

ENNIS, INC.
Form 10-Q
October 06, 2017

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 August 31, 2017

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Transition Period from _____ to _____

Commission File Number 1-5807

ENNIS, INC.

(Exact Name of Registrant as Specified in Its Charter)

| | |
|---|---|
| Texas | 75-0256410 |
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 2441 Presidential Pkwy., Midlothian, Texas | 76065 |
| (Address of Principal Executive Offices) | (Zip code) |

(972) 775-9801

(Registrant's Telephone Number, Including Area Code)

Edgar Filing: ENNIS, INC. - Form 10-Q

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

Indicate by check mark whether the registrant has submitted electronically 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 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, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Emerging growth company

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

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

As of September 29, 2017, there were 25,417,035 shares of the Registrant’s common stock outstanding.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

TABLE OF CONTENTS

PART I: FINANCIAL INFORMATION

| | |
|--|----|
| <u>Item 1. Financial Statements</u> | 3 |
| <u>Unaudited Consolidated Balance Sheets at August 31, 2017 and February 28, 2017</u> | 3 |
| <u>Unaudited Consolidated Statements of Operations for the three and six months ended August 31, 2017 and August 31, 2016</u> | 5 |
| <u>Unaudited Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended August 31, 2017 and August 31, 2016</u> | 6 |
| <u>Unaudited Consolidated Statements of Changes in Shareholders' Equity for the six months ended August 31, 2017</u> | 7 |
| <u>Unaudited Consolidated Statements of Cash Flows for the six months ended August 31, 2017 and August 31, 2016</u> | 8 |
| <u>Notes to Unaudited Consolidated Financial Statements</u> | 9 |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 19 |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u> | 26 |
| <u>Item 4. Controls and Procedures</u> | 26 |
| PART II: OTHER INFORMATION | |
| <u>Item 1. Legal Proceedings</u> | 27 |
| <u>Item 1A. Risk Factors</u> | 27 |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | 27 |
| <u>Item 3. Defaults Upon Senior Securities</u> | 27 |
| <u>Item 4. Mine Safety Disclosures</u> | 27 |
| <u>Item 5. Other Information</u> | 27 |

| | |
|-------------------------|----|
| <u>Item 6. Exhibits</u> | 28 |
| <u>SIGNATURES</u> | 29 |

PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

ENNIS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)

| | August 31, 2017 | February 28, 2017 |
|--|-----------------------|-------------------------|
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$83,865 | \$80,466 |
| Accounts receivable, net of allowance for doubtful receivables of \$1,318 at August 31, 2017 and \$1,674 at February 28, 2017 | 38,171 | 37,368 |
| Prepaid expenses | 819 | 1,351 |
| Prepaid income taxes | 1,513 | 855 |
| Inventories | 29,228 | 27,965 |
| Assets held for sale | 1,320 | 1,245 |
| Total current assets | 154,916 | 149,250 |
| Property, plant and equipment | | |
| Plant, machinery and equipment | 135,476 | 136,584 |
| Land and buildings | 53,559 | 53,821 |
| Other | 23,548 | 23,644 |
| Total property, plant and equipment | 212,583 | 214,049 |
| Less accumulated depreciation | 164,822 | 164,054 |
| Net property, plant and equipment | 47,761 | 49,995 |
| Goodwill | 70,603 | 70,603 |
| Intangible assets, net | 52,235 | 53,927 |
| Other assets | 385 | 510 |
| Total assets | \$325,900 | \$324,285 |

See accompanying notes to consolidated financial statements.

ENNIS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except for par value and share amounts)

| | August 31, 2017 | February 28, 2017 |
|--|-----------------------|-------------------------|
| Liabilities and Shareholders' Equity | | |
| Current liabilities | | |
| Accounts payable | \$ 10,753 | \$ 14,202 |
| Accrued expenses | | |
| Employee compensation and benefits | 13,125 | 13,515 |
| Taxes other than income | 668 | 225 |
| Other | 1,750 | 2,026 |
| Total current liabilities | 26,296 | 29,968 |
| Long-term debt | 30,000 | 30,000 |
| Liability for pension benefits | 4,846 | 4,846 |
| Deferred income taxes | 7,257 | 6,953 |
| Other liabilities | 1,521 | 1,163 |
| Total liabilities | 69,920 | 72,930 |
| Commitments and contingencies | | |
| Shareholders' equity | | |
| Preferred stock \$10 par value, authorized 1,000,000 shares; none issued | — | — |
| Common stock \$2.50 par value, authorized 40,000,000 shares; issued 30,053,443 shares at | | |
| August 31 and February 28, 2017 | 75,134 | 75,134 |
| Additional paid-in capital | 120,675 | 121,525 |
| Retained earnings | 157,457 | 150,685 |
| Accumulated other comprehensive income (loss): | | |
| Minimum pension liability, net of taxes | (14,765) | (15,261) |
| Total accumulated other comprehensive income (loss) | (14,765) | (15,261) |
| Treasury stock | (82,521) | (80,728) |
| Total shareholders' equity | 255,980 | 251,355 |
| Total liabilities and shareholders' equity | \$ 325,900 | \$ 324,285 |

See accompanying notes to consolidated financial statements.

ENNIS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except share and per share amounts)

| | Three months ended | | Six months ended | |
|---|--------------------|------------|------------------|------------|
| | August 31, | | August 31, | |
| | 2017 | 2016 | 2017 | 2016 |
| Net sales | \$94,887 | \$91,246 | \$189,477 | \$181,656 |
| Cost of goods sold | 64,100 | 64,208 | 128,771 | 127,924 |
| Gross profit margin | 30,787 | 27,038 | 60,706 | 53,732 |
| Selling, general and administrative | 17,096 | 16,057 | 34,468 | 32,128 |
| (Gain) loss from disposal of assets | 48 | (4) | 63 | 2 |
| Income from operations | 13,643 | 10,985 | 26,175 | 21,602 |
| Other income (expense) | | | | |
| Interest expense | (204) | (231) | (394) | (233) |
| Other, net | 117 | 11 | 130 | 4 |
| | (87) | (220) | (264) | (229) |
| Earnings from continuing operations before income taxes | 13,556 | 10,765 | 25,911 | 21,373 |
| Provision for income taxes | 5,016 | 3,981 | 9,587 | 7,906 |
| Earnings from continuing operations | 8,540 | 6,784 | 16,324 | 13,467 |
| Income from discontinued operations, net of tax | — | — | — | 2,481 |
| Loss on sale of discontinued operations, net of tax | — | — | — | (26,042) |
| Loss from discontinued operations, net of tax | — | — | — | (23,561) |
| Net earnings (loss) | \$8,540 | \$6,784 | \$16,324 | \$(10,094) |
| Weighted average common shares outstanding | | | | |
| Basic | 25,342,747 | 25,893,218 | 25,388,292 | 25,847,051 |
| Diluted | 25,366,001 | 25,910,375 | 25,405,863 | 25,868,799 |
| Earnings (loss) per share - basic and diluted | | | | |
| Continuing operations | \$0.34 | \$0.26 | \$0.64 | \$0.52 |
| Discontinued operations | \$— | \$— | \$— | \$(0.91) |
| Net earnings (loss) | \$0.34 | \$0.26 | \$0.64 | \$(0.39) |
| Cash dividends per share | \$0.20 | \$1.675 | \$0.375 | \$1.85 |

See accompanying notes to consolidated financial statements.

ENNIS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Dollars in thousands)

| | Three months ended August 31, | | Six months ended August 31, | |
|--|-------------------------------------|---------|--------------------------------|------------|
| | 2017 | 2016 | 2017 | 2016 |
| Net earnings (loss) | \$8,540 | \$6,784 | \$16,324 | \$(10,094) |
| Foreign currency translation adjustment, net of deferred taxes | — | — | — | 9,940 |
| Adjustment to pension, net of deferred taxes | 248 | — | 496 | — |
| Comprehensive income (loss) | \$8,788 | \$6,784 | \$16,820 | \$(154) |

See accompanying notes to consolidated financial statements.

ENNIS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Dollars in thousands, except share and per share amounts)

| | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock Shares | Treasury Stock Amount | Total |
|--|------------------------|------------------------|----------------------------------|----------------------|---|--------------------------|--------------------------|-----------|
| Balance March 1, 2017 | 30,053,443 | \$75,134 | \$121,525 | \$150,685 | \$ (15,261) | (4,686,821) | \$(80,728) | \$251,355 |
| Net earnings | — | — | — | 16,324 | — | — | — | 16,324 |
| Adjustment to pension, net of deferred tax of \$304 | — | — | — | — | 496 | — | — | 496 |
| Dividends paid (\$0.375 per share) | — | — | — | (9,552) | — | — | — | (9,552) |
| Stock based compensation | — | — | 667 | — | — | — | — | 667 |
| Exercise of stock options and restricted stock | — | — | (1,517) | — | — | 88,105 | 1,517 | — |
| Stock repurchases | — | — | — | — | — | (191,033) | (3,310) | (3,310) |
| Balance August 31, 2017 | 30,053,443 | \$75,134 | \$120,675 | \$157,457 | \$ (14,765) | (4,789,749) | \$(82,521) | \$255,980 |

See accompanying notes to consolidated financial statements.

