

ESCALADE INC  
Form 10-Q  
October 27, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended October 1, 2016 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 0-6966

ESCALADE, INCORPORATED

(Exact name of registrant as specified in its charter)

Indiana 13-2739290  
(State of incorporation) (I.R.S. EIN)

817 Maxwell Ave, Evansville, Indiana 47711  
(Address of principal executive office) (Zip Code)

812-467-4449

(Registrant's Telephone Number)

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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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

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

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

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| <u>Class</u>         | <u>Outstanding at October 26, 2016</u> |
|----------------------|--|
| Common, no par value | 14,301,959                             |

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## PART I - FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

## ESCALADE, INCORPORATED AND SUBSIDIARIES

## CONSOLIDATED CONDENSED BALANCE SHEETS

| All Amounts in Thousands Except Share Information                      | October 1,<br>2016<br>(Unaudited) | December<br>26,<br>2015<br>(Audited) | October 3,<br>2015<br>(Unaudited) |
|--|-----------------------------------|--------------------------------------|-----------------------------------|
| <b>ASSETS</b>  |                                   |                                      |                                   |
| Current Assets:  |                                   |                                      |                                   |
| Cash and cash equivalents  | \$ 4,306                          | \$ 1,982                             | \$ 2,701                          |
| Receivables, less allowance of \$554; \$1,086; and \$885; respectively | 37,034                            | 38,984                               | 31,407                            |
| Inventories  | 42,936                            | 25,862                               | 40,337                            |
| Prepaid expenses   | 2,492                             | 2,534                                | 2,134                             |
| Deferred income tax benefit  | 1,553                             | 1,543                                | 949                               |
| Prepaid income tax   | 952                               | 1,910                                | 1,699                             |
| Other current assets   | 395                               | —                                    | —                                 |
| <b>TOTAL CURRENT ASSETS</b>  | <b>89,668</b>                     | <b>72,815</b>                        | <b>79,227</b>                     |
| Property, plant and equipment, net                                     | 13,665                            | 14,363                               | 13,848                            |
| Intangible assets, net   | 21,221                            | 16,868                               | 17,517                            |
| Goodwill   | 21,456                            | 20,047                               | 20,142                            |
| Investments  | 19,268                            | 19,644                               | 18,799                            |
| Other assets   | —                                 | —                                    | 5                                 |
| <b>TOTAL ASSETS</b>  | <b>\$ 165,278</b>                 | <b>\$ 143,737</b>                    | <b>\$ 149,538</b>                 |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                            |                                   |                                      |                                   |
| Current Liabilities:   |                                   |                                      |                                   |
| Notes payable  | \$ 30,686                         | \$ 19,776                            | \$ 27,963                         |
| Current portion of long-term debt                                      | 1,405                             | 1,810                                | 1,810                             |
| Trade accounts payable   | 9,726                             | 2,547                                | 6,630                             |
| Accrued liabilities  | 10,342                            | 14,174                               | 12,430                            |
| <b>TOTAL CURRENT LIABILITIES</b>                                       | <b>52,159</b>                     | <b>38,307</b>                        | <b>48,833</b>                     |
| Other Liabilities:   |                                   |                                      |                                   |
| Long-term debt   | 5,313                             | 1,750                                | 1,750                             |
| Deferred income tax liability  | 7,166                             | 7,200                                | 5,031                             |

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|   |            |            |            |
|---|------------|------------|------------|
| TOTAL LIABILITIES   | 64,638     | 47,257     | 55,614     |
| Stockholders' Equity:   |            |            |            |
| Preferred stock:  |            |            |            |
| Authorized 1,000,000 shares; no par value, none issued  |            |            |            |
| Common stock:   |            |            |            |
| Authorized 30,000,000 shares; no par value, issued and outstanding –<br>14,301,959; 14,179,844; and 14,125,935; shares respectively | 14,302     | 14,180     | 14,126     |
| Retained earnings   | 89,582     | 85,478     | 83,064     |
| Accumulated other comprehensive loss  | (3,244 )   | (3,178 )   | (3,266 )   |
| TOTAL STOCKHOLDERS' EQUITY  | 100,640    | 96,480     | 93,924     |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY  | \$ 165,278 | \$ 143,737 | \$ 149,538 |

See notes to Consolidated Condensed Financial Statements.

