

HURCO COMPANIES INC  
Form 10-Q  
June 06, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended April 30, 2014 or  
 Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File No. 0-9143

**HURCO COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**

(State or other jurisdiction of  
incorporation or organization)

**35-1150732**

(I.R.S. Employer Identification Number)

**One Technology Way**

**Indianapolis, Indiana**

(Address of principal executive offices) (Zip code)

**46268**

Registrant's telephone number, including area code **(317) 293-5309**

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to the filing requirements for the past 90 days:

Yes  No

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  No

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the Registrant's common stock outstanding as of June 2, 2014 was 6,504,880.

**HURCO COMPANIES, INC.**

April 2014 Form 10-Q Quarterly Report

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**PART I - FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS****HURCO COMPANIES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(In thousands, except per share data)

|  | Three Months Ended<br>April 30 |           | Six Months Ended<br>April 30 |           |
|--|--------------------------------|-----------|------------------------------|-----------|
|  | 2014                           | 2013      | 2014                         | 2013      |
|  | (Unaudited)                    |           | (Unaudited)                  |           |
| Sales and service fees                       | \$ 53,731                      | \$ 49,619 | \$ 104,701                   | \$ 93,704 |
| Cost of sales and service                    | 37,102                         | 34,336    | 74,153                       | 65,505    |
| Gross profit                                 | 16,629                         | 15,283    | 30,548                       | 28,199    |
| Selling, general and administrative expenses | 11,206                         | 10,679    | 21,806                       | 19,599    |
| Operating income                             | 5,423                          | 4,604     | 8,742                        | 8,600     |
| Interest expense                             | 54                             | 55        | 131                          | 120       |
| Interest income                              | 16                             | 31        | 32                           | 47        |
| Investment income                            | 5                              | 4         | 36                           | 15        |
| Other expense, net                           | 269                            | 72        | 285                          | 331       |
| Income before taxes                          | 5,121                          | 4,512     | 8,394                        | 8,211     |
| Provision for income taxes                   | 1,585                          | 1,329     | 2,489                        | 2,774     |
| Net income                                   | \$ 3,536                       | \$ 3,183  | \$ 5,905                     | \$ 5,437  |
| Income per common share                      |                                |           |                              |           |
| Basic  | \$ 0.54                        | \$ 0.49   | \$ 0.90                      | \$ 0.83   |
| Diluted                                      | \$ 0.54                        | \$ 0.48   | \$ 0.90                      | \$ 0.83   |

Weighted average common shares outstanding

|                          |         |       |        |       |
|--------------------------|---------|-------|--------|-------|
| Basic                    | 6,498   | 6,452 | 6,487  | 6,449 |
| Diluted                  | 6,531   | 6,496 | 6,520  | 6,489 |
| Dividends paid per share | \$ 0.07 | \$ —  | \$0.12 | \$—   |

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

**HURCO COMPANIES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In thousands)

|  | Three Months Ended<br>April 30 |          | Six Months Ended<br>April 30 |                     |
|--|--------------------------------|----------|------------------------------|---------------------|
|  | 2014<br>(Unaudited)            | 2013     | 2014<br>(Unaudited)          | 2013<br>(Unaudited) |
| Net income   | \$ 3,536                       | \$ 3,183 | \$ 5,905                     | \$ 5,437            |
| Other comprehensive income (loss):   |                                |          |                              |                     |
| Translation of foreign currency financial statements   | 1,227                          | (954 )   | 514                          | (94 )               |
| (Gain) / loss on derivative instruments reclassified into operations, net of tax \$117, \$(251), \$264 and \$(597), respectively | 225                            | (442 )   | 481                          | (1,049 )            |
| Gain / (loss) on derivative instruments, net of tax \$(412), \$410, \$(666) and \$(150), respectively                            | (770 )                         | 721      | (1,211 )                     | (263 )              |
| Total other comprehensive income (loss)  | 682                            | (675 )   | (216 )                       | (1,406 )            |
| Comprehensive income   | \$ 4,218                       | \$ 2,508 | \$ 5,689                     | \$ 4,031            |

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

**HURCO COMPANIES, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands, except share and per-share data)

|   | April 30<br>2014<br>(Unaudited) | October<br>31<br>2013<br>(Audited) |
|---|---------------------------------|------------------------------------|
| <b>ASSETS</b>   |                                 |                                    |
| Current assets:   |                                 |                                    |
| Cash and cash equivalents                                 | \$ 46,674                       | \$42,804                           |
| Accounts receivable, net                                  | 37,739                          | 36,139                             |
| Refundable taxes  | 3                               | 6                                  |
| Inventories, net  | 95,599                          | 95,260                             |
| Deferred income taxes                                     | 2,594                           | 2,080                              |
| Derivative assets   | 53                              | 699                                |
| Other   | 9,176                           | 8,014                              |
| Total current assets                                      | 191,838                         | 185,002                            |
| Non-current assets:                                       |                                 |                                    |
| Property and equipment:                                   |                                 |                                    |
| Land  | 782                             | 782                                |
| Building  | 7,314                           | 7,326                              |
| Machinery and equipment                                   | 19,419                          | 19,059                             |
| Leasehold improvements                                    | 3,577                           | 3,634                              |
|   | 31,092                          | 30,801                             |
| Less accumulated depreciation and amortization            | (19,045 )                       | (18,502 )                          |
|   | 12,047                          | 12,299                             |
| Software development costs, less accumulated amortization | 3,638                           | 3,714                              |
| Goodwill  | 2,861                           | 2,807                              |
| Intangible assets, net                                    | 1,958                           | 2,155                              |
| Investments and other assets, net                         | 5,586                           | 5,258                              |
|   | \$ 217,928                      | \$211,235                          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>               |                                 |                                    |
| Current liabilities:                                      |                                 |                                    |
| Accounts payable  | \$ 36,964                       | \$35,527                           |
| Accrued expenses and other                                | 12,889                          | 13,504                             |
| Accrued warranty expenses                                 | 1,775                           | 1,778                              |
| Derivative liabilities                                    | 1,737                           | 1,212                              |
| Short-term debt   | 3,195                           | 3,665                              |
| Total current liabilities                                 | 56,560                          | 55,686                             |
| Non-current liabilities:                                  |                                 |                                    |



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|  |            |            |
|--|------------|------------|
| Deferred income taxes  | 747        | 743        |
| Accrued tax liability  | 1,167      | 1,103      |
| Deferred credits and other   | 2,362      | 2,212      |
| Total liabilities  | 60,836     | 59,744     |
| Shareholders' equity:  |            |            |
| Preferred stock: no par value per share, 1,000,000 shares authorized, no shares issued   | —          | —          |
| Common stock: no par value, \$.10 stated value per share, 12,500,000 shares authorized, 6,585,918 and 6,533,510 shares issued; and 6,504,880 and 6,465,054 shares outstanding, as of April 30, 2014 and October 31, 2013, respectively | 651        | 647        |
| Additional paid-in capital   | 55,386     | 54,698     |
| Retained earnings  | 103,255    | 98,130     |
| Accumulated other comprehensive loss   | (2,200 )   | (1,984 )   |
| Total shareholders' equity   | 157,092    | 151,491    |
|  | \$ 217,928 | \$ 211,235 |