ENNIS, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

| | Six months ended August 31, | |
|---|--------------------------------|-------------|
| | 2017 | 2016 |
| Cash flows from operating activities: | | |
| Net earnings (loss) | \$ 16,324 | \$(10,094) |
| Adjustments to reconcile net earnings (loss) to net cash provided by operating activities: | | |
| Depreciation | 3,996 | 4,002 |
| Amortization of deferred finance charges | 57 | 9 |
| Amortization of intangible assets | 3,077 | 2,321 |
| Pre-tax loss on sale of discontinued operations | — | 36,775 |
| Operating cash flows of discontinued operations | — | 538 |
| Loss from disposal of assets | 63 | 2 |
| Bad debt expense, net of recoveries | (248) | 103 |
| Stock based compensation | 667 | 679 |
| Changes in operating assets and liabilities, net of the effects of acquisitions: | | |
| Accounts receivable | (555) | (426) |
| Prepaid expenses and income taxes | (126) | (4,199) |
| Inventories | (1,182) | (373) |
| Other assets | 67 | (281) |
| Accounts payable and accrued expenses | (4,122) | (1,265) |
| Other liabilities | 358 | 9 |
| Liability for pension benefits | 800 | 1,278 |
| Net cash provided by operating activities | 19,176 | 29,078 |
| Cash flows from investing activities: | | |
| Capital expenditures | (1,590) | (927) |
| Purchase of businesses, net of cash acquired | (1,350) | (907) |
| Proceeds from sale of discontinued operations | — | 107,354 |
| Investing cash flows of discontinued operations | — | (279) |
| Proceeds from disposal of plant and property | 25 | 12 |
| Net cash provided by (used in) investing activities | (2,915) | 105,253 |
| Cash flows from financing activities: | | |
| Repayment of debt | — | (10,000) |
| Dividends | (9,552) | (48,187) |
| Purchase of treasury stock | (3,310) | (1,786) |
| Proceeds from exercise of stock options | — | 2,910 |
| Net cash used in financing activities | (12,862) | (57,063) |
| Net change in cash and cash equivalents | 3,399 | 77,268 |
| Cash and cash equivalents at beginning of period | 80,466 | 7,957 |
| Cash and cash equivalents at end of period | \$ 83,865 | \$ 85,225 |

See accompanying notes to consolidated financial statements.

8

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

1. Significant Accounting Policies and General Matters

Basis of Presentation

These unaudited consolidated financial statements of Ennis, Inc. and its subsidiaries (collectively referred to as the “Company,” “Registrant,” “Ennis,” or “we,” “us,” or “our”) for the period ended August 31, 2017 have been prepared in accordance with generally accepted accounting principles for interim financial reporting. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended February 28, 2017, from which the accompanying consolidated balance sheet at February 28, 2017 was derived. All intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all adjustments considered necessary for a fair presentation of the interim financial information have been included and are of a normal recurring nature. In preparing the financial statements, the Company is required to make estimates and assumptions that affect the disclosure and reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company evaluates these estimates and judgments on an ongoing basis, including those related to bad debts, inventory valuations, property, plant and equipment, intangible assets, pension plan, accrued liabilities, and income taxes. The Company bases estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. The results of operations for any interim period are not necessarily indicative of the results of operations for a full year.

On May 25, 2016, the Company sold Alstyle Apparel, LLC and its subsidiaries, which constituted the Company’s apparel segment (the “Apparel Segment”), to Gildan Activewear Inc. As a result of this action, the current year and prior year disclosures reflect these operations as discontinued operations and prior year financial information has been restated to reflect this accounting treatment.

Recent Accounting Pronouncements

In January 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2017-04, Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment (“ASU 2017-04”), which simplifies how an entity is required to measure goodwill impairment. The amendments in ASU 2017-04 require that goodwill impairment will be measured using the difference between the carrying amount and the fair value of the reporting unit and the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendments in ASU 2017-04 should be applied on a prospective basis and are effective for annual or any interim goodwill impairment tests in annual reporting periods beginning after December 15, 2019. The Company adopted ASU 2017-04 on June 1, 2017, which had no impact on the Company’s consolidated financial statements at the time of adoption.

In March 2016, the FASB issued ASU No. 2016-09, Compensation-Stock Compensation (Topic 718) (“ASU 2016-09”), which makes several modifications to the accounting for employee share-based payment transactions, including the requirement to recognize the income tax effects of awards that vest or settle as income tax expense. The amendments

in ASU 2016-09 also clarify the presentation of certain components of share-based awards in the statement of cash flows. ASU 2016-09 is effective for annual reporting periods beginning after December 15, 2016. The Company adopted ASU 2016-09 in fiscal year 2018 beginning in March of 2017. The adoption of ASU 2016-09 did not have a material impact on the Company's consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02"), which requires lessees to put most leases on the balance sheet but recognize expense on the income statement in a manner similar to current accounting. For lessors, ASU 2016-02 also modifies the classification criteria and the accounting for sales-type and direct financing leases. The standard requires a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements and is effective in the first quarter of fiscal year 2019. Early adoption of ASU 2016-02 is permitted. The Company is currently evaluating the impact the adoption of ASU 2016-02 will have on its consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"), which institutes a number of modifications to the reporting of financial assets and liabilities. These modifications include: (i) measurement of non-equity method assets and liabilities at fair value, with changes to fair value recognized through net income, (ii) performance of qualitative impairment assessments of equity investments without readily determinable fair values at each reporting period, (iii) elimination of the requirement to disclose methods and significant assumptions used in calculating the fair value of financial instruments measured at amortized cost, (iv) measurement of

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

the fair value of financial instruments measured at amortized cost using the exit price notion consistent with Topic 820, Fair Value Measurement, (v) separate presentation in other comprehensive income of the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk, (vi) separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and (vii) evaluation of the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. This ASU is effective for financial statements issued with fiscal years beginning after December 15, 2017, including interim periods within that reporting period. The Company is currently evaluating the impact the adoption of ASU 2016-01 will have on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. ASU 2014-09 supersedes most existing revenue recognition guidance in U.S. GAAP. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date ("ASU 2015-14"), which defers the effective date of ASU 2014-09 to March 1, 2018 for the Company. Early adoption of ASU 2014-09 became permitted in the first quarter of fiscal year 2017. The Company expects to adopt ASU 2014-09 in the first quarter of fiscal year 2019. The guidance permits the use of either the retrospective or cumulative effect transition method. We have not yet selected a transition method, and we continue to evaluate the effect that the updated standard will have on our consolidated financial condition, results of operations and cash flows; however, we do not expect adoption of the guidance to have a material impact on our financial results. We primarily earn our revenue by made to order business forms, as required by our customers primarily through purchase orders. We generally do not have significant customer contracts and do not provide post-delivery services. As such, adoption of the new guidance is not expected to result in a significant change in the amount of revenue recognized or the timing of when such revenue is recognized.

2. Accounts Receivable and Allowance for Doubtful Receivables

Accounts receivable are reduced by an allowance for an estimate of amounts that are uncollectible. Substantially all of the Company's receivables are due from customers in the United States. The Company extends credit to its customers based upon its evaluation of the following factors: (i) the customer's financial condition, (ii) the amount of credit the customer requests, and (iii) the customer's actual payment history (which includes disputed invoice resolution). The Company does not typically require its customers to post a deposit or supply collateral. The Company's allowance for doubtful receivables is based on an analysis that estimates the amount of its total customer receivable balance that is not collectible. This analysis includes assessing a default probability to customers' receivable balances, which is influenced by several factors including (i) current market conditions, (ii) periodic review of customer creditworthiness, and (iii) review of customer receivable aging and payment trends.

The Company writes off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance in the period the payment is received. Credit losses from continuing operations have consistently been within management's expectations.

The following table presents the activity in the Company's allowance for doubtful receivables (in thousands):

| | Three months ended August 31, | | Six months ended August 31, | |
|-------------------------------------|-------------------------------------|---------|-----------------------------------|---------|
| | 2017 | 2016 | 2017 | 2016 |
| Balance at beginning of period | \$1,442 | \$1,787 | \$1,674 | \$2,041 |
| Bad debt expense, net of recoveries | (82) | 101 | (248) | 103 |
| Accounts written off | (42) | (68) | (108) | (324) |
| Balance at end of period | \$1,318 | \$1,820 | \$1,318 | \$1,820 |

3. Inventories

The Company uses the lower of last-in, first-out (“LIFO”) cost or market to value certain of its business forms inventories and the lower of first-in, first-out (“FIFO”) cost or market to value its remaining forms inventories. The Company regularly reviews inventories on hand, using specific aging categories, and writes down the carrying value of its inventories for excess and potentially obsolete inventories based on historical usage and estimated future usage. In assessing the ultimate realization of its inventories, the Company is required to make judgments as to future demand requirements. As actual future demand or market conditions may vary from those projected by the Company, adjustments to inventories may be required.