## ESCALADE, INCORPORATED AND SUBSIDIARIES

## CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS (UNAUDITED)

| All Amounts in Thousands Except Per Share Data | Three Months Ended |                 | Nine Months Ended |                 |
|--|--------------------|-----------------|-------------------|-----------------|
|  | October 1, 2016    | October 3, 2015 | October 1, 2016   | October 3, 2015 |
| Net sales                                      | \$ 38,793          | \$ 34,584       | \$ 121,824        | \$ 111,798      |
| Costs and Expenses                             |                    |                 |                   |                 |
| Cost of products sold                          | 28,505             | 25,156          | 87,793            | 78,336          |
| Selling, administrative and general expenses   | 4,583              | 6,905           | 21,256            | 21,018          |
| Amortization                                   | 376                | 650             | 1,963             | 2,127           |
| Operating Income                               | 5,329              | 1,873           | 10,812            | 10,317          |
| Other Income (Expense)                         |                    |                 |                   |                 |
| Interest expense                               | (211 )             | (108 )          | (631 )            | (340 )          |
| Equity in earnings of affiliates               | 573                | 1,069           | 749               | 2,080           |
| Other income                                   | 35                 | 39              | 168               | 276             |
| Income Before Income Taxes                     | 5,726              | 2,873           | 11,098            | 12,333          |
| Provision for Income Taxes                     | 1,483              | 845             | 3,068             | 3,586           |
| Net Income                                     | \$ 4,243           | \$ 2,028        | \$ 8,030          | \$ 8,747        |
| Earnings Per Share Data:                       |                    |                 |                   |                 |
| Basic earnings per share                       | \$ 0.30            | \$ 0.14         | \$ 0.56           | \$ 0.62         |
| Diluted earnings per share                     | \$ 0.30            | \$ 0.14         | \$ 0.56           | \$ 0.61         |
| Dividends declared                             | \$ 0.11            | \$ 0.11         | \$ 0.33           | \$ 0.32         |

See notes to Consolidated Condensed Financial Statements.

ESCALADE, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

| All Amounts in Thousands                | Three Months Ended |                    | Nine Months Ended  |                    |
|---|--------------------|--------------------|--------------------|--------------------|
|   | October 1,<br>2016 | October 3,<br>2015 | October 1,<br>2016 | October 3,<br>2015 |
| Net Income                              | \$ 4,243           | \$ 2,028           | \$ 8,030           | \$ 8,747           |
| Foreign currency translation adjustment | 3                  | 168                | (66 )              | (1,302 )           |
| Comprehensive Income                    | \$ 4,246           | \$ 2,196           | \$ 7,964           | \$ 7,445           |

All amounts are net of tax

See notes to Consolidated Condensed Financial Statements.

## ESCALADE, INCORPORATED AND SUBSIDIARIES

## CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS (UNAUDITED)

| All Amounts in Thousands   | Nine Months Ended |                 |
|--|-------------------|-----------------|
|  | October 1, 2016   | October 3, 2015 |
| <b>Operating Activities:</b>   |                   |                 |
| Net income   | \$8,030           | \$8,747         |
| Depreciation and amortization  | 4,482             | 3,812           |
| Loss (gain) on disposal of property and equipment  | (2,112 )          | 1               |
| Stock-based compensation   | 230               | 440             |
| Dividends received from equity method investments  | 1,060             | 928             |
| Adjustments necessary to reconcile net income to net cash provided by operating activities | (9,778 )          | (8,147 )        |
| Net cash provided by operating activities  | 1,912             | 5,781           |
| <b>Investing Activities:</b>   |                   |                 |
| Purchase of property and equipment   | (2,206 )          | (3,900 )        |
| Acquisitions   | (9,659 )          | (10,300 )       |
| Proceeds from sale of property and equipment   | 2,523             | —               |
| Purchase of marketable securities  | (395 )            | —               |
| Proceeds from disposal of short-term time deposits   | —                 | 1,450           |
| Net cash used in investing activities  | (9,737 )          | (12,750 )       |
| <b>Financing Activities:</b>   |                   |                 |
| Net increase in notes payable  | 10,910            | 11,764          |
| Principal payments on long-term debt   | (1,644 )          | (1,586 )        |
| Proceeds from issuance of long-term debt   | 5,000             | —               |
| Proceeds from exercise of stock options  | 531               | 733             |
| Deferred financing fees  | (83 )             | —               |
| Cash dividends paid  | (4,709 )          | (4,511 )        |
| Director stock compensation  | 144               | 38              |
| Net cash provided by financing activities  | 10,149            | 6,438           |
| Net increase (decrease) in cash and cash equivalents                                       | 2,324             | (531 )          |
| Cash and cash equivalents, beginning of period   | 1,982             | 3,232           |
| Cash and cash equivalents, end of period   | \$4,306           | \$2,701         |
| <b>Supplemental Cash Flows Information</b>   |                   |                 |
| Dividends payable  | \$—               | \$3             |
| <b>Non-Cash Transactions</b>   |                   |                 |
| Note payable for deferred purchase price obligation  | \$—               | \$200           |

See notes to Consolidated Condensed Financial Statements.