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

**HURCO COMPANIES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

|  | Three Months<br>Ended<br>April 30 |          | Six Months Ended<br>April 30 |          |
|--|-----------------------------------|----------|------------------------------|----------|
|  | 2014                              | 2013     | 2014                         | 2013     |
|  | (Unaudited)                       |          | (Unaudited)                  |          |
| Cash flows from operating activities:  |                                   |          |                              |          |
| Net income   | \$3,536                           | \$3,183  | \$5,905                      | \$5,437  |
| Adjustments to reconcile net income to net cash provided by (used for) operating activities: |                                   |          |                              |          |
| Provision for doubtful accounts  | 31                                | (15 )    | (51 )                        | (58 )    |
| Deferred income taxes  | 11                                | (269 )   | 14                           | (585 )   |
| Equity in income of affiliates   | (81 )                             | (58 )    | (165 )                       | (114 )   |
| Depreciation and amortization  | 816                               | 798      | 1,551                        | 1,715    |
| Foreign currency (gain) loss   | (2,102 )                          | 1,673    | (1,367 )                     | (224 )   |
| Unrealized (gain) loss on derivatives  | 391                               | (752 )   | 528                          | 187      |
| Stock-based compensation   | 146                               | 255      | 392                          | 503      |
| Change in assets and liabilities:  |                                   |          |                              |          |
| (Increase) decrease in accounts receivable and refundable taxes                              | (2,652 )                          | (1,090 ) | (1,156 )                     | 3,057    |
| (Increase) decrease in inventories   | (689 )                            | (169 )   | (23 )                        | 259      |
| Increase (decrease) in accounts payable  | (2,527 )                          | 3,292    | 1,668                        | 3,325    |
| Increase (decrease) in accrued expenses  | 1,113                             | (1,519 ) | (556 )                       | (4,367 ) |
| Net change in derivative assets and liabilities  | 221                               | (378 )   | 631                          | (611 )   |
| Other  | 1,071                             | (217 )   | (1,310 )                     | 299      |
| Net cash provided by (used for) operating activities   | (715 )                            | 4,734    | 6,061                        | 8,823    |
| Cash flows from investing activities:  |                                   |          |                              |          |
| Purchase of property and equipment   | (615 )                            | (241 )   | (951 )                       | (772 )   |
| Software development costs   | (240 )                            | (212 )   | (423 )                       | (517 )   |
| Other investments  | (9 )                              | (10 )    | (215 )                       | (40 )    |
| Proceeds from sale of equipment  | —                                 | —        | 126                          | —        |
| Net cash provided by (used for) investing activities   | (864 )                            | (463 )   | (1,463 )                     | (1,329 ) |
| Cash flows from financing activities:  |                                   |          |                              |          |
| Dividends paid   | (456 )                            | —        | (780 )                       | —        |
| Proceeds from exercise of stock options  | 298                               | —        | 298                          | —        |
| Restricted shares vested   | 1                                 | 1        | 2                            | 1        |
| Borrowings (repayment) on short-term debt  | (3 )                              | —        | (386 )                       | —        |
| Net cash provided by (used for) financing activities   | (160 )                            | 1        | (866 )                       | 1        |
| Effect of exchange rate changes on cash  | 420                               | (103 )   | 138                          | 12       |

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|  |          |          |          |          |
|--|----------|----------|----------|----------|
| Net increase (decrease) in cash and cash equivalents | (1,319 ) | 4,169    | 3,870    | 7,507    |
| Cash and cash equivalents at beginning of period     | 47,993   | 39,108   | 42,804   | 35,770   |
| Cash and cash equivalents at end of period           | \$46,674 | \$43,277 | \$46,674 | \$43,277 |

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

**HURCO COMPANIES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY****For the six months ended April 30, 2014 and 2013**

(Unaudited)

| (In thousands, except<br>shares outstanding) | Common stock          |        | Additional         | Retained   | Accumulated<br>other<br>comprehensive<br>income<br>(loss) | Total        |
|--|-----------------------|--------|--------------------|------------|---|--------------|
|  | Shares<br>Outstanding | Amount | paid-in<br>capital | earnings   |   |              |
| Balances, October 31, 2012                   | 6,447,210             | \$ 645 | \$ 53,415          | \$ 90,586  | \$ (853   | ) \$ 143,793 |
| Net income                                   | —                     | —      | —                  | 5,437      | —   | 5,437        |
| Other comprehensive loss                     | —                     | —      | —                  | —          | (1,406  | ) (1,406 )   |
| Stock-based compensation expense             | 6,475                 | 1      | 502                | —          | —   | 503          |
| Balances, April 30, 2013 (Unaudited)         | 6,453,685             | \$ 646 | \$ 53,917          | \$ 96,023  | \$ (2,259   | ) \$ 148,327 |
| Balances, October 31, 2013                   | 6,465,054             | \$ 647 | \$ 54,698          | \$ 98,130  | \$ (1,984   | ) \$ 151,491 |
| Net income                                   | —                     | —      | —                  | 5,905      | —   | 5,905        |
| Other comprehensive loss                     | —                     | —      | —                  | —          | (216  | ) (216 )     |
| Stock-based compensation expense             | 23,520                | 2      | 390                | —          | —   | 392          |
| Exercise of common stock options             | 16,306                | 2      | 298                | —          | —   | 300          |
| Dividends paid                               | —                     | —      | —                  | (780       | )   | (780 )       |
| Balances, April 30, 2014 (Unaudited)         | 6,504,880             | \$ 651 | \$ 55,386          | \$ 103,255 | \$ (2,200   | ) \$ 157,092 |

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

1. GENERAL

The unaudited Condensed Consolidated Financial Statements include the accounts of Hurco Companies, Inc. and its consolidated subsidiaries. As used in this report, unless the context indicates otherwise, the terms “we”, “us”, “our” and similar language refer to Hurco Companies, Inc. and its consolidated subsidiaries as a whole.

We design and produce computerized machine tools, interactive computer control systems, machine tool components, and software for sale through our distribution network to the worldwide metal cutting market. We also provide software options, computer control upgrades, accessories and replacement parts for our products, as well as customer service and training support.

The condensed financial information as of April 30, 2014 and for the three and six months ended April 30, 2014 and April 30, 2013 is unaudited. However, in our opinion, the interim data includes all adjustments, consisting only of normal recurring adjustments, necessary to present fairly our consolidated financial position, results of operations, changes in shareholders' equity and cash flows at the end of the interim periods. We suggest that you read these condensed consolidated financial statements in conjunction with the financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended October 31, 2013.

2. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

We are exposed to certain market risks relating to our ongoing business operations, including foreign currency risk, interest rate risk and credit risk. We manage our exposure to these and other market risks through regular operating and financing activities. Currently, the only risk that we manage through the use of derivative instruments is foreign currency risk for which we enter into derivative instruments in the form of foreign currency forward exchange contracts with a major financial institution.

These forward exchange contracts are entered into to reduce the potential effects of foreign exchange rate movements on our net equity investment in one of our foreign subsidiaries, to reduce the impact on gross profit and net earnings from sales and purchases denominated in foreign currencies, and to reduce the impact on our net earnings of foreign currency fluctuations on receivables and payables denominated in foreign currencies which are different than the subsidiaries functional currency. We are primarily exposed to foreign currency exchange rate risk with respect to transactions and net assets denominated in Euros, Pounds Sterling, Canadian Dollars, South African Rand, Singapore

Dollars, Indian Rupee, Chinese Yuan, South Korean Won, Polish Zloty, and New Taiwan Dollars. We record all derivative instruments as assets or liabilities at fair value.

#### Derivatives Designated as Hedging Instruments

We enter into foreign currency forward exchange contracts periodically to hedge certain forecasted inter-company sales and purchases denominated in foreign currencies (the Pound Sterling, Euro and New Taiwan Dollar). The purpose of these instruments is to mitigate the risk that the U.S. Dollar net cash inflows and outflows resulting from sales and purchases denominated in foreign currencies will be adversely affected by changes in exchange rates. These forward contracts have been designated as cash flow hedge instruments, and are recorded in the Condensed Consolidated Balance Sheets at fair value in Derivative assets and Derivative liabilities. The effective portion of the gains and losses resulting from the changes in the fair value of these hedge contracts are deferred in Accumulated other comprehensive loss and recognized as an adjustment to Cost of sales and service in the period that the corresponding inventory that is the subject of the related hedge contract is sold, thereby providing an offsetting economic impact against the corresponding change in the U.S. Dollar value of the inter-company sale or purchase being hedged. The ineffective portion of gains and losses resulting from the changes in the fair value of these hedge contracts is reported in Other (income) expense, net, immediately. We perform quarterly assessments of hedge effectiveness by verifying and documenting the critical terms of the hedge instrument and determining that forecasted transactions have not changed significantly. We also assess on a quarterly basis whether there have been adverse developments regarding the risk of a counterparty default.

We had forward contracts outstanding as of April 30, 2014, denominated in Euros, Pounds Sterling and New Taiwan Dollars with set maturity dates ranging from May 2014 through April 2015. The contract amounts, expressed at forward rates in U.S. Dollars at April 30, 2014, were \$33.3 million for Euros, \$11.2 million for Pounds Sterling and \$22.2 million for New Taiwanese Dollars. At April 30, 2014, we had approximately \$1.7 million of losses, net of tax, related to cash flow hedges deferred in Accumulated other comprehensive loss. Included in this amount are \$933,000 of unrealized losses, net of tax, related to cash flow hedge instruments that remain subject to currency fluctuation risk. The majority of these deferred losses will be recorded as an adjustment to Cost of sales and service in periods through April 2015, when the corresponding inventory that is the subject of the related hedge contracts is sold, as described above.