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

The following table summarizes the components of inventories at the different stages of production as of the dates indicated (in thousands):

| | August 31, 2017 | February 28, 2017 |
|-----------------|-----------------------|----------------------|
| Raw material | \$ 16,696 | \$ 16,130 |
| Work-in-process | 3,676 | 3,199 |
| Finished goods | 8,856 | 8,636 |
| | \$ 29,228 | \$ 27,965 |

4. Acquisitions

On July 7, 2017, the Company acquired the assets of a tag operation located in Ohio, for \$1.4 million in cash plus the assumption of certain accrued liabilities. Management considers this acquisition immaterial.

On January 27, 2017, the Company completed the acquisition of Independent Printing Company, Inc. and its related entities (collectively "Independent") for \$17.7 million in cash consideration, in a stock purchase transaction. Independent has 4 locations in Wisconsin, with its main facility located in DePere, Wisconsin. The business produces presentation folders, checks, wide format and commercial printing. Independent, which generated approximately \$37.0 million in unaudited sales during calendar year 2016, will continue to operate under its respective brand names. Independent sells mainly through distributors and resellers. The Company will now have 4 folder facilities in Michigan, Kansas, California and Wisconsin, as well as wide format capabilities in Colorado and Wisconsin.

The following is a summary of the final purchase price allocations for Independent (in thousands):

| | |
|--|-----------|
| Accounts receivable | \$4,252 |
| Inventories | 1,539 |
| Other assets | 575 |
| Property, plant & equipment | 5,526 |
| Customer lists | 3,390 |
| Trademarks | 2,408 |
| Goodwill | 6,066 |
| Accounts payable and accrued liabilities | (6,079) |
| | \$ 17,677 |

Edgar Filing: ENNIS, INC. - Form 10-Q

The results of operations for Independent are included in the Company's consolidated financial statements from the date of acquisition. The following table represents certain operating information on a pro forma basis as though all Independent operations had been acquired as of March 1, 2016, after the estimated impact of adjustments such as amortization of intangible assets, interest expense, interest income, and related tax effects (in thousands, except per share amounts):

| | Three months ended August 31, 2016 | Six months ended August 31, 2016 |
|--|---------------------------------------|-------------------------------------|
| Pro forma net sales | \$ 100,389 | \$ 199,942 |
| Pro forma net earnings | 7,034 | 13,967 |
| Pro forma earnings per share - diluted | 0.27 | 0.54 |

The pro forma results are not necessarily indicative of what would have occurred if the acquisitions had been in effect for the periods presented.

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

5. Discontinued Operations

On May 25, 2016 the Company sold its Apparel Segment to Gildan Activewear Inc. for an all-cash purchase price of \$110.0 million, subject to a working capital adjustment, customary indemnification arrangements, and the other terms of the Unit Purchase Agreement dated May 4, 2016.

The operating results of these discontinued operations only reflect revenues and expenses that are directly attributable to the Apparel Segment and that have been eliminated from continuing operations. The following tables show the key components on the sale and discontinued operations related to the Apparel Segment that was completed on May 25, 2016 (in thousands):

| | |
|---|-------------|
| Sales price | \$ 110,000 |
| Carrying value of disposed business | (130,174) |
| Expenses related to sales (1) | (4,365) |
| Loss on sale before write-off of foreign currency translation adjustment | (24,539) |
| Write-off of foreign currency translation adjustments recorded in other comprehensive income | (16,109) |
| Loss on sale of sale of discontinued operations | \$(40,648) |

(1) Includes the termination fee, in the amount of \$3.0 million, paid as a result of the termination of a prior purchase agreement for the sale of the Apparel Segment to Alstyle Operations, LLC.

| | Six months ended August 31, 2016 |
|---|-------------------------------------|
| Net sales | \$ 41,038 |
| Income from discontinued operations before income taxes | 3,873 |
| Loss on sale of discontinued operations before income taxes | (40,648) |
| Loss on discontinued operations before income taxes | (36,775) |
| Income tax benefit | (13,214) |
| Net loss from discontinued operations | \$ (23,561) |

6. Goodwill and Intangible Assets

Beginning March 1, 2017, given the general declining trend line of print sales, and its expected continuance into the foreseeable future, the Company elected to treat the recorded value of trademarks/trade names as no longer being an indefinite-lived asset. As such, as of March 1, 2017, the Company began amortizing the carrying value of these assets

over their estimated remaining useful life, approximately 17 - 19 years. The amortization expense associated with this election is expected to impact the Company's selling, general and administrative expense line by approximately \$830,000 during fiscal year 2018.

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

The carrying amount and accumulated amortization of the Company's intangible assets at each balance sheet date are as follows (in thousands):

| | Weighted Average Remaining Life (in years) | Gross Carrying Amount | Accumulated Amortization | Net |
|---|--|-----------------------------|-----------------------------|-----------|
| As of August 31, 2017 | | | | |
| Amortized intangible assets | | | | |
| Trademarks and trade names | 16.4 | \$ 19,625 | \$ 1,809 | \$ 17,816 |
| Customer lists | 8.5 | 58,040 | 23,742 | 34,298 |
| Noncompete | 0.3 | 175 | 116 | 59 |
| Patent | 0.5 | 783 | 721 | 62 |
| Total | 11.2 | \$ 78,623 | \$ 26,388 | \$ 52,235 |
| As of February 28, 2017 | | | | |
| Amortized intangible assets | | | | |
| Trademarks and trade names | 8.0 | \$ 3,642 | \$ 1,234 | \$ 2,408 |
| Customer lists | 8.9 | 57,347 | 21,336 | 36,011 |
| Noncompete | 0.8 | 175 | 86 | 89 |
| Patent | 1.0 | 783 | 655 | 128 |
| Total | 8.8 | \$ 61,947 | \$ 23,311 | \$ 38,636 |
| August 31, 2017 | | | | |
| Non-amortizing intangible assets | | | | |
| Trademarks and trade names | | \$ — | \$ 15,291 | |

Aggregate amortization expense for the six months ended August 31, 2017 and August 31, 2016 was \$3.1 million and \$2.3 million, respectively.

The Company's estimated amortization expense for the next five fiscal years ending in February of the stated fiscal year is as follows (in thousands):

| | |
|------|----------|
| 2018 | \$ 5,992 |
| 2019 | 5,558 |

| | |
|------|-------|
| 2020 | 5,476 |
| 2021 | 5,406 |
| 2022 | 5,363 |

Changes in the net carrying amount of goodwill as of the dates indicated are as follows (in thousands):

| | |
|---------------------------------|----------|
| Balance as of March 1, 2016 | \$64,537 |
| Goodwill acquired | 6,066 |
| Goodwill impairment | — |
| Balance as of February 28, 2017 | 70,603 |
| Goodwill acquired | — |
| Goodwill impairment | — |
| Balance as of August 31, 2017 | \$70,603 |

During the fiscal year ended February 28, 2017, \$6.1 million was added to goodwill related to the acquisition of Independent.

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

7. Other Accrued Expenses

The following table summarizes the components of other accrued expenses as of the dates indicated (in thousands):

| | August 31, 2017 | February 28, 2017 |
|---|-----------------------|----------------------|
| Accrued taxes | \$42 | \$ 329 |
| Accrued legal and professional fees | 441 | 414 |
| Accrued interest | 176 | 98 |
| Accrued utilities | 90 | 90 |
| Accrued acquisition related obligations | 792 | 789 |
| Accrued credit card fees | 122 | 119 |
| Other accrued expenses | 87 | 187 |
| | \$1,750 | \$ 2,026 |

8. Long-Term Debt

Long-term debt consisted of the following as of the dates indicated (in thousands):

| | August 31, 2017 | February 28, 2017 |
|---------------------------|-----------------------|----------------------|
| Revolving credit facility | \$30,000 | \$ 30,000 |

The Company has entered into a Second Amended and Restated Credit Agreement, which has been amended from time to time, pursuant to which a credit facility has been extended to the Company (the "Credit Facility") until August 11, 2020 that provides the Company and its subsidiaries with up to \$100.0 million in revolving credit, as well as a \$20.0 million sublimit for the issuance of letters of credit and a \$15.0 million sublimit for swing-line loans. Under the Credit Facility, the Company or any of its subsidiaries also can request up to three increases in the aggregate commitments in an aggregate amount not to exceed \$50.0 million. Under the Credit Facility: (i) the Company's net leverage ratio may not exceed 3.00:1.00, (ii) the Company's fixed charge coverage ratio may not be less than 1.25:1.00, and (iii) the Company may make dividends or distributions to shareholders so long as (a) no event of default has occurred and is continuing and (b) the Company's net leverage ratio both before and after giving effect to any such dividend or distribution is equal to or less than 2.50:1.00. As of August 31, 2017, the Company was in compliance with all terms and conditions of the Credit Facility.