ESCALADE, INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

Note A – Summary of Significant Accounting Policies

*Presentation of Consolidated Condensed Financial Statements* – The significant accounting policies followed by the Company and its wholly owned subsidiaries for interim financial reporting are consistent with the accounting policies followed for its annual financial reporting. All adjustments that are of a normal recurring nature and are in the opinion of management necessary for a fair statement of the results for the periods reported have been included in the accompanying consolidated condensed financial statements. The consolidated condensed balance sheet of the Company as of December 26, 2015 has been derived from the audited consolidated balance sheet of the Company as of that date. Certain information and note disclosures normally included in the Company’s annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Form 10-K annual report for 2015 filed with the Securities and Exchange Commission.

*Reclassifications* – Certain reclassifications have been made to prior year financial statements to conform to the current year financial statement presentation. These reclassifications had no effect on net earnings.

Note B – Seasonal Aspects

The results of operations for the three and nine month periods ended October 1, 2016 and October 3, 2015 are not necessarily indicative of the results to be expected for the full year.

Note C – Inventories

|              |                    |                      |                    |
|--------------|--------------------|----------------------|--------------------|
| In thousands | October 1,<br>2016 | December 26,<br>2015 | October 3,<br>2015 |
|--------------|--------------------|----------------------|--------------------|

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|                  |           |           |           |
|------------------|-----------|-----------|-----------|
| Raw materials    | \$ 5,467  | \$ 3,621  | \$ 4,943  |
| Work in progress | 5,093     | 4,297     | 5,168     |
| Finished goods   | 32,376    | 17,944    | 30,226    |
|                  | \$ 42,936 | \$ 25,862 | \$ 40,337 |

Note D – Equity Interest Investments

The Company has a 50% interest in a joint venture, Stiga Sports AB (Stiga). The joint venture is accounted for under the equity method of accounting. Stiga, located in Sweden, is a global sporting goods company producing table tennis equipment, snow sleds and game products. Financial information for Stiga reflected in the table below has been translated from local currency to U.S. dollars using exchange rates in effect at the respective period-end for balance sheet amounts, and using average exchange rates for statement of operations amounts. Certain differences exist between U.S. GAAP and local GAAP in Sweden, and the impact of these differences is not reflected in the summarized information reflected in the table below. The most significant difference relates to the accounting for goodwill for Stiga which is amortized over eight years in Sweden but is not amortized for U.S. GAAP reporting purposes. The goodwill for Stiga was fully amortized as of December 27, 2014. The effect on Stiga's net assets resulting from the cumulative amortization of goodwill for the periods ended October 1, 2016 and October 3, 2015 are addbacks to Stiga's consolidated net assets of \$10.4 million and \$10.7 million, respectively. These net differences are comprised of cumulative goodwill adjustments of \$14.6 million offset by the related cumulative tax effect of \$4.2 million as of October 1, 2016 and cumulative goodwill adjustments of \$14.9 million offset by the related cumulative tax effect of \$4.2 million as of October 3, 2015. The Company's 50% portion of the statement of operations impact of other individually insignificant U.S. GAAP adjustments for the nine month periods ended October 1, 2016, and October 3, 2015 are to increase Stiga's net income by approximately zero and \$0.4 million, respectively. The Company's 50% portion of net income for Stiga, included in equity in earnings of affiliates on the Company's statements of operations, for the three and nine month periods ended October 1, 2016 and October 3, 2015 is as follows:

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| In thousands                     | Three Months Ended |                 | Nine Months Ended |                 |
|----------------------------------|--------------------|-----------------|-------------------|-----------------|
|                                  | October 1, 2016    | October 3, 2015 | October 1, 2016   | October 3, 2015 |
| Equity in earnings of affiliates | \$ 573             | \$ 1,069        | \$ 749            | \$ 2,080        |

Summarized financial information for Stiga Sports AB balance sheets as of October 1, 2016, December 26, 2015, and October 3, 2015 and statements of operations for the three month and nine month periods ended October 1, 2016 and October 3, 2015 is as follows:

| In thousands            | October 1, 2016 | December 26, 2015 | October 3, 2015 |
|-------------------------|-----------------|-------------------|-----------------|
| Current assets          | \$ 28,857       | \$ 29,300         | \$ 31,044       |
| Non-current assets      | 9,908           | 9,908             | 9,533           |
| Total assets            | 38,765          | 39,208            | 40,577          |
| Current liabilities     | 5,604           | 5,096             | 7,777           |
| Non-current liabilities | 5,583           | 5,835             | 5,736           |
| Total liabilities       | 11,187          | 10,931            | 13,513          |
| Net assets              | \$ 27,578       | \$ 28,277         | \$ 27,064       |

| In thousands | Three Months Ended |                 | Nine Months Ended |                 |
|--------------|--------------------|-----------------|-------------------|-----------------|
|              | October 1, 2016    | October 3, 2015 | October 1, 2016   | October 3, 2015 |
| Net sales    | \$ 10,635          | \$ 12,846       | \$ 27,161         | \$ 30,161       |
| Gross profit | 4,918              | 6,304           | 12,661            | 14,899          |
| Net income   | 1,146              | 2,138           | 1,498             | 3,346           |

Note E – Income Taxes

The provision for income taxes was computed based on financial statement income.