We are also exposed to foreign currency exchange risk related to our investment in net assets in foreign countries. To manage this risk, we have maintained a forward contract with a notional amount of €3.0 million. We designated this forward contract as a hedge of our net investment in Euro denominated assets. We selected the forward method under Financial Accounting Standards Board, or FASB, guidance related to the accounting for derivatives instruments and hedging activities. The forward method requires all changes in the fair value of the contract to be reported as a cumulative translation adjustment in Accumulated other comprehensive loss, net of tax, in the same manner as the underlying hedged net assets. This forward contract matures in November 2014. At April 30, 2014, we had \$238,000 of realized gains and \$65,000 of unrealized losses, net of tax, recorded as cumulative translation adjustments in Accumulated other comprehensive loss related to these forward contracts.

#### Derivatives Not Designated as Hedging Instruments

We also enter into foreign currency forward exchange contracts to protect against the effects of foreign currency fluctuations on receivables and payables denominated in foreign currencies. These derivative instruments are not designated as hedges under the FASB guidance and, as a result, changes in their fair value are reported currently as Other expense, net, in the Condensed Consolidated Statements of Operations consistent with the transaction gain or loss on the related receivables and payables denominated in foreign currencies.

We had forward contracts outstanding as of April 30, 2014, in Euros, Pounds Sterling, Canadian Dollars, the South African Rand, and the New Taiwan Dollar with set maturity dates ranging from May 2014 through October 2014. The contract amounts at forward rates in U.S. Dollars at April 30, 2014 totaled \$51.4 million.

#### Fair Value of Derivative Instruments

We recognize the fair value of derivative instruments as assets and liabilities on a gross basis on our Condensed Consolidated Balance Sheets. As of April 30, 2014 and October 31, 2013, all derivative instruments were recorded at

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fair value on the balance sheets as follows (in thousands):

| Derivatives                            | April 30, 2014<br>Balance sheet<br>location | Fair<br>value | October 31, 2013<br>Balance sheet<br>location | Fair<br>value |
|--|---|---------------|---|---------------|
| Designated as hedging instruments:     |   |               |   |               |
| Foreign exchange forward contracts     | Derivative assets                           | \$9           | Derivative assets                             | \$244         |
| Foreign exchange forward contracts     | Derivative liabilities                      | \$1,557       | Derivative liabilities                        | \$1,158       |
| Not designated as hedging instruments: |   |               |   |               |
| Foreign exchange forward contracts     | Derivative assets                           | \$44          | Derivative assets                             | \$455         |
| Foreign exchange forward contracts     | Derivative liabilities                      | \$180         | Derivative liabilities                        | \$54          |



Effect of Derivative Instruments on the Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Changes in Shareholders' Equity and Condensed Consolidated Statements of Income

Derivative instruments had the following effects on our Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Changes in Shareholders' Equity and Condensed Consolidated Statements of Income during the three months ended April 30, 2014 and 2013 (in thousands):

| Derivatives  | Amount of Gain<br>(Loss)  |          | Location of Gain<br>(Loss) Reclassified from Other | Amount of Gain<br>(Loss)<br>Reclassified from<br>Other     |        |
|--|---|----------|--|--|--------|
|  | Recognized in Other<br>Comprehensive<br>Income<br>Three months ended<br>April 30, |          |  | Comprehensive<br>Income<br>Three months ended<br>April 30, |        |
|  | 2014  | 2013     |  | 2014   | 2013   |
| Designated as hedging instruments:<br>(Effective portion)            |   |          |  |  |        |
| Foreign exchange forward contracts –<br>Intercompany sales/purchases | \$ (1,182 )   | \$ 1,131 | Cost of sales and service                          | \$ (342 )  | \$ 693 |
| Foreign exchange forward contract –<br>Net investment                | \$ (113 )   | \$ 122   |  |  |        |

We recognized a loss of \$10,000 for the three months ended April 30, 2014, and a gain of \$32,000 for the three months ended April 30, 2013 as a result of contracts closed early that were deemed ineffective for financial reporting purposes and did not qualify as cash flow hedges. We recognized the following gains and losses in our Condensed Consolidated Statements of Income during the three months ended April 30, 2014 and 2013 (in thousands) on derivative instruments not designated as hedging instruments:

| Derivatives                            | Location of gain (loss)<br>recognized in operations | Amount of gain (loss) recognized in<br>operations |        |
|--|---|---|--------|
|  |   | Three months ended April 30,<br>2014              | 2013   |
| Not designated as hedging instruments: |   |   |        |
| Foreign exchange forward contracts     | Other (income) expense, net                         | \$ (935 )   | \$ 501 |

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The following table presents the changes in the components of Accumulated other comprehensive loss, net of tax, for the three months ended April 30, 2014 (in thousands):

|  | Foreign<br>Currency<br>Translation | Cash Flow<br>Hedges | Total      |
|--|------------------------------------|---------------------|------------|
| Balance, January 31, 2014                                  | \$ (1,729 )                        | \$ (1,153 )         | \$ (2,882) |
| Other comprehensive income (loss) before reclassifications | 1,227                              | (770 )              | 457        |
| Reclassifications  | —                                  | 225                 | 225        |
| Balance, April 30, 2014                                    | \$ (502 )                          | \$ (1,698 )         | \$ (2,200) |

Derivative instruments had the following effects on our Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Changes in Shareholders' Equity and Condensed Consolidated Statements of Income during the six months ended April 30, 2014 and 2013 (in thousands):

| Derivatives  | Amount of Gain<br>(Loss)  | Location of Gain                                       | Amount of Gain<br>(Loss)   |
|--|---|--|--|
|  | Recognized in Other<br>Comprehensive<br>Income<br>Six months ended<br>April 30,<br>2014 | (Loss) Reclassified from Other<br>Comprehensive Income | Reclassified from<br>Other<br>Comprehensive<br>Income<br>Six months ended<br>April 30,<br>2014 |
| Designated as hedging instruments:<br>(Effective portion)            |   |  |  |
| Foreign exchange forward contracts –<br>Intercompany sales/purchases | \$ (1,877 )   | \$ (413 ) Cost of sales and service                    | \$ (745 ) \$ 1,646   |
| Foreign exchange forward contract –<br>Net investment                | \$ (82 )  | \$ (51 )   |  |

We recognized a loss of \$29,000 for the six months ended April 30, 2014, and a loss of \$32,000 for the six months ended April 30, 2013 as a result of contracts closed early that were deemed ineffective for financial reporting purposes and did not qualify as cash flow hedges. We recognized the following gains and losses in our Condensed Consolidated Statements of Income during the six months ended April 30, 2014 and 2013 (in thousands) on derivative instruments not designated as hedging instruments:

| Derivatives                            | Location of gain (loss)<br>recognized in operations | Amount of gain (loss) recognized in<br>operations<br>Six months ended April 30,<br>2014 | 2013      |
|--|---|---|-----------|
| Not designated as hedging instruments: |   |   |           |
| Foreign exchange forward contracts     | Other (income) expense, net                         | \$ (973 )   | \$ (587 ) |

The following table presents the changes in the components of Accumulated other comprehensive loss, net of tax, for the six months ended April 30, 2014 (in thousands):

Foreign

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|  | Currency<br>Translation | Cash<br>Flow<br>Hedges | Total      |
|--|-------------------------|------------------------|------------|
| Balance, October 31, 2013                                  | \$ (1,016 )             | \$ (968 )              | \$ (1,984) |
| Other comprehensive income (loss) before reclassifications | 514                     | (1,211)                | (697 )     |
| Reclassifications  | —                       | 481                    | 481        |
| Balance, April 30, 2014                                    | \$ (502 )               | \$ (1,698)             | \$ (2,200) |

## 3. EQUITY INCENTIVE PLAN

In March 2008, we adopted the Hurco Companies, Inc. 2008 Equity Incentive Plan, or the 2008 Plan, which allows us to grant awards of stock options, Stock Appreciation Rights settled in stock (SARs), restricted shares, performance shares and performance units. The 2008 Plan replaced the 1997 Stock Option and Incentive Plan, which expired in March 2007. The Compensation Committee of the Board of Directors has authority to determine the officers, directors and key employees who will be granted awards; designate the number of shares subject to each award; determine the terms and conditions upon which awards will be granted; and prescribe the form and terms of award agreements. We have granted stock options under both plans which are currently outstanding and restricted shares under the 2008 Plan which are outstanding. No stock option may be exercised more than ten years after the date of grant or such shorter period as the Compensation Committee may determine at the date of grant. The total number of shares of our common stock that may be issued as awards under the 2008 Plan is 750,000. The market value of a share of our common stock, for purposes of the 2008 Plan, is the closing sale price as reported by the Nasdaq Global Select Market on the date in question or, if not a trading day, on the last preceding trading date.

