(17,679)	8,470
Income tax expense (benefit)	—	123	1,315	—	1,438
Income (loss) from continuing operations before equity income (loss) from NEC TOKIN	7,194	20,577	(3,060)	(17,679)	7,032
Equity income (loss) from NEC TOKIN	—	162	—	—	162
Net income (loss)	$7,194	$ 20,739	$ (3,060)	$ (17,679)	$ 7,194

Condensed Consolidating Statements of Comprehensive Income (Loss)
For the Quarter Ended September 30, 2015
(Unaudited)

Comprehensive income (loss)	$7,277	$16,222	$(7,330)	$(17,679)	$(1,510)

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Condensed Consolidating Statement of Operation
For the Six-Month Period Ended September 30, 2016
(Unaudited)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Net sales	$—	$ 431,039	$ 339,893	$ (398,689)	$ 372,243
Operating costs and expenses:					
Cost of sales	766	336,662	318,525	(372,646)	283,307
Selling, general and administrative expenses	19,776	36,206	21,948	(26,044)	51,886
Research and development	156	8,873	5,019	—	14,048
Restructuring charges	—	3,591	1,095	—	4,686
Write down of long-lived assets	—	6,193	—	—	6,193
Net (gain) loss on sales and disposals of assets	(285)	1,023	(563)	—	175
Total operating costs and expenses	20,413	392,548	346,024	(398,690)	360,295
Operating income (loss)	(20,413)	38,491	(6,131)	1	11,948
Non-operating (income) expense:					
Interest income	—	3	(12)	—	(9)
Interest expense	18,819	778	236	—	19,833
Change in value of NEC TOKIN option	—	10,400	—	—	10,400
Other (income) expense, net	(18,193)	17,885	(2,991)	—	(3,299)
Equity in earnings of subsidiaries	(3,836)	—	—	3,836	—
Income (loss) from continuing operations before income taxes and equity income (loss) from NEC TOKIN	(17,203)	9,425	(3,364)	(3,835)	(14,977)
Income tax expense (benefit)	—	57	2,573	—	2,630
Income (loss) from continuing operations before equity income (loss) from NEC TOKIN	(17,203)	9,368	(5,937)	(3,835)	(17,607)
Equity income (loss) from NEC TOKIN	—	404	—	—	404
Net income (loss)	$(17,203)	$ 9,772	$ (5,937)	$ (3,835)	$ (17,203)

Condensed Consolidating Statements of Comprehensive Income (Loss)
For the Six-Month Period Ended September 30, 2016
(Unaudited)

Comprehensive income (loss)	$(18,531)	$2,503	$(11,442)	$(3,835)	$(31,305)

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Condensed Consolidating Statement of Operations
For the Six-Month Period Ended September 30, 2015
(Unaudited)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Net sales	$ —	$ 444,540	$ 357,073	$ (427,900)	$ 373,713
Operating costs and expenses:					
Cost of sales	699	354,984	333,952	(398,441)	291,194
Selling, general and administrative expenses	18,722	39,990	24,125	(29,459)	53,378
Research and development	(53)	8,602	3,877	—	12,426
Restructuring charges	—	1,456	391	—	1,847
Net (gain) loss on sales and disposals of assets	(7)	(753)	398	—	(362)
Total operating costs and expenses	19,361	404,279	362,743	(427,900)	358,483