Note F – Fair Values of Financial Instruments

The following methods were used to estimate the fair value of all financial instruments recognized in the accompanying balance sheets at amounts other than fair values.

#### Cash and Cash Equivalents

Fair values of cash and cash equivalents approximate cost due to the short period of time to maturity.

#### Notes Payable and Long-term Debt

Fair values of notes payable and long-term debt approximates the carrying value and is estimated based on borrowing rates currently available to the Company for bank loans with similar terms and maturities and determined through the use of a discounted cash flow model.

The following table presents estimated fair values of the Company's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall in accordance with FASB ASC 825 at October 1, 2016, December 26, 2015 and October 3, 2015.

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| October 1, 2016<br>In thousands   | Carrying<br>Amount | Fair Value Measurements Using  |   |  |
|-----------------------------------|--------------------|--|---|--|
|                                   |                    | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Financial assets                  |                    |  |   |  |
| Cash and cash equivalents         | \$4,306            | \$ 4,306   | \$ —  | \$ —   |
| Marketable securities             | \$395              | \$ 395   | \$ —  | \$ —   |
| Financial liabilities             |                    |  |   |  |
| Notes payable                     | \$30,686           | \$ —   | \$ 30,686   | \$ —   |
| Current portion of long-term debt | \$1,405            | \$ —   | \$ 1,405  | \$ —   |
| Long-term debt                    | \$5,313            | \$ —   | \$ 5,313  | \$ —   |

| December 26, 2015<br>In thousands | Carrying<br>Amount | Fair Value Measurements Using  |   |  |
|-----------------------------------|--------------------|--|---|--|
|                                   |                    | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Financial assets                  |                    |  |   |  |
| Cash and cash equivalents         | \$1,982            | \$ 1,982   | \$ —  | \$ —   |
| Financial liabilities             |                    |  |   |  |
| Notes payable                     | \$19,776           | \$ —   | \$ 19,776   | \$ —   |
| Current portion of long-term debt | \$1,810            | \$ —   | \$ 1,810  | \$ —   |
| Long-term debt                    | \$1,750            | \$ —   | \$ 1,750  | \$ —   |

| October 3, 2015<br>In thousands | Carrying<br>Amount | Fair Value Measurements Using  |   |  |
|---------------------------------|--------------------|--|---|--|
|                                 |                    | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Financial assets                |                    |  |   |  |
| Cash and cash equivalents       | \$2,701            | \$ 2,701   | \$ —  | \$ —   |
| Financial liabilities           |                    |  |   |  |

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|                                   |          |      |           |    |   |
|-----------------------------------|----------|------|-----------|----|---|
| Notes payable                     | \$27,963 | \$ — | \$ 27,963 | \$ | — |
| Current portion of long-term debt | \$1,810  | \$ — | \$ 1,810  | \$ | — |
| Long-term debt                    | \$1,750  | \$ — | \$ 1,750  | \$ | — |

Note G – Stock Compensation

The fair value of stock-based compensation is recognized in accordance with the provisions of FASB ASC 718, *Stock Compensation*.

During the nine months ended October 1, 2016 and pursuant to the 2007 Incentive Plan, in lieu of cash payments of director fees, the Company awarded to certain directors 13,112 shares of common stock. During the nine months ended October 1, 2016, the Company awarded 13,250 restricted stock units to directors and 34,000 restricted stock units to employees. The restricted stock units awarded to directors time vest over two years (one-half one year from grant date and one-half two years from grant date) provided that the director is still a director of the Company at the vest date. Director restricted stock units are subject to forfeiture, except for termination of services as a result of retirement, death or disability, if on the vesting date the director no longer holds a position with the Company. The 2016 restricted stock units awarded to employees vest over four years (one-third two years from grant date, one-third three years from grant date and one-third four years from grant date) provided that the employee is still employed by the Company and that the performance criteria related to the market price of the Company's stock is satisfied. The criteria is for any 30 consecutive trading days on the NASDAQ Stock Market (or such other principal securities exchange on which the Company's shares of common stock are then traded) during the period beginning on the grant date and ending on the fourth anniversary thereof, the cumulative average Volume Weighted Average Price per share is at least 15% higher than the closing price per share on the grant date plus any incremental dividends paid above the current quarterly dividend rate of \$0.11 per share by the Company during such four year period. The Company utilizes the Monte Carlo technique to determine the fair value of restricted stock units granted for awards with market conditions. In addition, the Company awarded 20,000 stock options to an employee. The stock options awarded will vest over five years (one-third three years from the grant date, one-third four years from the grant date and one-third five years from the grant date). The stock options have an exercise price 15% higher than the closing price of a share of Escalade common stock on the grant date and are subject to forfeiture if on the vesting date the employee is no longer employed. The Company utilizes the Black-Scholes option pricing model to determine the fair value of stock options granted.