A summary of stock option activity for the six-month period ended April 30, 2014, is as follows:

|                                 | Stock<br>Options | Weighted<br>Average<br>Exercise<br>Price |
|---------------------------------|------------------|--|
| Outstanding at October 31, 2013 | 168,712          | \$ 20.73                                 |
| Options granted                 | —                | —  |
| Options exercised               | (16,306 )        | (18.35 )                                 |
| Options cancelled               | (20,217 )        | (25.59 )                                 |
| Outstanding at April 30, 2014   | 132,189          | \$ 20.28                                 |

Summarized information about outstanding stock options as of April 30, 2014, that have already vested and those that are expected to vest, as well as stock options that are currently exercisable, are as follows:

|   | Options already vested<br>and expected to vest | Options currently<br>exercisable |
|---|--|----------------------------------|
| Number of outstanding options                       | 132,189  | 105,677                          |
| Weighted average remaining contractual life (years) | 6.44   | 5.03                             |

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|   |            |            |
|---|------------|------------|
| Weighted average exercise price per share | \$ 20.28   | \$ 19.74   |
| Intrinsic value of outstanding options    | \$ 935,000 | \$ 823,000 |

The intrinsic value of an outstanding stock option is calculated as the difference between the stock price as of April 30, 2014 and the exercise price of the option.

On January 10, 2014, the Compensation Committee approved a long-term incentive compensation arrangement for our executive officers in the form of restricted shares and performance shares awarded under the 2008 Plan. The awards were 25% time-based vesting and 75% performance-based vesting. The three-year performance period is fiscal 2014 through fiscal 2016.

The Compensation Committee granted a total 12,182 shares of time-based restricted shares to our executive officers. The restricted shares vest in thirds over three years from the date of grant provided the recipient remains employed through that date. The grant date fair value of the restricted shares was based upon the closing sales price of our common stock on the date of grant.

The Compensation Committee also granted a total of 16,948 performance shares to our executive officers designated as “Performance Shares –TSR”. The shares were weighted as 40% of the overall long-term incentive compensation arrangement and will vest based upon the total shareholder return of our common stock over a three-year period, relative to the total shareholder return of the companies in a specified peer group over that period. Participants will have the ability to earn between 50% of the target number of shares for achieving threshold performance and 200% of the target number of shares for achieving maximum performance. The fair value of the market-based performance shares was calculated using the Monte Carlo approach.

The Compensation Committee also granted a total of 17,056 performance shares to our executive officers designated as “Performance Shares –ROIC”. These shares were weighted as 35% of the overall long-term incentive compensation arrangement and will vest based upon the achievement of pre-established goals related to our average return on invested capital over the three-year period. Participants will have the ability to earn between 50% of the target number of shares for achieving threshold performance and 200% of the target number of shares for achieving maximum performance. The grant date fair value of the ROIC performance shares was based on the closing sales price of our common stock on the grant date.

On March 13, 2014, the Compensation Committee granted a total of 11,235 shares of restricted stock to our non-employee directors. The restricted stock vests in full one year from the date of grant provided the recipient remains on the board of directors through that date. The grant date fair value of the restricted stock was based on the closing sales price of our common stock on the grant date which was \$24.92 per share.

A reconciliation of the activity relating to outstanding share awards made under the 2008 Plan and related information is as follows:

|                              | Number of<br>Shares | Grant<br>Date<br>Fair Value |
|------------------------------|---------------------|-----------------------------|
| Unvested at October 31, 2013 | 68,456              | 23.01                       |
| Shares granted               | 57,421              | 24.90                       |
| Shares vested                | (23,520 )           | (24.42 )                    |
| Shares cancelled             | (13,609 )           | (23.64 )                    |
| Shares withheld              | (7,710 )            | (23.10 )                    |
| Unvested at April 30, 2014   | 81,038              | 23.83                       |

During the first six months of fiscal 2014 and 2013, we recorded \$511,000 and \$503,000, respectively, as stock-based compensation expense attributable to stock option and share awards. As of April 30, 2014, there was an estimated \$1.5 million of total unrecognized stock-based compensation expense that we expect to recognize by the end of the first quarter of fiscal 2017.



## 4. EARNINGS PER SHARE

Per share results have been computed based on the average number of common shares outstanding. The computation of basic and diluted net income per share is determined using net income applicable to common shareholders as the numerator and the number of shares outstanding as the denominator as follows (in thousands, except per share amounts):

|  | Three months ended |         |         |         | Six months ended  |         |         |         |
|--|--------------------|---------|---------|---------|-------------------|---------|---------|---------|
|  | April 30,<br>2014  |         | 2013    |         | April 30,<br>2014 |         | 2013    |         |
|  | Basic              | Diluted | Basic   | Diluted | Basic             | Diluted | Basic   | Diluted |
| Net income   | \$3,536            | \$3,536 | \$3,183 | \$3,183 | \$5,905           | \$5,905 | \$5,437 | \$5,437 |
| Undistributed earnings allocated to participating shares | (28 )              | (28 )   | (33 )   | (33 )   | (47 )             | (47 )   | (57 )   | (57 )   |
| Net income applicable to common shareholders             | \$3,508            | \$3,508 | \$3,150 | \$3,150 | \$5,858           | \$5,858 | \$5,380 | \$5,380 |
| Weighted average shares outstanding                      | 6,498              | 6,498   | 6,452   | 6,452   | 6,487             | 6,487   | 6,449   | 6,449   |
| Stock options  | —                  | 33      | —       | 44      | —                 | 33      | —       | 40      |
|  | 6,498              | 6,531   | 6,452   | 6,496   | 6,487             | 6,520   | 6,449   | 6,489   |
| Income per share   | \$0.54             | \$0.54  | \$0.49  | \$0.48  | \$0.90            | \$0.90  | \$0.83  | \$0.83  |

## 5. ACCOUNTS RECEIVABLE

Accounts receivable are net of allowances for doubtful accounts of \$489,000 as of April 30, 2014 and \$540,000 as of October 31, 2013.

## 6. INVENTORIES

Inventories, priced at the lower of cost (first-in, first-out method) or market, are summarized below (in thousands):

|                                    | April 30, 2014 | October 31, 2013 |
|------------------------------------|----------------|------------------|
| Purchased parts and sub-assemblies | \$ 22,351      | \$ 21,647        |
| Work-in-process                    | 14,354         | 15,996           |
| Finished goods                     | 58,894         | 57,617           |
|                                    | \$ 95,599      | \$ 95,260        |



## 7. ACQUISITION OF BUSINESS

On July 1, 2013, we acquired the machine tool component business of an Italian designer and manufacturer of electro-mechanical components and accessories for machine tools. We are operating this business through our wholly-owned Italian subsidiary, LCM Precision Technologies, or LCM. The purchase price was allocated to the assets acquired and the liabilities assumed based on their fair values. The purchase price for the acquired assets and the assumed liabilities was \$5.0 million. The allocation of the opening balance sheet of LCM as of July 1, 2013 is as follows (in thousands):

|                                     |          |
|-------------------------------------|----------|
| Current assets                      | \$6,723  |
| Property plant and equipment        | 933      |
| Intangibles                         | 1,437    |
| Goodwill                            | 2,477    |
| Total assets                        | \$11,570 |
| Current liabilities                 | \$4,821  |
| Short term debt                     | 4,643    |
| Non-current liabilities             | 1,726    |
| Total Liabilities                   | \$11,190 |
| Cash expended, net of cash acquired | 380      |
| Indebtedness assumed                | 4,643    |
| Total purchase price                | \$5,023  |

Intangible assets of \$1.4 million were recorded as a result of the transaction. The fair value of the intangible assets was based upon a discounted cash flow method that involves inputs that are not observable in the market (Level 3). Intangible assets are amortized primarily using a straight-line methodology. The intangible assets consisted of the following (in thousands):

|                                       |         |                                      |
|---------------------------------------|---------|--------------------------------------|
|                                       |         | Remaining<br>Economic<br>Useful Life |
| Trademark/name                        | \$274   | 13 years                             |
| Technology and manufacturing know how | 1,111   | 13 years                             |
| Customer relationships                | 52      | 16 years                             |
|                                       | \$1,437 |                                      |

The excess purchase price over the fair value of the assets acquired and the liabilities assumed was recorded as goodwill in the amount of \$2.5 million. Goodwill recognized in the acquisition relates primarily to advancing our machine tool technology and expanding our current product offering. We expect the amount recorded as goodwill to be fully deductible for tax purposes.

