

EXIDE TECHNOLOGIES

Form 10-Q

February 07, 2014

Table of Contents

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 December 31, 2013

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-11263

EXIDE TECHNOLOGIES

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

23-0552730

(I.R.S. Employer Identification Number)

13000 Deerfield Parkway,

Building 200

Milton, Georgia

(Address of principal executive offices)

(678) 566-9000

(Registrant's telephone number, including area code)

30004

(Zip Code)

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

Indicate by check mark whether the registrant 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. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  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

Edgar Filing: EXIDE TECHNOLOGIES - Form 10-Q

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

As of January 22, 2014, 79,082,087 shares of common stock were outstanding.

---

Table of Contents

EXIDE TECHNOLOGIES AND SUBSIDIARIES  
TABLE OF CONTENTS

	Page
<u>PART I. FINANCIAL INFORMATION</u>	<u>3</u>
Item 1. <u>FINANCIAL STATEMENTS</u>	<u>3</u>
CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED DECEMBER 31, 2013 AND 2012	<u>3</u>
<u>CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS FOR THE THREE AND NINE MONTHS ENDED DECEMBER 31, 2013 AND 2012</u>	<u>4</u>
CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2013 AND MARCH 31, 2013	<u>5</u>
CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE NINE MONTHS ENDED DECEMBER, 2013 AND 2012	<u>6</u>
<u>NOTES TO CONSOLIDATED FINANCIAL STATEMENTS</u>	<u>7</u>
Item 2. <u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	<u>24</u>
Item 3. <u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	<u>37</u>
Item 4. <u>CONTROLS AND PROCEDURES</u>	<u>37</u>
<u>PART II. OTHER INFORMATION</u>	
Item 1. <u>LEGAL PROCEEDINGS</u>	<u>39</u>
Item 1A. <u>RISK FACTORS</u>	<u>39</u>
Item 2. <u>UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	<u>39</u>
Item 3. <u>DEFAULTS UPON SENIOR SECURITIES</u>	<u>39</u>
Item 4. <u>MINE SAFTEY DISCLOSURES</u>	<u>39</u>
Item 5. OTHER INFORMATION	<u>39</u>
Item 6. <u>EXHIBITS</u>	<u>40</u>
<u>SIGNATURES</u>	<u>41</u>



Table of Contents

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

EXIDE TECHNOLOGIES AND SUBSIDIARIES  
 DEBTOR-IN-POSSESSION  
 CONSOLIDATED STATEMENTS OF OPERATIONS  
 (Unaudited, in thousands, except per-share data)

	Three Months Ended		Nine Months Ended		
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012	
Net sales	\$759,666	\$804,879	\$2,139,710	\$2,210,009	
Cost of sales	649,642	684,809	1,856,913	1,892,025	
Gross profit	110,024	120,070	282,797	317,984	
Selling and administrative expenses	94,668	99,568	275,532	288,968	
Restructuring and impairments, net	3,329	15,776	14,653	16,400	
Operating income (loss)	12,027	4,726	(7,388	) 12,616	
Other income, net	(3,648	) (2,268	) (5,990	) (1,971	)
Interest expense, net	31,810	18,366	83,694	49,692	
Loss before reorganization items, net	(16,135	) (11,372	) (85,092	) (35,105	)
Reorganization items, net	16,998	267	75,943	1,068	
Loss before income taxes	(33,133	) (11,639	) (161,035	) (36,173	)
Income tax provision	1,344	3,644	4,628	99,343	
Net loss	(34,477	) (15,283	) (165,663	) (135,516	)
Net income attributable to noncontrolling interests	215	160	336	300	
Net loss attributable to Exide Technologies	\$(34,692	) \$(15,443	) \$(165,999	) \$(135,816	)
Loss per share					
Basic	\$(0.44	) \$(0.20	) \$(2.13	) \$(1.76	)
Diluted	\$(0.44	) \$(0.20	) \$(2.13	) \$(1.76	)
Weighted average shares					
Basic	78,265	77,344	78,033	77,234	
Diluted	78,265	77,344	78,033	77,234	

The accompanying notes are an integral part of these statements.

Table of Contents

EXIDE TECHNOLOGIES AND SUBSIDIARIES  
DEBTOR-IN-POSSESSION  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS  
(Unaudited, in thousands)

	Three Months Ended		Nine Months Ended	
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012
Net loss				