For the three and nine month periods ended October 1, 2016, including expense associated with issuing certain directors stock in lieu of cash for certain director fees, the Company recognized stock based compensation expense of (\$13) thousand and \$374 thousand, respectively, compared to stock based compensation expense of \$155 thousand and \$478 thousand for the same periods in the prior year. At October 1, 2016 and October 3, 2015, respectively, there was \$0.6 million and \$0.8 million in unrecognized stock-based compensation expense related to non-vested stock awards.

#### Note H – Segment Information

| In thousands                     | For the Three Months<br>Ended October 1, 2016 |       |          |
|----------------------------------|---|-------|----------|
|                                  | Sporting<br>Goods                             | Corp. | Total    |
| Revenues from external customers | \$38,793                                      | \$—   | \$38,793 |
| Operating income                 | 4,334   | 995   | 5,329    |
| Net income                       | 2,502   | 1,741 | 4,243    |



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As of and for the Nine Months  
 Ended October 1, 2016

| In thousands                     | Sporting<br>Goods | Corp.    | Total     |
|----------------------------------|-------------------|----------|-----------|
| Revenues from external customers | \$121,824         | \$—      | \$121,824 |
| Operating income (loss)          | 11,324            | (512 )   | 10,812    |
| Net income                       | 6,492             | 1,538    | 8,030     |
| Total assets                     | \$137,747         | \$27,531 | \$165,278 |

For the Three Months  
 Ended October 3, 2015

| In thousands                     | Sporting<br>Goods | Corp.   | Total    |
|----------------------------------|-------------------|---------|----------|
| Revenues from external customers | \$34,584          | \$—     | \$34,584 |
| Operating income (loss)          | 2,875             | (1,002) | 1,873    |
| Net income                       | 1,582             | 446     | 2,028    |

| In thousands                     | As of and for the Nine Months<br>Ended October 3, 2015 |           |            |
|----------------------------------|--|-----------|------------|
|                                  | Sporting<br>Goods                                      | Corp.     | Total      |
| Revenues from external customers | \$ 111,798   | \$—       | \$ 111,798 |
| Operating income (loss)          | 13,372   | (3,055 )  | 10,317     |
| Net income                       | 8,035  | 712       | 8,747      |
| Total assets                     | \$ 124,423   | \$ 25,115 | \$ 149,538 |

#### Note I – Dividend Payment

On September 19, 2016, the company paid a quarterly dividend of \$0.11 per common share to all shareholders of record on September 12, 2016. The total amount of the dividend was approximately \$1.6 million and was charged against retained earnings.

On June 17, 2016, the company paid a quarterly dividend of \$0.11 per common share to all shareholders of record on June 10, 2016. The total amount of the dividend was approximately \$1.6 million and was charged against retained earnings.

On March 21, 2016, the Company paid a quarterly dividend of \$0.11 per common share to all shareholders of record on March 14, 2016 (the amount was funded to the transfer agent by the Company on March 16, 2016). The total amount of the dividend was approximately \$1.6 million and was charged against retained earnings.

#### Note J – Earnings Per Share

The shares used in computation of the Company's basic and diluted earnings per common share are as follows:

| In thousands  | Three Months Ended |                    | Nine Months Ended  |                    |
|---|--------------------|--------------------|--------------------|--------------------|
|   | October 1,<br>2016 | October 3,<br>2015 | October 1,<br>2016 | October 3,<br>2015 |
| Weighted average common shares outstanding                  | 14,289             | 14,120             | 14,253             | 14,069             |
| Dilutive effect of stock options and restricted stock units | 60                 | 190                | 60                 | 188                |

|   |        |        |        |        |
|---|--------|--------|--------|--------|
| Weighted average common shares outstanding, assuming dilution | 14,349 | 14,310 | 14,313 | 14,257 |
|---|--------|--------|--------|--------|

Stock options that are anti-dilutive as to earnings per share and unvested restricted stock units which have a market condition for vesting that has not been achieved are ignored in the computation of dilutive earnings per share. The number of stock options and restricted stock units that were excluded in 2016 and 2015 were 64,000 and 4,200, respectively.