The results of operations of LCM have been included in our consolidated financial statements since July 1, 2013.

## 8. SEGMENT INFORMATION

We operate in a single segment: industrial automation systems. We design and produce computerized machine tools, machine tool components, interactive computer control systems and software for sale through our own distribution network to the worldwide metal-working market. We also provide software options, control upgrades, accessories and replacement parts for our products, as well as customer service and training support. The results of our subsidiary LCM are included within the industrial automation systems segment.

## 9. GUARANTEES AND WARRANTIES

We follow FASB guidance for accounting for contingencies relating to the guarantor's accounting for, and disclosures of, the issuance of certain types of guarantees.

From time to time, our subsidiaries guarantee third party payment obligations in connection with the sale of machines to customers that use financing. As of April 30, 2014, we had 20 outstanding third party payment guarantees totaling approximately \$1.6 million. The terms of these guarantees are consistent with the underlying customer financing terms. Upon shipment of a machine, the customer has the risk of ownership. The customer does not obtain title, however, until it has paid for the machine. A retention of title clause allows us to recover the machine if the customer defaults on the financing. We accrue for potential liabilities under these guarantees when we believe a loss is probable and can be estimated.

We provide warranties on our products with respect to defects in material and workmanship. The terms of these warranties are generally one year for machines and certain components and shorter periods for service parts. We recognize a reserve with respect to this obligation at the time of product sale, with subsequent warranty claims recorded against the reserve. The amount of the warranty reserve is determined based on historical trend experience and any known warranty issues that could cause future warranty costs to differ from historical experience. A reconciliation of the changes in our warranty reserve is as follows (in thousands):

|  | Six months ended |                |
|--|------------------|----------------|
|  | April            | April 30, 2013 |
|  | 30,              | 2014           |
| Balance, beginning of period               | \$ 1,778         | \$ 1,623       |
| Provision for warranties during the period | 1,510            | 1,680          |
| Charges to the reserve                     | (1,510)          | (1,749)        |
| Impact of foreign currency translation     | (3)              | -              |
| Balance, end of period                     | \$ 1,775         | \$ 1,554       |

The year-over-year increase in the warranty reserve reflects higher sales volumes and anticipated claims for machines under warranty as well as the sale of a greater number of our higher performance machines which have a higher cost per claim.

#### 10. DEBT AGREEMENTS

On December 7, 2012, we entered an agreement with a financial institution that provided us with a \$12.5 million unsecured revolving credit and letter of credit facility, with a \$3.0 million maximum amount for outstanding letters of credit on the credit facility. On May 9, 2014 the maximum amount for outstanding letters of credit under our U.S. credit facility was increased from \$3.0 million to \$5.0 million in order to guarantee a new revolving credit facility in Taiwan. Borrowings under the U.S. credit facility bear interest at a LIBOR-based rate or a floating rate of 1% above the prevailing prime rate. The floating rate is not less than the greatest of (a) a one month LIBOR-based rate plus 1.00% per annum, (b) the federal funds effective rate plus 0.50% per annum, and (c) the prevailing prime rate. The rate we must pay for that portion of the U.S. credit facility which is not utilized is 0.05% per annum. The agreement permits us to pay cash dividends in an amount not to exceed \$1.0 million per calendar year so long as we are not in default before and after giving effect to such dividends.

We have a £1.0 million revolving credit facility in the United Kingdom, a €1.5 million revolving credit facility in Germany and a 100.0 million New Taiwan Dollar revolving credit facility. On May 12, 2014, we established this new Taiwan credit facility in the amount of 100.0 million New Taiwan Dollars (approximately \$3.3 million) with an expiration date of May 12, 2015. Our Taiwan credit facility is backed by letters of credit under our U.S. credit facility.

We also have a 40.0 million Chinese Yuan credit facility in China.

All of our credit facilities are unsecured except that borrowings under our Taiwan credit facility are backed by letters of credit drawn on our unsecured U.S. credit facility.

We had \$3.2 million and \$3.3 million of borrowings outstanding under our China credit facility at April 30, 2014 and October 31, 2013, respectively. We had no other debt or borrowings under any of our other credit facilities. At April 30, 2014 we were in compliance with all covenants contained in our credit agreements and, as of that date, we had total unutilized credit facilities of approximately \$19.5 million.

## 11. INCOME TAXES

Our effective income tax rate for the first six months of fiscal 2014 was 30% in comparison to 34% for the same period in fiscal 2013. The decrease in the effective rate was primarily due to changes in the geographic mix of income or loss between tax jurisdictions. We recorded income tax expense during the first six months of fiscal 2014 of \$2.5 million compared to \$2.8 million for the same period in fiscal 2013, primarily as a result of the lower effective tax rate. We have not provided any U.S. income taxes on the undistributed earnings of our wholly-owned foreign subsidiaries based upon our determination that such earnings will be indefinitely reinvested in our foreign operations. In the event these earnings are later distributed to our U.S. operations, such distributions would likely result in additional U.S. tax that may be offset, at least in part by associated foreign tax credits.

Our unrecognized tax benefits were \$1.3 million as of April 30, 2014 and as of October 31, 2013, and in each case included accrued interest.

We recognize accrued interest and penalties related to unrecognized tax benefits as components of income tax expense. As of April 30, 2014, the gross amount of interest accrued, reported in Accrued expenses and other, was approximately \$8,000, which did not include the federal tax benefit of interest deductions.

We file U.S. federal and state income tax returns, as well as tax returns in several foreign jurisdictions. The statutes of limitations with respect to unrecognized tax benefits will expire between July 2015 and July 2018.

## 12. FINANCIAL INSTRUMENTS

### *Fair Value Measurement of Financial Instruments*

FASB guidance establishes a three-tier fair value hierarchy, which categorizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exist, therefore requiring an entity to develop its own assumptions.



In accordance with this guidance, the following table represents the fair value hierarchy for our financial assets and liabilities measured at fair value as of April 30, 2014 and October 31, 2013 (in thousands):

|                       | Assets               |                  | Liabilities          |                  |
|-----------------------|----------------------|------------------|----------------------|------------------|
|                       | April<br>30,<br>2014 | October 31, 2013 | April<br>30,<br>2014 | October 31, 2013 |
| Level 1               |                      |                  |                      |                  |
| Deferred Compensation | \$1,149              | \$ 1,073         | \$-                  | \$ -             |
| Level 2               |                      |                  |                      |                  |
| Derivatives           | \$53                 | \$ 699           | \$1,737              | \$ 1,212         |

Included in Level 1 assets are mutual fund investments under a nonqualified deferred compensation plan. We estimate the fair value of these investments on a recurring basis using readily available market prices.

Included as Level 2 fair value measurements are derivative assets and liabilities related to gains and losses on foreign currency forward exchange contracts entered into with a third party. We estimate the fair value of these derivatives on a recurring basis using foreign currency exchange rates obtained from active markets. Derivative instruments are reported in the accompanying consolidated financial statements at fair value. We have derivative financial instruments in the form of foreign currency forward exchange contracts as described in Note 2 of Notes to the Condensed Consolidated Financial Statements in which the U.S. Dollar equivalent notional amounts of these contracts was \$121.2 million and \$105.0 million at April 30, 2014 and October 31, 2013, respectively. The fair value of Derivative assets recorded on our Condensed Consolidated Balance Sheets was \$53,000 at April 30, 2014 and \$699,000 at October 31, 2013. The fair value of Derivative liabilities recorded on our Condensed Consolidated Balance Sheets was \$1.7 million at April 30, 2014 and \$1.2 million at October 31, 2013.