The Credit Facility bears interest at the LIBOR rate plus a spread ranging from 1.0% to 2.0%, which rate was 2.3% (3 month LIBOR + 1.0%) at August 31, 2017 and 1.86% (2 month LIBOR + 1.0%) at February 28, 2017. The rate is determined by our fixed charge coverage ratio of total funded debt to earnings before interest, taxes, depreciation and amortization (“EBITDA”). As of August 31, 2017, we had \$30.0 million of borrowings under the revolving credit line and \$1.2 million outstanding under standby letters of credit arrangements, leaving approximately \$68.8 million available in borrowing capacity. The Credit Facility is secured by substantially all of our assets (other than real property), as well as all capital securities of each of our subsidiaries.

9. Shareholders' Equity

The Board has authorized the repurchase of up to an aggregate of \$40.0 million of the Company's outstanding common stock through a stock repurchase program. Under the repurchase program, share purchases may be made from time to time in the open market or through privately negotiated transactions depending on market conditions, share price, trading volume and other factors. Such purchases, if any, will be made in accordance with applicable insider trading and other securities laws and regulations. These repurchases may be commenced or suspended at any time or from time to time without prior notice.

During the six months ended August 31, 2017 the Company, under the program, repurchased 191,033 shares of common stock at an average price of \$17.33 per share. Since the program's inception in October 2008, there have been 1,442,236 common shares repurchased at an average price of \$14.99 per share. As of August 31, 2017 there was \$18.4 million available to repurchase shares of the Company's common stock under the program.

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

10. Stock Option Plan and Stock Based Compensation

The Company grants stock options and restricted stock to key executives and managerial employees and non-employee directors. At August 31, 2017, the Company had one stock option plan, the 2004 Long-Term Incentive Plan of Ennis, Inc., as amended and restated as of June 30, 2011, formerly the 1998 Option and Restricted Stock Plan amended and restated as of May 14, 2008 (the "Plan"). The Company has 529,408 shares of unissued common stock reserved under the Plan for issuance as of August 31, 2017. The exercise price of each stock option granted under the Plan equals a referenced price of the Company's common stock as reported on the New York Stock Exchange on the date of grant, and an option's maximum term is ten years. Stock options and restricted stock may be granted at different times during the year and vest ratably over various periods, from grant date up to five years. The Company uses treasury stock to satisfy option exercises and restricted stock awards.

The Company recognizes compensation expense for stock options and restricted stock grants on a straight-line basis over the requisite service period. For the three months ended August 31, 2017 and August 31, 2016, the Company included compensation expense related to share-based compensation of \$0.4 million (\$0.2 million net of tax), and \$0.4 million (\$0.2 million net of tax), respectively, in selling, general, and administrative expenses. For the six months ended August 31, 2017 and August 31, 2016, the Company included compensation expense related to share-based compensation of \$0.7 million (\$0.4 million net of tax), and \$0.7 million (\$0.4 million net of tax), respectively, in selling, general, and administrative expenses.

Stock Options

The Company had the following stock option activity for the six months ended August 31, 2017:

| | Number of Shares (exact quantity) | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life (in years) | Aggregate Intrinsic Value(a) (in thousands) |
|--------------------------------|---|--|--|--|
| Outstanding at March 1, 2017 | 172,496 | \$ 15.95 | 4.2 | \$ 223 |
| Granted | — | — | | |
| Terminated | — | — | | |
| Exercised | — | — | | |
| Outstanding at August 31, 2017 | 172,496 | \$ 15.95 | 3.7 | \$ 543 |
| Exercisable at August 31, 2017 | 170,880 | \$ 15.97 | 3.7 | \$ 534 |

(a) Intrinsic value is measured as the excess of fair market value of the Company's common stock as reported on the New York Stock Exchange over the applicable exercise price.

No stock options were granted during the six months ended August 31, 2017 and August 31, 2016.

Edgar Filing: ENNIS, INC. - Form 10-Q

A summary of the stock options exercised and tax benefits realized from stock based compensation is presented below (in thousands):

| | Three months ended August 31, 2017 | 2016 | Six months ended August 31, 2017 | 2016 |
|-----------------------------|---|------|---|---------|
| Total cash received | \$ — | \$ — | \$ — | \$2,910 |
| Income tax benefits | — | — | — | — |
| Total grant-date fair value | — | — | — | 532 |
| Intrinsic value | — | — | — | 969 |

15

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

A summary of the Company's unvested stock options at August 31, 2017 and the changes during the six months ended August 31, 2017 are presented below:

| | Number of Options | Weighted Average Grant Date Fair Value |
|-----------------------------|-------------------------|---|
| Unvested at March 1, 2017 | 5,073 | \$ 2.41 |
| New grants | — | — |
| Vested | (3,457) | 2.48 |
| Forfeited | — | — |
| Unvested at August 31, 2017 | 1,616 | \$ 2.24 |

As of August 31, 2017, there was approximately \$1,400 of unrecognized compensation cost related to unvested stock options granted under the Plan. The weighted average remaining requisite service period of the unvested stock options was 0.6 years.

Restricted Stock

The Company had the following restricted stock grant activity for the six months ended August 31, 2017:

| | Number of Shares | Weighted Average Grant Date Fair Value |
|--------------------------------|------------------------|---|
| Outstanding at March 1, 2017 | 166,546 | \$ 16.35 |
| Granted | 74,900 | 16.30 |
| Terminated | — | — |
| Vested | (88,105) | 15.91 |
| Outstanding at August 31, 2017 | 153,341 | \$ 16.58 |

As of August 31, 2017, the total remaining unrecognized compensation cost related to unvested restricted stock granted under the Plan was approximately \$2.1 million. The weighted average remaining requisite service period of the unvested restricted stock awards was 1.9 years.

11. Pension Plan

The Company and certain subsidiaries have a noncontributory defined benefit retirement plan (the “Pension Plan”), covering approximately 20% of aggregate employees. Benefits are based on years of service and the employee’s average compensation for the highest five compensation years preceding retirement or termination.

Pension expense is composed of the following components included in cost of goods sold and selling, general, and administrative expenses in the Company’s consolidated statements of earnings (in thousands):

| | Three months ended | | Six months ended | |
|---|--------------------|-------|------------------|---------|
| | August 31, 2017 | 2016 | August 31, 2017 | 2016 |
| Components of net periodic benefit cost | | | | |
| Service cost | \$270 | \$292 | \$541 | \$583 |
| Interest cost | 567 | 593 | 1,135 | 1,186 |
| Expected return on plan assets | (948) | (916) | (1,897) | (1,832) |
| Amortization of: | | | | |
| Unrecognized net loss | 511 | 670 | 1,021 | 1,341 |
| Net periodic benefit cost | \$400 | \$639 | \$800 | \$1,278 |

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

The Company is required to make contributions to the Pension Plan. These contributions are required under the minimum funding requirements of ERISA. Due to the enactment of the Highway and Transportation Funding Act (HATFA) in August 2014, plan sponsors can calculate the discount rate used to measure the Pension Plan liability using a 25-year average of interest rates plus or minus a corridor. The Company's minimum required contribution to the Pension Plan is zero for the Pension Plan year ending February 28, 2018. However, the Company expects to make a cash contribution to the Pension Plan of between \$2.0 million and \$3.0 million during fiscal year 2018. The Company contributed \$3.0 million to the Pension Plan during fiscal year 2017.

12. Earnings (loss) per Share

Basic earnings (loss) per share have been computed by dividing net earnings by the weighted average number of common shares outstanding during the applicable period. Diluted earnings (loss) per share reflect the potential dilution that could occur if stock options or other contracts to issue common shares were exercised or converted into common stock.

For the three and six months ended August 31, 2017, 42,500 and 95,692 shares, respectively, related to stock options were not included in the diluted earnings per share computation because the exercise price exceeded the average fair market value of the Company's stock. For the three months ended August 31, 2016, 42,500 shares related to stock options were not included in the diluted earnings per share computation because the exercise price exceeded the average fair market value of the Company's stock. For the six months ended August 31, 2016, all options were included in the diluted earnings (loss) per share computation because their average fair market value exceeded the exercise price of the Company's stock. The following table sets forth the computation for basic and diluted earnings (loss) per share for the periods indicated:

| | Three months ended August 31, | | Six months ended August 31, | |
|--|----------------------------------|------------|--------------------------------|------------|
| | 2017 | 2016 | 2017 | 2016 |
| Basic weighted average common shares outstanding | 25,342,747 | 25,893,218 | 25,388,292 | 25,847,051 |
| Effect of dilutive options | 23,254 | 17,157 | 17,571 | 21,748 |
| Diluted weighted average common shares outstanding | 25,366,001 | 25,910,375 | 25,405,863 | 25,868,799 |
| Earnings (loss) per share - basic and diluted | | | | |
| Earnings per share on continuing operations | \$0.34 | \$0.26 | \$0.64 | \$0.52 |
| Earnings per share on discontinued operations | — | — | — | 0.10 |
| Loss per share on sale of discontinued operations | — | — | — | (1.01) |
| Loss on discontinued operations | — | — | — | (0.91) |
| Net earnings (loss) | \$0.34 | \$0.26 | \$0.64 | \$(0.39) |
| Cash dividends | \$0.20 | \$1.675 | \$0.375 | \$1.85 |

ENNIS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED AUGUST 31, 2017

13. Concentrations of Risk

Financial instruments that potentially subject the Company to a concentration of credit risk principally consist of cash and trade receivables. Cash is placed with high-credit quality financial institutions. The Company believes its credit risk with respect to trade receivables is limited due to industry and geographic diversification. As disclosed on the Consolidated Balance Sheets, the Company maintains an allowance for doubtful receivables to cover the Company's estimate of credit losses associated with accounts receivable.