#### Note K – New Accounting Standards

With the exception of that discussed below, there have been no recent accounting pronouncements or changes in accounting pronouncements during the three and nine month periods ended October 1, 2016, as compared to the recent accounting pronouncements described in the Company’s Annual Report on Form 10-K for the fiscal year ended December 26, 2015, that are of significance, or potential significance to the Company.

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, *Leases (Topic 842)*. The amendments in this update will increase the transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This amendment is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is evaluating the effect, if any, on its financial statements.

In March 2016, FASB issued ASU 2016-09, “*Compensation – Stock Compensation (Topic 718)*”. The amendments in this update are intended to simplify accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This amendment is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted for any interim or annual period. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements and related disclosures.

In August 2016, FASB issued ASU 2016-15, “*Statement of Cash Flows (Topic 230)*”. The amendments in this update address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. This amendment is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted for any interim or annual period. The Company is currently evaluating the effect, if any, that the updated standard will have on its consolidated statement of cash flows.

#### Note L – Commitments and Contingencies

The Company is involved in litigation arising in the normal course of business. The Company does not believe that the disposition or ultimate resolution of existing claims or lawsuits will have a material adverse effect on the business or financial condition of the Company.

#### Note M – Property, Plant and Equipment

During the three month periods ended October 1, 2016, the Company sold its Wabash, Indiana land and building for a purchase price of approximately \$2.1 million. The sale resulted in a gain of approximately \$1.9 million, recognized within operating income, for the three and nine month periods ended October 1, 2016.

#### Note N – Acquisitions

On January 21, 2016, the Company acquired substantially all of the business and assets of Triumph Sports USA, Inc.’s business, a brand known for its innovative lines of indoor and outdoor games. Of the \$10.0 million purchase price for the acquisition, \$9.5 million was paid in cash and the remaining \$0.5 million is contingent upon the attainment of certain targets. The more significant assets acquired and liabilities assumed were comprised of receivables (\$1.4 million), inventory (\$1.4 million), prepaid and other assets (\$0.1 million), accounts payable (\$0.6 million), goodwill (\$1.4 million) and other intangible assets (\$6.3 million).

This acquisition was not and would not have been material to the Company's net sales, results of operations or total assets during the three and nine month periods ended October 1, 2016. Accordingly, our consolidated results from operations do not differ materially from historical performance as a result of this acquisition, and therefore, pro-forma results are not presented.

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

### Forward-Looking Statements

This report contains forward-looking statements relating to present or future trends or factors that are subject to risks and uncertainties. These risks include, but are not limited to, the impact of competitive products and pricing, product demand and market acceptance, new product development, Escalade's ability to achieve its business objectives, especially with respect to its Sporting Goods business on which it has chosen to focus, Escalade's ability to successfully achieve the anticipated results of strategic transactions, including the integration of the operations of acquired assets and businesses and of divestitures of non-core assets and businesses, the continuation and development of key customer and supplier relationships, disruptions or delays in our supply chain, Escalade's ability to control costs, general economic conditions, fluctuation in operating results, changes in foreign currency exchange rates, changes in the securities market, Escalade's ability to obtain financing and to maintain compliance with the terms of such financing and other risks detailed from time to time in Escalade's filings with the Securities and Exchange Commission. Escalade's future financial performance could differ materially from the expectations of management contained herein. Escalade undertakes no obligation to release revisions to these forward-looking statements after the date of this report.

### Overview

Escalade, Incorporated (Escalade, the Company, we, us or our) is focused on growing its Sporting Goods business through organic growth of existing categories, strategic acquisitions, and new product development. The Sporting Goods business competes in a variety of categories including basketball goals, archery, indoor and outdoor game recreation and fitness products. Strong brands and on-going investment in product development provide a solid foundation for building customer loyalty and continued growth.

Within the sporting goods industry, the Company has successfully built a robust market presence in several niche markets. This strategy is heavily dependent on expanding our customer base, barriers to entry, strong brands, excellent customer service and a commitment to innovation. A key strategic advantage is the Company's established relationships with major customers that allow the Company to bring new products to market in a cost effective manner while maintaining a diversified portfolio of products to meet the demands of consumers. In addition to strategic customer relations, the Company has substantial manufacturing and import experience that enable it to be a low cost supplier. Concentrated focus on the sporting goods industry will allow the Company to leverage its strength in these markets.

To enhance growth opportunities, the Company has focused on promoting new product innovation and development and brand marketing. In addition, the Company has embarked on a strategy of acquiring companies or product lines that complement or expand the Company's existing product lines or provide expansion into new or emerging categories in sporting goods. A key objective is the acquisition of product lines with barriers to entry that the Company can take to market through its established distribution channels or through new market channels. Significant synergies are achieved through assimilation of acquired product lines into the existing Company structure. In the first quarter of 2016, the Company acquired substantially all of the business and assets of Triumph Sports USA, Inc.'s business, a brand known for its innovative lines of indoor and outdoor games. The Company also sometimes divests or discontinues certain operations, assets, and products that do not perform to the Company's expectations or no longer fit with the Company's strategic objectives.