The fair value of our foreign currency forward exchange contracts and the related currency positions are subject to offsetting market risk resulting from foreign currency exchange rate volatility. The counterparty to the forward exchange contracts is a substantial and creditworthy financial institution. We do not consider either the risk of counterparty non-performance or the economic consequences of counterparty non-performance as material risks.

### 13. CONTINGENCIES AND LITIGATION

We are involved in various claims and lawsuits arising in the normal course of business. We do not expect any of these claims, individually or in the aggregate, to have a material adverse effect on our consolidated financial position or results of operations.

#### 14. NEW ACCOUNTING PRONOUNCEMENTS

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, providing guidance on the presentation of unrecognized tax benefits, reflecting the manner in which an entity would settle, at the reporting date, any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. The amendments in this update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. Early adoption is permitted. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. We do not expect that the adoption of this accounting standard update will have a material effect on our consolidated financial statements.

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**EXECUTIVE OVERVIEW**

Hurco Companies, Inc. is an industrial technology company operating in a single segment. We design and produce computerized machine tools, featuring our proprietary computer control systems and software, for sale through our own distribution network to the worldwide metal cutting market. We also provide machine tool components, software options, control upgrades, accessories and replacement parts for our products, as well as customer service and training support.

The following overview is intended to provide a brief explanation of the principal factors that have contributed to our recent financial performance. This overview is intended to be read in conjunction with the more detailed information included in our unaudited financial statements that appear elsewhere in this report.

The market for machine tools is international in scope. We have both significant foreign sales and significant foreign manufacturing operations. During the first six months of fiscal 2014, approximately 62% of our revenues were attributable to customers in Europe, where we typically sell more of our higher-performance, higher-priced VMX series machines. Additionally, approximately 11% of our revenues were attributable to customers in Asia, where we sell more of our entry-level, lower-priced machines, but also where we encounter greater price pressures. We sell our products through more than 100 independent agents and distributors in countries throughout North America, Europe and Asia. We also have our own direct sales and service organizations in China, France, Germany, India, Italy, Poland, Singapore, South Africa, the United Kingdom and certain parts of the United States. The vast majority of our machine tools are manufactured to our specifications primarily by our wholly-owned subsidiary in Taiwan, Hurco Manufacturing Limited (HML). Machine castings and components to support HML's production are manufactured at our facility in Ningbo, China. We also manufacture machine tools for the Chinese market at the Ningbo facility.

On July 1, 2013, we acquired the machine tool component business of an Italian designer and manufacturer of electro-mechanical components and accessories for machine tools. We are operating this business through our wholly-owned subsidiary, LCM Precision Technology S.r.l. (LCM). This business has been producing and selling mechanical and electro-mechanical components for machine tools since 1986. We use LCM components in our SRT line of five-axis machining centers that employ LCM's direct drive spindle, swivel head, and rotary torque table to achieve superior simultaneous five-axis machining.

Our sales to foreign customers are denominated, and payments by those customers are made, in the prevailing currencies—primarily the Euro, Pound Sterling and Chinese Yuan—in the countries in which those customers are located.

Our product costs are incurred and paid primarily in the New Taiwan Dollar and the U.S. Dollar. Changes in currency exchange rates may have a material effect on our operating results and consolidated balance sheets as reported under U.S. Generally Accepted Accounting Principles. For example, when the U.S. Dollar weakens in value relative to a foreign currency, sales made, and expenses incurred, in that currency when translated to U.S. Dollars for reporting in our financial statements, are higher than would be the case when the U.S. Dollar is stronger. In the comparison of our period-to-period results, we discuss the effect of currency translation on those results including the increases or decreases in those results as reported in our financial statements (which reflect translation to U.S. Dollars at exchange rates prevailing during the period covered by those financial statements) and also the effect that changes in exchange rates had on those results.

Our high levels of foreign manufacturing and sales also subject us to cash flow risks due to fluctuating currency exchange rates. We seek to mitigate those risks through the use of various derivative instruments – principally foreign currency forward exchange contracts.

**RESULTS OF OPERATIONS**Three Months Ended April 30, 2014 Compared to Three Months Ended April 30, 2013

*Sales and Service Fees.* Sales and service fees for the second quarter of fiscal 2014 totaled \$53.7 million, an increase of \$4.1 million, or 8%, compared to the corresponding quarter of fiscal 2013. The year-over-year increase included a favorable currency impact of \$1.7 million, primarily due to a stronger Euro when translating foreign sales to U.S. Dollars for financial reporting purposes.

The following two tables set forth net sales (in thousands) by geographic region and product category, respectively, for the second quarter of fiscal 2014 and 2013:

**Sales and Service Fees by Geographic Region**

|               | Three months ended April 30, |               | Change |                |
|---------------|------------------------------|---------------|--------|----------------|
|               | 2014                         | 2013          | Amount | %              |
| North America | \$12,287                     | 23 % \$13,080 | 26 %   | \$(793 ) (6 )% |
| Europe        | 35,037                       | 65 % 31,896   | 64 %   | 3,141 10%      |
| Asia Pacific  | 6,407                        | 12 % 4,643    | 10 %   | 1,764 38%      |
| Total         | \$53,731                     | 100% \$49,619 | 100%   | \$4,112 8 %    |

Sales in North America decreased during the second quarter of fiscal 2014 by 6% compared to the corresponding prior year period. The softening of sales in North America is not unusual in the months prior to the International Manufacturing Technology Show which is held in September of even-numbered years. European and Asian Pacific sales increased during the second quarter of fiscal 2014 by 10% and 38%, respectively, compared to the corresponding prior year period. European sales and service fees included \$2.1 million attributable to sales of LCM electro-mechanical components and accessories. The year-over-year increase in Asian Pacific sales was primarily attributable to increased shipments in China.

**Sales and Service Fees by Product Category**

|  | Three months ended April 30, |      | Change |   |
|--|------------------------------|------|--------|---|
|  | 2014                         | 2013 | Amount | % |

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|                               |          |      |          |      |         |      |
|-------------------------------|----------|------|----------|------|---------|------|
| Computerized Machine Tools    | \$46,445 | 86 % | \$43,934 | 89 % | \$2,511 | 6 %  |
| Service Fees, Parts and Other | 7,286    | 14 % | 5,685    | 11 % | 1,601   | 28 % |
| Total                         | \$53,731 | 100% | \$49,619 | 100% | \$4,112 | 8 %  |

*Orders.* Orders for the second quarter of fiscal 2014 were \$53.7 million, an increase of \$4.9 million, or 10%, from the corresponding period in fiscal 2013. The impact of currency translation on orders booked in the second quarter was consistent with the impact on sales.

European orders in the second quarter of fiscal 2014 increased by \$7.1 million, or 23%, while orders decreased in North America and Asia Pacific by \$1.6 million, or 12%, and \$0.5 million, or 11%, respectively. Orders for the second quarter of fiscal 2014 included \$2.7 million of LCM products.

*Gross Profit.* Gross profit for the second quarter of fiscal 2014 was \$16.6 million, or 31% of sales, compared to \$15.3 million, or 31% of sales, for the prior year period. The increase in gross profit was attributable to the increase in sales, which included LCM products, and increased cost efficiencies realized from higher production levels during fiscal 2014.

*Operating Expenses.* Selling, general and administrative expenses in the second quarter of fiscal 2014 were \$11.2 million, an increase of \$0.5 million over the prior year period, due primarily to incremental operating expenses associated with the acquisition of the LCM business.

*Operating Income (Loss).* Operating income for the second quarter of fiscal 2014 was \$5.4 million compared to \$4.6 million for the prior year period. The improvement in operating income period-over-period was primarily due to the increase in sales.

*Other (Income) Expense, Net.* Other expense increased by \$0.2 million in the second quarter of fiscal 2014 over the corresponding period in fiscal 2013, primarily due to net realized and unrealized losses from foreign currency fluctuations on payables and receivables, net of foreign currency forward exchange contracts.