The Company, for quality and pricing reasons, purchases its paper products from a limited number of suppliers. While other sources may be available to the Company to purchase these products, they may not be available at the cost or at the quality the Company has come to expect.

For the purposes of the Consolidated Statements of Cash Flows, the Company considers cash to include cash on hand and in bank accounts. The Federal Deposit Insurance Corporation insures accounts up to \$250,000. At August 31, 2017, cash balances included \$84.1 million that was not federally insured because it represented amounts in individual accounts above the federally insured limit for each such account. This at-risk amount is subject to fluctuation on a daily basis. While management does not believe there is significant risk with respect to such deposits, we cannot be assured that we will not experience losses on our deposits.

14. Subsequent Events

On September 22, 2017, the Board declared a quarterly cash dividend of 20 cents per share, which will be paid on November 10, 2017 to the shareholders of record on October 13, 2017.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

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

Overview

Ennis, Inc. (formerly Ennis Business Forms, Inc.) ("we" or the "Company") was organized under the laws of Texas in 1909. The Company and its subsidiaries print and manufacture a broad line of business forms and other business products. We distribute business products and forms throughout the United States primarily through independent dealers. This distributor channel encompasses independent print distributors, commercial printers, direct mail, fulfillment companies, payroll and accounts payable software companies, and advertising agencies, among others. We also sell products to many of our competitors to satisfy their customers' needs.

On January 27, 2017, we completed the acquisition of Independent Printing Company, Inc. and its related entities (collectively "Independent") for \$17.7 million in cash consideration, in a stock purchase transaction. Independent has 4 locations in Wisconsin, with its main facility located in DePere, Wisconsin. The business produces presentation folders, checks, wide format and commercial printing. Independent, which generated approximately \$37.0 million in unaudited sales during calendar year 2016, will continue to operate under its brand names. Independent sells mainly through distributors and resellers. With this acquisition, we now have 4 folder facilities located in Michigan, Kansas, California and Wisconsin, as well as wide format capabilities in Colorado and Wisconsin.

On May 25, 2016 the Company sold its apparel operations conducted by Alstyle Apparel, LLC and its subsidiaries (the "Apparel Segment") to Gildan Activewear Inc. for an all-cash purchase price of \$110.0 million, subject to a working capital adjustment, customary indemnification arrangements, and the other terms of the Unit Purchase Agreement dated May 4, 2016.

During the fourth quarter of fiscal year 2016, we moved our folder operations from Omaha, Nebraska to Columbus, Kansas, due to the landlord's desire to sell the facility. The move and inefficiencies associated with starting-up and training new employees had a negative impact on revenues and operational margins over the first half of fiscal year 2017. However, during the second half of fiscal year 2017 we saw a turnaround and the operations were marginally profitable. We expect these operations to be even more profitable during this fiscal year. In addition, our medical claims during fiscal year 2017 exceeded historical levels, which resulted in us incurring an additional \$4.3 million in increased medical charges that had a negative impact on our earnings. To mitigate further medical charges, we implemented a new cost reimbursement program, as well as other changes to our health plan, as of the start of the calendar year 2017. Initial indications through the first half of fiscal year 2018 have been positive. While we are still in the early stages of this program and actual cost savings may vary from anticipated levels, we continue to believe that our future medical claims expenses will trend more in line with historical levels.

Business Overview

Our management believes we are the largest provider of business forms, pressure-seal forms, labels, tags, envelopes, and presentation folders to independent distributors in the United States.

We are in the business of manufacturing, designing, and selling business forms and other printed business products primarily to distributors located in the United States. We operate 59 manufacturing plants throughout the United

States in 21 strategically located states. Approximately 95% of the business products manufactured are custom and semi-custom products, constructed in a wide variety of sizes, colors, number of parts, and quantities on an individual job basis, depending upon the customers' specifications.

The products sold include snap sets, continuous forms, laser cut sheets, tags, labels, envelopes, integrated products, jumbo rolls and pressure sensitive products in short, medium and long runs under the following labels: Ennis®, Royal Business Forms®, Block Graphics®, Specialized Printed Forms®, 360° Custom LabelsSM, ColorWorx®, Enfusion®, Uncompromised Check Solutions®, VersaSeal®, Ad ConceptsSM, FormSource LimitedSM, Star Award Ribbon Company®, Witt Printing®, B&D Litho®, Genforms®, PrintGraphicsSM, Calibrated Forms®, PrintXcelSM, Printegra®, Curtis Business FormsSM, Falcon Business FormsSM, Forms ManufacturersSM, Mutual GraphicsSM, TRI-C Business FormsSM, Major Business SystemsSM, and Hoosier Data Forms®. We also sell the Adams McClure® brand (which provides Point of Purchase advertising for large franchise and fast food chains, as well as kitting and fulfillment); the Admore® and Folder Express® brands (which provide presentation folders and document folders); Ennis Tag & LabelSM (which provides custom printed, high performance labels and custom and stock tags); Atlas Tag & Label®, Kay Toledo TagSM, and Special Service PartnersSM (SSP) (which provides custom and stock tags and labels); Trade Envelopes®, Block Graphics®, Wisco®, and National Imprint Corporation® (which provide custom and imprinted envelopes) and Northstar® and General Financial Supply® (which provide financial and security documents).

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

We sell predominantly through private printers and independent distributors, as well as to many of our competitors. Northstar also sells direct to a small number of customers, generally large banking organizations (where a distributor is not acceptable or available to the end-user). Adams McClure also sells direct to a small number of customers, where sales are generally through advertising agencies.

The printing industry generally sells its products either through sales made predominantly to end users, a market dominated by a few large manufacturers, such as R.R. Donnelley and Sons, Staples, Inc., Standard Register Co. (a subsidiary of Taylor Corporation), and Cenveo, Inc., or, like the Company, through a variety of independent distributors and distributor groups. While it is not possible, because of the lack of adequate public statistical information, to determine the Company's share of the total business products market, management believes the Company is the largest producer of business forms, pressure-seal forms, labels, tags, envelopes, and presentation folders in the United States distributing primarily through independent dealers.

There are a number of competitors that operate in this segment, ranging in size from single employee-owned operations to multi-plant organizations. We believe our strategic locations and buying power permit us to compete on a favorable basis within the distributor market on competitive factors, such as service, quality, and price.

Distribution of business forms and other business products throughout the United States is primarily done through independent dealers, including business forms distributors, resellers, direct mail, commercial printers, payroll and accounts payable software companies, and advertising agencies.

Raw materials principally consist of a wide variety of weights, widths, colors, sizes, and qualities of paper for business products purchased from generally one major supplier at favorable prices based on the volume of business.

Business products usage in the printing industry is generally not seasonal. General economic conditions and contraction of the traditional business forms industry are the predominant factors in quarterly volume fluctuations.

Business Challenges

We are engaged in an industry undergoing significant changes, including consolidation of some of our traditional channels, product obsolescence, and expansion of commodity materials to our competition, as well as cheaper material imports due to the strong dollar. Technology advances have made electronic distribution of documents, internet hosting, digital printing and print-on-demand valid, cost-effective alternatives to traditional custom-printed documents and customer communications. Improved equipment has become more accessible to our competitors due to the continued low interest rate environment. We face highly competitive conditions throughout the supply chain in an already over-supplied, price-competitive print industry. The challenges of our business include the following:

Transformation of our portfolio of products – While traditional business documents are essential in order to conduct business, many are being replaced through the use of cheaper paper grades or imported paper, or devalued with advances in digital technologies, causing steady declines in demand for a portion of our current product line. Transforming our product offerings in order to continue to provide innovative, valuable solutions through lower labor and fixed charges to our customers on a proactive basis will require us to make investments in new and existing technology and to develop key strategic business relationships, such as print-on-demand services and product

offerings that assist customers in their transition to digital business environments. In addition, we will continue to look for new market opportunities and niches through acquisitions, such as the addition of our envelope offerings, tag offerings, folder offerings, healthcare wristbands, secure document solutions, innovative in-mold label offerings and long-run integrated products with high color web printing, which provide us with an opportunity for growth and differentiate us from our competition.