## Results of Operations

The following schedule sets forth certain consolidated statement of operations data as a percentage of net revenue:

|  | Three Months Ended |                    | Nine Months Ended  |                    |
|--|--------------------|--------------------|--------------------|--------------------|
|  | October 1,<br>2016 | October 3,<br>2015 | October 1,<br>2016 | October 3,<br>2015 |
| Net revenue                                  | 100.0 %            | 100.0 %            | 100.0 %            | 100.0 %            |
| Cost of products sold                        | 73.5 %             | 72.7 %             | 72.1 %             | 70.1 %             |
| Gross margin                                 | 26.5 %             | 27.3 %             | 27.9 %             | 29.9 %             |
| Selling, administrative and general expenses | 11.8 %             | 20.0 %             | 17.4 %             | 18.8 %             |
| Amortization                                 | 1.0 %              | 1.9 %              | 1.6 %              | 1.9 %              |
| Operating income                             | 13.7 %             | 5.4 %              | 8.9 %              | 9.2 %              |

## **Revenue and Gross Margin**

Revenue from the Sporting Goods business was up 12.2% for the third quarter of 2016 and up 9.0% for the first nine months of 2016. Sales increase was primarily due to acquisitions completed during 2015 and 2016 as well as new product offerings introduced into the market during 2016, but were partially offset by continued declines in the archery business.

The overall gross margin percentage decreased to 27.9% for the first nine months of 2016, compared to 29.9% for the same period in the prior year. The reduction in gross margin is a combination of decreased sales in the archery category as well as an unfavorable change in product mix.

## **Selling, General and Administrative Expenses**

Selling, general and administrative expenses (SG&A) decreased as a percent of net sales to 17.4% for the first nine months of 2016, compared with 18.8% experienced in the same period last year. SG&A was favorably impacted by the gain recognized on the sale of our Wabash, IN facility. SG&A for 2016 was unfavorably impacted by one-time costs associated with bad debt expenses incurred related to Sports Authority's bankruptcy filing and increased marketing efforts and selling expenses for new products introduced in 2016.

## **Provision for Income Taxes**

The effective tax rate for the first nine months of 2016 was 27.6% compared to 29.1% for the same period last year.

## **Financial Condition and Liquidity**

Total debt at the end of the first nine months of 2016 was \$37.4 million, an increase of \$14.1 million from December 26, 2015. Cash used for acquisitions was the primary driver for the increase in total debt. Notes payable increased 10% as compared with same period last year and increased 55% as compared with year end. The following schedule summarizes the Company's total debt:



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| In thousands                   | October 1,<br>2016 | December 26,<br>2015 | October 3,<br>2015 |
|--------------------------------|--------------------|----------------------|--------------------|
| Notes payable short-term       | \$ 30,686          | \$ 19,776            | \$ 27,963          |
| Current portion long-term debt | 1,405              | 1,810                | 1,810              |
| Long term debt                 | 5,313              | 1,750                | 1,750              |
| Total                          | \$ 37,404          | \$ 23,336            | \$ 31,523          |

As a percentage of stockholders' equity, total debt was 37%, 24% and 34% at October 1, 2016, December 26, 2015, and October 3, 2015 respectively.

On January 21, 2016, the Company entered into a Second Amended and Restated Credit Agreement ("Restated Credit Agreement") with its issuing bank, JP Morgan Chase Bank, N.A. ("Chase"), and the other lenders identified in the Restated Credit Agreement (collectively, the "Lender"). Under the terms of the Restated Credit Agreement, the Lender has made available to the Company a senior revolving credit facility in an increased maximum amount of up to \$35.0 million and a term loan in an increased principal amount of \$7.5 million. The maturity date of the revolving credit facility was extended to January 21, 2019 and the maturity of the term loan facility was extended to January 21, 2021.

The Company funds working capital requirements through operating cash flows and revolving credit agreements with its bank. Based on working capital requirements, the Company expects to have access to adequate levels of revolving credit to meet growth needs.

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

The Company is exposed to financial market risks, including changes in currency exchange rates and interest rates. The Company attempts to minimize these risks through regular operating and financing activities and, when considered appropriate, through the use of derivative financial instruments. During the quarter there were no derivatives in use. The Company does not purchase, hold or sell derivative financial instruments for trading or speculative purposes.

*Interest Rates*

The Company's exposure to market-rate risk for changes in interest rates relates primarily to its revolving variable rate bank debt which is based on LIBOR interest rates. A hypothetical 1% or 100 basis point change in interest rates would not have a significant effect on our consolidated financial position or results of operation.