*Income Taxes.* Our effective tax rate for the second quarter of fiscal 2014 was 31% in comparison to 29% for the same period in fiscal 2013. The increase in the effective income tax rate was primarily due to changes in the geographic mix of income or loss among tax jurisdictions. We recorded income tax expense during the second quarter of fiscal 2014 of \$1.6 million compared to an income tax expense of \$1.3 million for the same period in fiscal 2013.

Six Months Ended April 30, 2014 Compared to Six Months Ended April 30, 2013

*Sales and Service Fees.* Sales and service fees for the six months ended April 30, 2014 totaled \$104.7 million, an increase of \$11.0 million, or 12%, over the corresponding period in 2013. The year-over-year increase included a favorable impact of \$2.3 million, primarily due to a stronger Euro when translating foreign sales to U.S. Dollars for financial reporting purposes.

The following tables set forth net sales (in thousands) by geographic region and product category for the first six months of fiscal 2014 and 2013, respectively:

**Net Sales and Service Fees by Geographic Region**

|               | Six months ended April 30, |               | Change        |       |
|---------------|----------------------------|---------------|---------------|-------|
|               | 2014                       | 2013          | Amount        | %     |
| North America | \$28,580                   | 27 % \$29,332 | 31 % \$(752 ) | (3 )% |

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|              |           |       |          |       |          |      |
|--------------|-----------|-------|----------|-------|----------|------|
| Europe       | 64,271    | 62 %  | 56,566   | 61 %  | 7,705    | 14 % |
| Asia Pacific | 11,850    | 11 %  | 7,806    | 8 %   | 4,044    | 52 % |
| Total        | \$104,701 | 100 % | \$93,704 | 100 % | \$10,997 | 12 % |

Sales in North America decreased during the first six months of fiscal 2014 by 3% compared to the corresponding prior year period. The softening of sales in North America is not unusual in the months prior to the International Manufacturing Technology Show which is held in September of even-numbered years. European and Asian Pacific sales increased during the first six months of fiscal 2014 by 14% and 52%, respectively, compared to the corresponding prior year period. European sales and service fees included \$3.8 million attributable to sales of LCM products. The year-over-year increase in Asian Pacific sales was primarily attributable to increased shipments in China.

**Sales and Service Fees by Product Category**

|                               | Six months ended April 30, |       | Change   |       |          |      |
|-------------------------------|----------------------------|-------|----------|-------|----------|------|
|                               | 2014                       | 2013  | Amount   | %     |          |      |
| Computerized Machine Tools    | \$90,978                   | 87 %  | \$81,358 | 87 %  | \$9,620  | 12 % |
| Service Fees, Parts and Other | 13,723                     | 13 %  | 12,346   | 13 %  | 1,377    | 11 % |
| Total                         | \$104,701                  | 100 % | \$93,704 | 100 % | \$10,997 | 12 % |



*Orders.* Orders for the first six months of fiscal 2014 were \$110.8 million, an increase of \$10.9 million, or 11%, from the corresponding period in fiscal 2013. The impact of currency translation on orders booked in the first six months of fiscal 2014 was consistent with the impact on sales.

European orders increased by \$12.9 million, or 21%, while orders decreased in North America and Asia Pacific by \$1.6 million, or 6%, and \$0.3 million, or 3%, respectively. Orders for the first six months of fiscal 2014 included \$6.0 million of LCM products.

*Gross Profit.* Gross profit for the first six months of fiscal 2014 was \$30.5 million, or 29% of sales, compared to \$28.2 million, or 30% of sales, for the same period in 2013. The increase in gross profit was attributable to the increase in sales, including LCM products. The year-over-year decrease in gross margin was primarily due to the effect of selling machines in the first few months of fiscal 2014 that were manufactured in fiscal 2013 when fixed costs were leveraged over lower production levels.

*Operating Expenses.* Selling, general and administrative expenses were \$21.8 million for the first six months of fiscal 2014 compared to \$19.6 million for the first six months of fiscal 2013. The increase in selling, general and administrative expenses was due primarily to incremental operating expenses associated with the acquisition of the LCM business.

*Operating Income (Loss).* Operating income for the first six months of fiscal 2014 was \$8.7 million compared to \$8.6 million for the prior year period.

*Other (Income) Expense, Net.* Other expense for the first six months of fiscal 2014 was \$0.3 million and remained relatively unchanged from the fiscal 2013 period. Other expense consists primarily of net realized and unrealized losses from foreign currency fluctuations on payables and receivables, net of foreign currency forward exchange contracts.

*Income Taxes.* Our effective tax rate for the first six months of fiscal 2014 was 30% in comparison to 34% for the same period in fiscal 2013. The decrease in the effective income tax rate was primarily due to changes in the geographic mix of income or loss among tax jurisdictions. We recorded income tax expense during the first six months of fiscal 2014 of \$2.5 million compared to \$2.8 million for the same period in fiscal 2013.

## **LIQUIDITY AND CAPITAL RESOURCES**

We depend upon cash resources to fund dividends on our common stock, our working capital needs and acquisitions. At April 30, 2014, we had cash and cash equivalents of \$46.7 million, compared to \$42.8 million at October 31, 2013. Approximately 53% of the \$46.7 million of cash and cash equivalents is denominated in U.S. Dollars. The balance is attributable to our foreign operations and is held in the local currencies of our various foreign entities, subject to fluctuations in currency exchange rates. We do not believe that the indefinite reinvestment of these funds in our foreign operations impairs our ability to meet our domestic working capital needs.

Working capital, excluding cash and cash equivalents, was \$88.6 million at April 30, 2014, compared to \$86.5 million at October 31, 2013. The increase in working capital, excluding cash and cash equivalents, was primarily due to the increase in accounts receivable.

Capital expenditures of \$1.4 million during the first six months of fiscal 2014 were primarily for the purchase of equipment for a production facility in Taiwan, capital improvements, and software development costs. We funded these expenditures with cash on hand.

At April 30, 2014, we had \$3.2 million of borrowings outstanding under our China credit facility. We had no other debt or borrowings under any of our other credit facilities. At April 30, 2014, we had an aggregate of \$19.5 million available for borrowing under our credit facilities and were in compliance with all covenants.

We believe our cash position and borrowing capacity under our credit facilities provide adequate liquidity to fund our operations and allow us to remain committed to our strategic plan of product innovation and targeted penetration of developing markets.

We continue to receive and review information on businesses and assets for potential acquisition, including intellectual property assets, which are available for purchase.

## **CRITICAL ACCOUNTING POLICIES**

Our accounting policies, which are described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2013, require management to make significant estimates and assumptions using information available at the time the estimates are made. These estimates and assumptions significantly affect various reported amounts of assets, liabilities, revenues, and expenses. If our future experience differs materially from these estimates and assumptions, our results of operations and financial condition would be affected. There were no material changes to our critical accounting policies during the first six months of fiscal 2014.

## **CONTRACTUAL OBLIGATIONS AND COMMITMENTS**

There have been no material changes related to contractual obligations and commitments from the information provided in our Annual Report on Form 10-K for the fiscal year ended October 31, 2013.

## **OFF BALANCE SHEET ARRANGEMENTS**

From time to time, our subsidiaries guarantee third party payment obligations in connection with the sale of machines to customers that use financing. We follow Financial Accounting Standards Board, or FASB, guidance for accounting for contingencies with respect to these guarantees. As of April 30, 2014, we had 20 outstanding third party payment guarantees totaling approximately \$1.6 million. The terms of these guarantees are consistent with the underlying customer financing terms. Upon shipment of a machine, the customer has the risk of ownership. The customer does not obtain title, however, until it has paid for the machine. A retention of title clause allows us to recover the machine if the customer defaults on the financing. We accrue for potential liabilities under these guarantees when we believe a loss is probable and can be estimated.