Excess production capacity and price competition within our industry – Due to the number of paper mills worldwide, some paper pricing has been and is expected to remain fairly weak. The strong dollar has attracted cheaper material into the United States notwithstanding the trade tariffs imposed, which has impaired the price advantage larger suppliers have held over smaller competitors. We will continue to focus our efforts on effectively managing and controlling our product costs to minimize these effects on our operational results, primarily through the use of forecasting, production and costing models, as well as working closely with our domestic suppliers to reduce our procurement costs. We will continue to look for ways to reduce as well as leverage our fixed costs. As always, some of these negative factors are cyclical and we will continue to focus on maintaining our margins when the inevitable currency swings go the other way.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

Continued consolidation of our customers – Our customers, who are distributors, are consolidating or are being acquired by competitors. As such, they demand better pricing and services, or they are required to relocate their business to their new parent company’s manufacturing facilities. While we continue to maintain a majority of this business, it is possible that these consolidations and acquisitions will impact our margins and our sales.

Cautionary Statements Regarding Forward Looking Statements

You should read this discussion and analysis in conjunction with our Consolidated Financial Statements and the related notes appearing elsewhere in this Report. All of the statements in this Report, other than historical facts, are forward-looking statements, including, without limitation, the statements made in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” particularly under the caption “Overview.” As a general matter, forward-looking statements are those focused upon anticipated events or trends, expectations, and beliefs relating to matters that are not historical in nature. The words “could,” “should,” “feel,” “anticipate,” “aim,” “preliminary,” “estimate,” “believe,” “intend,” “intend,” “plan,” “will,” “foresee,” “project,” “forecast,” or the negative thereof or variations thereof, and similar expressions identify forward-looking statements.

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for these forward-looking statements. In order to comply with the terms of the safe harbor, the Company notes that forward-looking statements are subject to known and unknown risks, uncertainties and other factors relating to its operations and business environment, all of which are difficult to predict and many of which are beyond the control of the Company. These known and unknown risks, uncertainties and other factors could cause actual results to differ materially from those matters expressed in, anticipated by or implied by such forward-looking statements.

These statements reflect the current views and assumptions of management with respect to future events. Ennis does not undertake, and hereby disclaims, any duty to update these forward-looking statements, even though its situation and circumstances may change in the future. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this report. The inclusion of any statement in this report does not constitute an admission by the Company or any other person that the events or circumstances described in such statement are material.

We believe these forward-looking statements are based upon reasonable assumptions. All such statements involve risks and uncertainties, and as a result, actual results could differ materially from those projected, anticipated or implied by these statements. Such forward-looking statements involve known and unknown risks, including but not limited to, general economic, business and labor conditions and the potential impact on our operations; our ability to implement our strategic initiatives and control our operational costs; dependence on a limited number of key suppliers; our ability to recover the rising cost of raw materials and other costs (i.e., energy, freight, labor, benefit costs, etc.) in markets that are highly price competitive and volatile; our ability to timely or adequately respond to technological changes in the industry; the impact of the Internet and other electronic media on the demand for forms and printed materials; the impact of foreign competition; changes in economic conditions; customer credit risk; competitors’ pricing strategies; a decline in business volume and profitability could result in an impairment in our reported goodwill negatively impacting our operational results; our ability to retain key management personnel; our ability to identify, manage or integrate acquisitions; and changes in government regulations. In addition to the factors indicated above, you should carefully consider the risks described in and incorporated by reference herein and in the

risk factors in our Annual Report on Form 10-K for the fiscal year ended February 28, 2017 before making an investment in our common stock.

Critical Accounting Policies and Estimates

In preparing our consolidated financial statements, we are required to make estimates and assumptions that affect the disclosures and reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates and judgments on an ongoing basis, including those related to allowance for doubtful receivables, inventory valuations, property, plant and equipment, intangible assets, pension plan obligations, accrued liabilities and income taxes. We base our estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We believe our accounting policies related to the aforementioned items are the most critical due to their effect on our more significant estimates and judgments used in preparation of our consolidated financial statements. For additional information, reference is made to the Critical Accounting Policies and Estimates section of our Annual Report on Form 10-K for the fiscal year ended February 28, 2017.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

Results of Operations

The discussion that follows provides information which we believe is relevant to an understanding of our results of operations and financial condition. The discussion and analysis should be read in conjunction with the accompanying consolidated financial statements and notes thereto, which are incorporated herein by reference. Unless otherwise indicated, this financial overview is for the continuing operations of the Company, which are comprised of the production and sales of business forms and other business products, and exclude the discontinued operations of the Apparel Segment. The operating results of the Company for the three and six months ended August 31, 2017 and the comparative periods for 2016 are set forth in the unaudited consolidated financial information included in the tables below.

Consolidated Summary

| Unaudited Consolidated Statements of Operations - Data (Dollars in thousands) | Three Months Ended August 31, | | | | Six Months Ended August 31, | | | |
|--|-------------------------------|--------|----------|--------|-----------------------------|--------|-----------|---------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| Net sales | \$94,887 | 100.0% | \$91,246 | 100.0% | \$189,477 | 100.0% | \$181,656 | 100.0% |
| Cost of goods sold | 64,100 | 67.6 | 64,208 | 70.4 | 128,771 | 68.0 | 127,924 | 70.4 |
| Gross profit margin | 30,787 | 32.4 | 27,038 | 29.6 | 60,706 | 32.0 | 53,732 | 29.6 |
| Selling, general and administrative | 17,096 | 18.0 | 16,057 | 17.6 | 34,468 | 18.2 | 32,128 | 17.7 |
| (Gain) loss from disposal of assets | 48 | 0 | (4) | — | 63 | — | 2 | — |
| Income from operations | 13,643 | 14.4 | 10,985 | 12.0 | 26,175 | 13.8 | 21,602 | 11.9 |
| Other expense, net | (87) | (0.1) | (220) | (0.2) | (264) | (0.1) | (229) | (0.1) |
| Earnings from continuing operations | | | | | | | | |
| before income taxes | 13,556 | 14.3 | 10,765 | 11.8 | 25,911 | 13.7 | 21,373 | 11.8 |
| Provision for income taxes | 5,016 | 5.3 | 3,981 | 4.4 | 9,587 | 5.1 | 7,906 | 4.4 |
| Earnings from continuing operations | 8,540 | 9.0 % | 6,784 | 7.4 % | 16,324 | 8.6 % | 13,467 | 7.4 % |
| Income from discontinued operations, net | | | | | | | | |
| of tax | — | — | — | — | — | — | 2,481 | 1.3 |
| Loss on sale of discontinued operations, | | | | | | | | |
| net of tax | — | — | — | — | — | — | (26,042) | (14.3) |
| Earnings (loss) from discontinued | — | — | — | — | — | — | (23,561) | (13.0) |

| | | | | | | | | | | | | |
|-------------------------------------|---------|-----|---|---------|-----|---|----------|-----|---|------------|------|---|
| operations, net of tax | | | | | | | | | | | | |
| Net earnings (loss) | \$8,540 | 9.0 | % | \$6,784 | 7.4 | % | \$16,324 | 8.6 | % | \$(10,094) | -5.6 | % |
| Earnings (loss) per share - diluted | | | | | | | | | | | | |
| Continuing operations | \$0.34 | | | \$0.26 | | | \$0.64 | | | \$0.52 | | |
| Discontinued operations | — | | | — | | | — | | | 0.10 | | |
| | 0.34 | | | 0.26 | | | 0.64 | | | 0.62 | | |
| Sale of discontinued operations | — | | | — | | | — | | | (1.01) | | |
| Net earnings (loss) | \$0.34 | | | \$0.26 | | | \$0.64 | | | \$(0.39) | | |

Three months ended August 31, 2017 compared to three months ended August 31, 2016

Net Sales. Our net sales were \$94.9 million for the quarter ended August 31, 2017, compared to \$91.2 million for the same quarter last year, or an increase of \$3.7 million, or 4.1%. The market continues to be fairly soft and competitive pricing pressures have intensified with the influx of cheaper off-shore paper coming into the United States, although this has abated to some extent with the recent weakening of the dollar. The acquisition of Independent, which was completed in January 2017 and which is an integral part of our strategy to offset normal industry revenue declines due to print attrition and other changes, contributed \$10.4 million in sales during the second quarter of this fiscal year.

Cost of Goods Sold. Our cost of goods sold decreased by \$0.1 million from \$64.2 million for the three months ended August 31, 2016 to \$64.1 million for the three months ended August 31, 2017, or 0.2%. Our gross profit margin (“margin”) was \$30.8 million for the quarter, or 32.4%, compared to 29.6% for the same quarter last year. During the second quarter of fiscal 2017 our margin was negatively impacted by increased medical expenses of approximately \$1.6 million as well as \$1.3 million associated with the move of a folder operation from Omaha, Nebraska, to Columbus, Kansas. This operation saw a turnaround in the last two quarters of fiscal year 2017 and now is realizing margins more in line with historical levels, although sales levels still remain below historical norms.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

Selling, general, and administrative expense. For the three months ended August 31, 2017, our selling, general, and administrative (“SG&A”) expenses were \$17.1 million compared to \$16.1 million for the three months ended August 31, 2016, or an increase of 6.2%. As a percentage of sales, the SG&A expenses were 18.0% and 17.6% for the three months ended August 31, 2017 and August 31, 2016, respectively. The acquisition of Independent added \$2.0 million in SG&A expenses during the quarter, or 19.0% of its respective sales. As we continue to integrate this acquisition into our culture and systems, we will continue to look for ways to reduce these expenses to be more in line with Ennis’ historical SG&A percentage. In addition to the foregoing, the Company changed its accounting practice for handling its trademarks/trade names from an indefinite life to a finite life method. This change in accounting method added approximately \$0.2 million to SG&A expense during the current quarter.