*Foreign Currency*

The Company conducts business in various countries around the world and is therefore subject to risks associated with fluctuating foreign exchange rates. The Sporting Goods foreign currency transactions are denominated primarily in Mexican Peso and Chinese Yuan. The Company has a 50% interest in a joint venture, Stiga, which is denominated in Swedish Krona.

The geographic areas outside the United States in which the Company operated are generally not considered by management to be highly inflationary. Nonetheless, the Company's foreign operations are sensitive to fluctuations in currency exchange rates arising from, among other things, certain inter-company transactions that are denominated in currencies other than the respective functional currency. Operating results as well as assets and liabilities are also subject to the effect of foreign currency translation when the operating results, assets and liabilities of our foreign subsidiaries are translated into U.S. dollars in our consolidated financial statements.

The Company and its subsidiaries conduct substantially all their business in their respective functional currencies to avoid the effects of cross-border transactions. To protect against reductions in value and the volatility of future cash flows caused by changes in currency exchange rates, the Company carefully considers the use of transaction and balance sheet hedging programs such as matching assets and liabilities in the same currency. Such programs reduce, but do not entirely eliminate the impact of currency exchange rate changes. The Company has evaluated the use of currency exchange hedging financial instruments but has determined that it would not use such instruments under the current circumstances. Changes in currency exchange rates may be volatile and could affect the Company's performance.

Item 4. CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures**

Escalade maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow

timely decisions regarding required disclosure based closely on the definition of “disclosure controls and procedures” in Rules 13a-15(e) and 15d-15(e). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, could provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Also, the Company has investments in certain unconsolidated entities. As the Company does not control or manage these entities, its disclosure controls and procedures with respect to such entities are necessarily substantially more limited than those it maintains with respect to its consolidated subsidiaries.

The Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective.

#### **Changes in Internal Control over Financial Reporting**

Management of the Company has evaluated, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, changes in the Company’s internal controls over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the third quarter of 2016.

There have been no changes to the Company’s internal control over financial reporting that occurred since the beginning of the Company’s first quarter of 2016 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

None.

Item 1A. RISK FACTORS.

Not required.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

c) Issuer Purchases of Equity Securities

| Period   | (a) Total Number of Shares (or Units) Purchased | (b) Average Price Paid per Share (or Unit) | (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs |
|--|---|--|---|---|
| Shares purchases prior to 7/9/2016 under the current repurchase program. | 982,916   | \$ 8.84                                    | 982,916   | \$ 2,273,939  |
| Third quarter purchases:   |   |  |   |   |
| 7/10/2016-8/6/2016   | None  | None                                       | No Change   | No Change   |
| 8/7/2016-9/3/2016  | None  | None                                       | No Change   | No Change   |
| 9/4/2016-10/1/2016   | None  | None                                       | No Change   | No Change   |
| Total share purchases under the current program                          | 982,916   | \$ 8.84                                    | 982,916   | \$ 2,273,939  |

The Company has one stock repurchase program which was established in February 2003 by the Board of Directors and which initially authorized management to expend up to \$3,000,000 to repurchase shares on the open market as well as in private negotiated transactions. In February 2005, February 2006, August 2007 and February 2008 the Board of Directors increased the remaining balance on this plan to its original level of \$3,000,000. The repurchase plan has no termination date and there have been no share repurchases that were not part of a publicly announced program.

Item 3. DEFAULTS UPON SENIOR SECURITIES.

None.

Item 4. MINE SAFETY DISCLOSURES.

Not applicable.

Item 5. OTHER INFORMATION.

None.

Item 6. EXHIBITS

Number Description

- 3.1 Articles of Incorporation of Escalade, Incorporated. Incorporated by reference from the Company's 2007 First Quarter Report on Form 10-Q.
- 3.2 Amended By-laws of Escalade, Incorporated, as amended April 22, 2014. Incorporated by reference from the Company's First Quarter Report on Form 10-Q.
- 31.1 Chief Executive Officer Rule 13a-14(a)/15d-14(a) Certification.
- 31.2 Chief Financial Officer Rule 13a-14(a)/15d-14(a) Certification.
- 32.1 Chief Executive Officer Section 1350 Certification.
- 32.2 Chief Financial Officer Section 1350 Certification.

101.CALXBRL Taxonomy Extension Calculation Linkbase Document  
101.DEF XBRL Taxonomy Extension Definition Linkbase Document  
101.LABXBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

101.INS XBRL Instance Document

101.SCHXBRL Taxonomy Extension Schema Document

SIGNATURE

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

ESCALADE, INCORPORATED

Date: October 27, 2016 /s/ Stephen R. Wawrin  
Vice President and Chief Financial Officer  
(On behalf of the registrant and in his  
capacities as Principal Financial Officer  
and Principal Accounting Officer)