## **CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

Certain statements made in this report constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to known and unknown risks,

uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the statements. These risks, uncertainties and other factors include:

- The cyclical nature of the machine tool industry;
- Uncertain economic conditions, which may adversely affect overall demand, particularly in Europe;
- The risks of our international operations;
- The limited number of our manufacturing sources;
- The effects of changes in currency exchange rates;
- Our dependence on new product development;
- Possible obsolescence of our technology and the need to make technological advances;
- Competition with larger companies that have greater financial resources;
- Increases in the prices of raw materials, especially steel and iron products;
- Acquisitions that could disrupt our operations and affect operating results;
- Impairment of our assets;
- Negative or unforeseen tax consequences;
- The need to protect our intellectual property assets;
- Our ability to integrate acquisitions;
- Uncertainty concerning our ability to use tax loss carryforwards;
- The effect of the loss of members of senior management and key personnel; and
- Governmental actions, initiatives and regulations, including import and export restrictions and tariffs.

We discuss these and other important risks and uncertainties that may affect our future operation in Part I, Item 1A – Risk Factors in our most recent Annual Report on Form 10-K and may update that discussion in Part II, Item 1A – Risk Factors in this report or a Quarterly Report on Form 10-Q we file hereafter.

Readers are cautioned not to place undue reliance on these forward-looking statements. While we believe the assumptions on which the forward-looking statements are based are reasonable, there can be no assurance that these forward-looking statements will prove to be accurate. This cautionary statement is applicable to all forward-looking statements contained in this report.

### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Interest Rate Risk

Interest on borrowings on our credit facilities are variable and tied to prevailing domestic and foreign interest rates. At April 30, 2014, we had \$3.2 million of borrowings outstanding under our China credit facility. We had no other debt or borrowings under any of our other credit facilities.

#### Foreign Currency Exchange Risk

In fiscal 2013, we derived approximately 59% of our revenues from European markets. All of our computerized machine tools and computer control systems, as well as certain proprietary service parts, are sourced by our U.S.-based engineering and manufacturing division and re-invoiced to our European sales and service subsidiaries, primarily in their functional currencies.

Our products are sourced from foreign suppliers or built to our specifications by either our wholly owned subsidiaries in Taiwan, China and Italy or an affiliated contract manufacturer in Taiwan. Our purchases are predominantly in foreign currencies and in some cases our arrangements with these suppliers include foreign currency risk sharing agreements, which reduce (but do not eliminate) the effects of currency fluctuations on product costs. The predominant portion of the exchange rate risk associated with our product purchases relates to the New Taiwan Dollar.

We enter into foreign currency forward exchange contracts from time to time to hedge the cash flow risk related to forecasted inter-company sales and purchases denominated in, or based on, foreign currencies (primarily the Euro, Pound Sterling, and New Taiwan Dollar). We also enter into foreign currency forward exchange contracts to protect against the effects of foreign currency fluctuations on receivables and payables denominated in foreign currencies. We

also enter into foreign currency forward contracts to hedge a portion of our net investment in Euro-denominated assets. We do not speculate in the financial markets and, therefore, do not enter into these contracts for trading purposes.

Forward contracts for the sale or purchase of foreign currencies as of April 30, 2014, which are designated as cash flow hedges under FASB guidance related to accounting for derivative instruments and hedging activities were as follows:

| Forward Contracts   | Notional Amount<br>in Foreign Currency | Weighted Avg.<br>Forward Rate | Contract Amount at Forward Rates in U.S. Dollars |                | Maturity Dates        |
|---------------------|--|-------------------------------|--|----------------|-----------------------|
|                     |  |                               | Contract Date                                    | April 30, 2014 |                       |
| Sale Contracts:     |  |                               |  |                |                       |
| Euro                | 24,025,000                             | 1.3572                        | 32,607,755                                       | 33,321,721     | May 2014 – April 2015 |
| Pound Sterling      | 6,635,000                              | 1.6190                        | 10,741,823                                       | 11,188,657     | May 2014 – April 2015 |
| Purchase Contracts: |  |                               |  |                |                       |
| New Taiwan Dollar   | 669,000,000                            | 29.700 *                      | 22,525,212                                       | 22,239,825     | May 2014 – April 2015 |

\*NT Dollars per U.S. Dollar

Forward contracts for the sale or purchase of foreign currencies as of April 30, 2014, which were entered into to protect against the effects of foreign currency fluctuations on receivables and payables and are not designated as hedges under this guidance denominated in foreign currencies, were as follows:

| Forward Contracts          | Notional Amount in Foreign Currency | Weighted Avg. Forward Rate | Contract Amount at Forward Rates in U.S. Dollars | Contract Date | April 30, 2014 | Maturity Dates          |
|----------------------------|-------------------------------------|----------------------------|--|---------------|----------------|-------------------------|
| <b>Sale Contracts:</b>     |                                     |                            |  |               |                |                         |
| Euro                       | 21,691,241                          | 1.3818                     | 29,973,494                                       | 30,084,830    |                | May 2014 – October 2014 |
| Pound Sterling             | 628,323                             | 1.6824                     | 1,057,108  | 1,060,772     |                | May 2014                |
| Canadian Dollar            | 746,915                             | 0.9024                     | 674,050  | 679,274       |                | October 2014            |
| South African Rand         | 10,964,014                          | 0.0912                     | 1,000,164  | 1,012,533     |                | October 2014            |
| <b>Purchase Contracts:</b> |                                     |                            |  |               |                |                         |
| New Taiwan Dollar          | 559,648,110                         | 30.175                     | * 18,546,550                                     | 18,557,634    |                | May 2014 – July 2014    |

\* NT Dollars per U.S. Dollar

We are also exposed to foreign currency exchange risk related to our investment in net assets in foreign countries. To manage this risk, we have maintained a forward contract with a notional amount of €3.0 million. We designated this forward contract as a hedge of our net investment in Euro-denominated assets. We selected the forward method under FASB guidance related to the accounting for derivatives instruments and hedging activities. The forward method requires all changes in the fair value of the contract to be reported as a cumulative translation adjustment in Accumulated other comprehensive loss, net of tax, in the same manner as the underlying hedged net assets. This forward contract matures in November 2014. At April 30, 2014, we had \$238,000 of realized gains and \$65,000 of unrealized losses, net of tax, recorded as cumulative translation adjustments in Accumulated other comprehensive loss related to the hedging of our net investment in Euro-denominated assets. Forward contracts for the sale or purchase of foreign currencies as of April 30, 2014, which are designated as net investment hedges under this guidance were as follows:

| Forward Contracts      | Notional Amount in Foreign Currency | Weighted Avg. Forward Rate | Contract Amount at Forward Rates in U.S. Dollars | Contract Date | April 30, 2014 | Maturity Date |
|------------------------|-------------------------------------|----------------------------|--|---------------|----------------|---------------|
| <b>Sale Contracts:</b> |                                     |                            |  |               |                |               |
| Euro                   | 3,000,000                           | 1.3533                     | 4,059,900  | 4,160,670     |                | November 2014 |





Item 4. CONTROLS AND PROCEDURES

We carried out an evaluation under the supervision and with participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of April 30, 2014, pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of the evaluation date.

There were no changes in our internal controls over financial reporting during the three months ended April 30, 2014 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. LEGAL PROCEEDINGS**

We are involved in various claims and lawsuits arising in the normal course of our business. We do not expect any of these claims will have a material adverse effect on our consolidated financial position or results of operations.

### **Item 1A. RISK FACTORS**

There have been no material changes from the risk factors disclosed in Part I, Item 1A – Risk Factors in our Annual Report on Form 10-K for the year ended October 31, 2013.

### **Item 5. OTHER INFORMATION**

During the period covered by this report, the Audit Committee of our Board of Directors engaged our independent registered public accounting firm to perform non-audit, tax planning services. This disclosure is made pursuant to Section 10A9(i)(2) of the Securities Exchange Act of 1934, as added by Section 202 of the Sarbanes-Oxley Act of 2002.

Item 6. EXHIBITS

- 31.1 Certification by the Chief Executive Officer pursuant to Rule 13a-15(b) under the Securities and Exchange Act of 1934, as amended.
- 31.2 Certification by the Chief Financial Officer pursuant to Rule 13a-15(b) under the Securities and Exchange Act of 1934, as amended.
- 32.1 Certification by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document\*
- 101.SCH XBRL Taxonomy Extension Schema Document\*
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase\*
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document\*
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document\*
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document\*

\*Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

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

HURCO COMPANIES, INC.

By: /s/ Sonja K. McClelland  
Sonja K. McClelland  
Vice President, Secretary, Treasurer  
and Chief Financial Officer

June 6, 2014