Loss from disposal of assets. The \$48,000 loss from disposal of assets during the quarter related primarily to the sale of manufacturing equipment. The gain of \$4,000 during the same quarter last year related primarily to the sale of a vehicle.

Income from operations. As a result of the above factors, our income from operations for the three months ended August 31, 2017 was \$13.6 million, or 14.4% of net sales, as compared to \$11.0 million, or 12.0% of net sales, for the three months ended August 31, 2016. The acquisition of Independent contributed approximately \$1.7 million of income during the second quarter of this fiscal year.

Other expense. Other expense for the three months ended August 31, 2017 was \$0.1 million as compared to \$0.2 million for the three months ended August 31, 2016 due to increased interest income earned.

Provision for income taxes. Our effective tax rate for operations was 37.0% for the three months ended August 31, 2017 and August 31, 2016.

Net earnings. Earnings from operations were \$8.5 million for the three months ended August 31, 2017 as compared to \$6.8 million for the comparable quarter last year, an increase of 25.0%. Earnings from operations per diluted share for the three months ended August 31, 2017 was \$0.34, compared to \$0.26 for the same quarter last year. There were no discontinued operations during the three months ended August 31, 2017 and August 31, 2016.

Six months ended August 31, 2017 compared to six months ended August 31, 2016

Net Sales. Our net sales were \$189.5 million for the six month period ended August 31, 2017, compared to \$181.7 million for same period last year, or an increase of 4.3%. Although the market continues to be fairly soft and competitive pricing pressures have intensified with the influx of cheaper off-shore paper coming into the United States, the acquisition of Independent in January of 2017, which is an integral part of our strategy to offset normal industry revenue declines, contributed \$20.1 million in sales during the six months ended August 31, 2017.

Cost of Goods Sold. Our cost of goods sold was \$128.8 million for the six months ended August 31, 2017, compared to \$127.9 million for the same period last year, a slight increase of \$0.9 million, or 0.7%. Our margin was \$60.7 million for the six month period ended August 31, 2017, or 32.0%. This compares to 29.6% for the same six month same period last year. For the same six month period last year, our margin was negatively impacted by the costs associated with the move of our folder operations in Nebraska to Kansas. The start-up training process for the labor

force decreased efficiencies, thereby decreasing our sales and negatively impacting our margins for the six months ended August 31, 2016 by an estimated \$2.9 million for the period. In addition, we incurred additional medical expenses due to our medical claims exceeding our historical levels; this impacted our margin for the six months ended August 31, 2016 by approximately \$1.6 million.

Selling, general, and administrative expense. Our SG&A expenses were \$34.5 million for the six months ended August 31, 2017, compared to \$32.1 million for the same period last year, or an increase of 7.5%. As a percentage of sales, the SG&A expenses were 18.2% and 17.7% for the six months ended August 31, 2017 and August 31, 2016, respectively. The acquisition of Independent added \$4.4 million in SG&A expenses during the six month period ended August 31, 2017, or 21.6% of its respective sales. As we continue to integrate this acquisition into our culture and systems, we will continue to look for ways to reduce these expenses to be more in line with Ennis' historical SG&A percentage. In addition to the foregoing, the Company changed its accounting practice for handling its trademarks/trade names from an indefinite life to a finite life method. This change in accounting method added approximately \$0.4 million to SG&A expense during the six month period ended August 31, 2017.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

(Gain) loss from disposal of assets. The \$63,000 net loss from disposal of assets during the six months ended August 31, 2017 related primarily to the sale of manufacturing equipment. The \$2,000 net loss from disposal of assets during the six months ended August 31, 2016 resulted primarily from the sale of manufacturing equipment offset by a \$4,000 gain from the sale of a vehicle.

Income from operations. Our income from continuing operations for the six months ended August 31, 2017 was \$26.2 million, or 13.8% of sales, as compared to \$21.6 million, or 11.9% of sales, for the six months ended August 31, 2016. The acquisition of Independent contributed approximately \$2.9 million of income during the current six month period.

Other expense. Other expense for the six months ended August 31, 2017 was \$0.3 million as compared to \$0.2 million for the six months ended August 31, 2016 due to increased interest expense attributable to the print operations.

Provision for income taxes. Our effective tax rate for continuing operations was 37.0% for both the six months ended August 31, 2017 and the six months ended August 31, 2016.

Net earnings. Earnings from continuing operations were \$16.3 million for the six months ended August 31, 2017 as compared to \$13.5 million for the comparable period last year, an increase of \$2.9 million. Earnings from continuing operations per diluted share for the six months ended August 31, 2017 was \$0.64, compared to \$0.52 for the same six month period last year. There were no discontinued operations during the six months ended August 31, 2017, compared to a net loss from discontinued operations of (\$0.91) per diluted share in the same six month period last year. Overall, the Company realized a net profit of \$0.64 per diluted share for the six months ended August 31, 2017 compared to a net loss of (\$0.39) per diluted share for the six months ended August 31, 2016.

Liquidity and Capital Resources

We rely on our cash flows generated from operations and the borrowing capacity under our Credit Facility to meet cash requirements of our business. The primary cash requirements of our business are payments to vendors in the normal course of business, capital expenditures, debt repayments and related interest payments, contributions to our pension plan and the payment of dividends to our shareholders. We expect to generate sufficient cash flows from operations supplemented by our Credit Facility as required to cover our operating and capital requirements for the foreseeable future.

| | August 31, 2017 | February 28, 2017 |
|---------------------------|-----------------------|-------------------------|
| (Dollars in thousands) | | |
| Working Capital | \$128,620 | \$119,282 |
| Cash and cash equivalents | \$83,865 | \$80,466 |

Edgar Filing: ENNIS, INC. - Form 10-Q

Working Capital. Our working capital increased \$9.3 million or 7.8%, from \$119.3 million at February 28, 2017 to \$128.6 million at August 31, 2017. Our working capital was impacted primarily by an increase in our cash of \$3.4 million, an increase in our inventories of \$1.3 million and a reduction of our accounts payable of approximately \$3.4 million. Our current ratio, calculated by dividing our current assets by our current liabilities, increased from 5.0 to 1.0 at February 28, 2017 to 5.9 to 1.0 at August 31, 2017.

| (Dollars in thousands) | Six months ended | |
|---|------------------|------------|
| | August 31, | |
| | 2017 | 2016 |
| Net cash provided by operating activities | \$19,176 | \$29,078 |
| Net cash provided by (used in) investing activities | \$(2,915) | \$105,253 |
| Net cash used in financing activities | \$(12,862) | \$(57,063) |

Cash flows from operating activities. Cash provided by operating activities decreased by \$9.9 million from \$29.1 million for the six months ended August 31, 2016 to \$19.2 million for the six months ended August 31, 2017. Our decreased operational cash flows in comparison to the comparable period last year was primarily the result of five factors: (i) a decrease in operating cash flows from the recognition of a pre-tax loss of \$36.8 million of our former Apparel Segment that was sold in the first quarter of last fiscal year, (ii) increased earnings of \$26.4 million, (iii) an increase of \$4.1 million in our prepaid expenses and income taxes, (iv) an increase in our inventories by \$0.8 million, and (v) a decrease in account payable and accrued expenses of \$2.9 million.

Cash flows from investing activities. Cash provided by (used in) investing activities decreased \$108.2 million from \$105.3 million provided to \$2.9 million used for the six months ended August 31, 2016 and August 31, 2017, respectively. This was primarily due to the net proceeds of \$107.4 million from the sale of the Apparel Segment which took place on May 25, 2016, offset by \$0.4 million more in cash used for the acquisition of businesses. In addition, during the six months ended August 31, 2107 we used \$1.6 million in cash on capital expenditures, compared to \$0.9 million during the same period last year.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

Cash flows from financing activities. We used \$44.2 million less in cash from financing activities this period than during the same period last year. We used \$10.0 million in cash during the comparable period last year to pay down our debt, compared to no repayment of debt in this period. We used \$48.2 million last year to pay dividends which included a special one-time dividend of \$1.50 per share that was paid as a result of the sale of the Apparel Segment, whereas we used \$9.6 million to pay dividends this year. We used \$3.3 million to repurchase our common stock under our stock repurchase program during the six months ended August 31, 2017, whereas we used \$1.8 million to repurchase shares of our common stock during the six months ended August 31, 2016. In addition, we received \$2.9 million from the exercise of stock options in the comparable period last year, whereas in this period no stock options were exercised.

Credit Facility. The Company's Credit Facility, extended to the Company until August 11, 2020, provides the Company and its subsidiaries with up to \$100.0 million in revolving credit, as well as a \$20.0 million sublimit for the issuance of letters of credit and a \$15.0 million sublimit for swing-line loans. Under the Credit Facility, the Company or any of its subsidiaries also can request up to three increases in the aggregate commitments in an aggregate amount not to exceed \$50.0 million. The terms and conditions of the Credit Facility impose certain restrictions on our ability to incur additional debt, make capital expenditures, acquisitions and asset dispositions, as well as impose other customary covenants, such as requiring that our fixed charge coverage ratio not be less than 1.25:1.00 and our total leverage ratio not exceed 3.00:1.00. The Company may make dividends or distributions to shareholders so long as (a) no event of default has occurred and is continuing and (b) the Company's net leverage ratio both before and after giving effect to any such dividend or distribution is equal to or less than 2.50:1.00.

The Credit Facility bears interest at the LIBOR rate plus a spread ranging from 1.0% to 2.0%, which rate was 2.3% (3 month LIBOR + 1.0%) at August 31, 2017 and 1.86% (2 month LIBOR + 1.0%) at February 28, 2017. The rate is determined by our fixed charge coverage ratio of total funded debt to EBITDA. As of August 31, 2017, we had \$30.0 million of borrowings under the revolving credit line and \$1.2 million outstanding under standby letters of credit arrangements, leaving approximately \$68.8 million available in borrowing capacity. The Credit Facility is secured by substantially all of our assets (other than real property), as well as all capital securities of each of our subsidiaries.

It is anticipated that the available line of credit is sufficient to cover the Company's working capital requirements for the foreseeable future, should it be required.

Pension Plan – We are required to make contributions to our Pension Plan. These contributions are required under the minimum funding requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). Due to the enactment of the Highway and Transportation Funding Act (HATFA) in August 2014, which effectively raises the discount rates mandated for determining the value of a plan's benefit liability and annual cost of accruals, our minimum required contribution to the Pension Plan is zero for the Pension Plan year ending February 28, 2018. However, we expect to make a cash contribution to the Pension Plan of between \$2.0 million and \$3.0 million during fiscal year 2018. We made contributions totaling \$3.0 million to our Pension Plan during fiscal 2017. As our Pension Plan assets are invested in marketable securities, fluctuations in market values could potentially impact our funding status, associated liabilities recorded and future required minimum contributions. At August 31, 2017, we had an unfunded pension liability recorded on our balance sheet of \$4.8 million.

Inventories – We believe our inventory levels are sufficient to satisfy our customer demands and we anticipate having adequate sources of raw materials to meet future business requirements. We have long-term contracts in effect with paper suppliers that govern prices, but do not require minimum purchase commitments. Certain of our rebate programs do, however, require minimum purchase volumes. Management anticipates meeting the required volumes.

Capital Expenditures – We expect our capital requirements for our current fiscal year, exclusive of capital required for possible acquisitions, will be within our historical levels of between \$3.0 million and \$5.0 million. To date we have spent approximately \$1.6 million on capital expenditures. We expect to fund these expenditures through existing cash flows.

Contractual Obligations & Off-Balance Sheet Arrangements – There have been no significant changes in our contractual obligations since February 28, 2017 that have, or are reasonably likely to have, a material impact on our results of operations or financial condition. We had no off-balance sheet arrangements in place as of August 31, 2017.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

Interest Rates

We are exposed to interest rate risk on short-term and long-term financial instruments carrying variable interest rates. We may from time to time utilize interest rate swaps to manage overall borrowing costs and reduce exposure to adverse fluctuations in interest rates. We do not use derivative instruments for trading purposes. Our variable rate financial instruments, consisting of the outstanding loans under the Credit Facility, totaled \$30.0 million at August 31, 2017. The annual impact on our results of operations of a one-point interest rate change on the outstanding balance of the variable rate financial instruments as of August 31, 2017 would be approximately \$0.3 million.

This market risk discussion contains forward-looking statements. Actual results may differ materially from this discussion based upon general market conditions and changes in domestic and global financial markets.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. A review and evaluation were carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our “disclosure controls and procedures” (as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this Quarterly Report on Form 10-Q, pursuant to Exchange Act Rules 13a-15 and 15d-15. Based upon that review and evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that our disclosure controls and procedures as of August 31, 2017 are effective to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our principal executive and financial officers as appropriate to allow timely decisions regarding required disclosure. Due to the inherent limitations of control systems, not all misstatements may be detected. Those inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Additionally, controls could be circumvented by the individual acts of some persons or by collusion of two or more people. Our controls and procedures can only provide reasonable, not absolute, assurance that the above objectives have been met.

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rule 13a-15 that occurred during our fiscal quarter ended August 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There are no material pending proceedings, other than ordinary routine litigation incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is subject.

Item 1A. Risk Factors

There have been no material changes in our Risk Factors as previously discussed in our Annual Report on Form 10-K for the year ended February 28, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In the 2016 calendar year, the Board authorized the repurchase of up to an aggregate of \$40.0 million of the Company's stock through the Company's stock repurchase program. Under the repurchase program, share purchases may be made from time to time in the open market or through privately negotiated transactions depending on market conditions, share price, trading volume and other factors. Such purchases, if any, will be made in accordance with applicable insider trading and other securities laws and regulations. These repurchases may be commenced or suspended at any time or from time to time without prior notice.

During the six months ended August 31, 2017, the Company, under the program, repurchased 191,033 shares of common stock at an average price of \$17.33 per share. Since the program's inception in October 2008, there have been 1,442,236 common shares repurchased at an average price of \$14.99 per share. As of August 31, 2017 there was \$18.4 million available to repurchase shares of the Company's common stock under the program.

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Programs | Maximum Amount that May Yet Be Used to Purchase Shares Under the Program |
|----------------------------------|---|------------------------------------|---|---|
| June 1, 2017 - June 30, 2017 | — | \$ — | — | \$ 18,377,146 |
| July 1, 2017 - July 31, 2017 | — | \$ — | — | \$ 18,377,146 |
| August 1, 2017 - August 31, 2017 | — | \$ — | — | \$ 18,377,146 |
| Total | — | \$ — | — | \$ 18,377,146 |

Items 3, 4 and 5 are not applicable and have been omitted

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

Item 6. Exhibits

The following exhibits are filed as part of this report.

| Exhibit Number | Description |
|----------------|---|
| Exhibit 3.1(a) | <u>Restated Articles of Incorporation, as amended through June 23, 1983 with attached amendments dated June 20, 1985, July 31, 1985, June 16, 1988 and November 4, 1998.*</u> |
| Exhibit 3.1(b) | <u>Amendment to Articles of Incorporation, dated June 17, 2004, incorporated herein by reference to Exhibit 3.1(b) to the Registrant's Annual Report on Form 10-K for the fiscal year ended February 28, 2007 filed on May 9, 2007 (File No. 001-05807).</u> |
| Exhibit 3.2 | <u>Fourth Amended and Restated Bylaws of Ennis, Inc., dated July 10, 2017, incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on July 10, 2017 (File No. 001-05807).</u> |
| Exhibit 10.1 | <u>Amended and Restated Executive Employment Agreement between Ennis, Inc. and Michael D. Magill, effective as of July 31, 2017, herein incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on August 3, 2017 (File No. 001-05807).</u> |
| Exhibit 10.2 | <u>Amended and Restated Executive Employment Agreement between Ennis, Inc. and Ronald M. Graham, effective as of July 31, 2017, herein incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on August 3, 2017 (File No. 001-05807).</u> |
| Exhibit 10.3 | <u>Amended and Restated Executive Employment Agreement between Ennis, Inc. and Richard L. Travis, Jr., effective as of July 31, 2017, herein incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K filed on August 3, 2017 (File No. 001-05807).</u> |
| Exhibit 31.1 | <u>Certification Pursuant to Rule 13a-14(a) of Chief Executive Officer.*</u> |
| Exhibit 31.2 | <u>Certification Pursuant to Rule 13a-14(a) of Chief Financial Officer.*</u> |
| Exhibit 32.1 | <u>Section 1350 Certification of Chief Executive Officer.**</u> |
| Exhibit 32.2 | <u>Section 1350 Certification of Chief Financial Officer.**</u> |

Edgar Filing: ENNIS, INC. - Form 10-Q

Exhibit 101 The following information from Ennis, Inc.'s Quarterly Report on Form 10-Q for the quarter ended August 31, 2017, filed on October 6, 2017, formatted in XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Changes in Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail.*

* Filed herewith

** Furnished herewith

28

ENNIS, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE PERIOD ENDED AUGUST 31, 2017

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.

ENNIS, INC.

Date: October 6, 2017 /s/ Keith S. Walters
Keith S. Walters
Chairman, Chief Executive Officer and President

Date: October 6, 2017 /s/ Richard L. Travis, Jr.
Richard L. Travis, Jr.
Vice President — Finance and CFO, Treasurer and
Principal Financial and Accounting Officer