PharMerica CORP
Form 4
March 23, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tomassetti Berard

(Last) (First) (Middle)

1901 CAMPUS PLACE

(Street)

LOUISVILLE, KY 40299

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PharMerica CORP [PMC]

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP and CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $.01 par value	03/19/2015		A		4,048	A	$ 0	8,190	D	
Common Stock, $.01 par value	03/19/2015		A		2,363	A	$ 0	10,553	D	
Common Stock, $.01 par value	03/19/2015		F		1,450	D	$ 27.85	9,103	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tomassetti Berard 1901 CAMPUS PLACE LOUISVILLE, KY 40299			SVP and CAO	

Signatures

Berard Tomassetti	03/23/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 0in;margin-bottom:.0001pt;">Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) – Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.

Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

21871D103

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

6,911,533

(b) Percent of Class:

8.00%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 51,098

(ii) shared power to vote or direct to vote: 9,822

(iii) sole power to dispose of or to direct the disposition of: 6,855,130

(iv) shared power to dispose or to direct the disposition of: 56,403

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 02/09/2017

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 46,581 shares or .05% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 14,339 shares or .01% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

E="font-family:Times New Roman" SIZE="2">$77,004

Note 6 Inventories

Inventories are stated at the lower of first-in, first-out cost or market and include material, labor and manufacturing overhead. The components of inventories are as follows:

	September 30, 2012	December 31, 2011
Work in progress	$ 51,471	$ 66,713
Finished new railcars		1,061
Used railcars acquired upon trade-in	105	558
Parts and service inventory	4,970	4,545
Total inventories	$ 56,546	$ 72,877

Note 7 Leased Railcars

Leased railcars at September 30, 2012 included *Railcars available for lease* classified as long-term assets of $43,739 (cost of $48,234 and accumulated depreciation of $4,495) and *Inventory on lease* of $7,248. Leased railcars at December 31, 2011 included *Railcars available for lease* classified as long-term assets of $54,746 (cost of $59,217 and accumulated depreciation of $4,471). The Company s lease utilization rate for railcars in its lease fleet, including those classified as *Inventory on lease* and those classified as *Railcars available for lease* was 100% at each of September 30, 2012 and December 31, 2011.

Leased railcars at September 30, 2012 are subject to lease agreements with external customers with terms of up to nine years and are accounted for as operating leases.

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Future minimum rental revenues on leased railcars at September 30, 2012 are as follows:

Three months ending December 31, 2012	$ 1,294
Year ending December 31, 2013	4,655
Year ending December 31, 2014	3,946
Year ending December 31, 2015	2,239
Year ending December 31, 2016	1,875
Thereafter	3,048
	$ 17,057

Note 8 Property, Plant and Equipment

Property, plant and equipment consists of the following:

	September 30, 2012	December 31, 2011
Buildings and improvements	$ 25,161	$ 23,957
Machinery and equipment	33,092	29,169
Software	8,382	8,352
Leasehold improvements	5,350	4,726
Cost of buildings and improvements, leasehold improvements, machinery, equipment and software	71,985	66,204
Less: Accumulated depreciation and amortization	(37,606)	(33,269)
Buildings and improvements, leasehold improvements, machinery, equipment and software, net of accumulated depreciation and amortization	34,379	32,935
Land (including easements)	2,203	2,203
Construction in process	2,128	846
Total property, plant and equipment, net	$ 38,710	$ 35,984

Note 9 Intangible Assets and Goodwill

Intangible assets and goodwill consist of the following:

	September 30, 2012	December 31, 2011
Patents	$ 13,097	$ 13,097
Accumulated amortization	(10,819)	(10,376)
Patents, net of accumulated amortization	2,278	2,721
Customer-related intangibles	1,300	1,300
Accumulated amortization	(176)	(64)

Customer-related intangibles, net of accumulated amortization	1,124	1,236
Total amortizing intangibles	$ 3,402	$ 3,957
Manufacturing segment goodwill	$ 21,521	$ 21,521
Services segment goodwill	607	607
Total goodwill	$ 22,128	$ 22,128

Patents are being amortized on a straight-line method over their remaining legal life from the date of acquisition. The weighted average remaining life of the Company s patents is 5 years. Amortization expense related to patents, which is included in cost of sales, was $148 for each of the three months ended September 30, 2012 and 2011, and $443 for each of the nine months ended September 30, 2012 and 2011. Customer-related intangibles are being amortized from the date of acquisition and have a remaining life of 18 years. Amortization expense related to customer intangibles, which is included in selling, general and administrative expenses, was $37 and $11 for the three months ended September 30, 2012 and 2011, respectively, and $111 and $32 for the nine months ended September 30, 2012 and 2011, respectively.

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The estimated intangible amortization at September 30, 2012 is as follows:

Three months ending December 31, 2012	$ 184
Year ending December 31, 2013	739
Year ending December 31, 2014	744
Year ending December 31, 2015	720
Year ending December 31, 2016	476
Thereafter	539
	$ 3,402

The Company assesses the carrying value of goodwill for impairment annually or more frequently whenever events occur and circumstances change indicating potential impairment. During the quarter ended September 30, 2012, the Company changed its annual testing date from January 1 to August 1 for its reporting units. With respect to the Company s annual goodwill testing date, the Company believes that this voluntary change in accounting method is preferable as it aligns the annual impairment testing date with the Company s long-range planning cycle, which is a significant element in the testing process. In connection with this change, the Company performed the test as of January 1, 2012 and August 1, 2012. There were no impairment charges as of January 1, 2012 or August 1, 2012. This change in the Company s annual testing date, which was applied prospectively, does not delay, accelerate or avoid an impairment charge. It was impracticable to apply this change retrospectively, as the Company is unable to objectively determine significant estimates and assumptions that would have been used in those earlier periods without the use of hindsight.

Note 10 Product Warranties

Warranty terms are based on the negotiated railcar sales contracts and typically are for periods of one to five years. The changes in the warranty reserve for the three and nine months ended September 30, 2012 and 2011, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Balance at the beginning of the period	$ 7,773	$ 6,836	$ 7,795	$ 7,932
Provision for warranties issued during the period	378	487	2,216	1,102
Reductions for payments, cost of repairs and other	(192)	(49)	(410)	(644)
Adjustments to prior warranties	(249)		(1,891)	(1,116)
Balance at the end of the period	$ 7,710	$ 7,274	$ 7,710	$ 7,274

Note 11 Revolving Credit Facility

On July 29, 2010, the Company entered into a $30,000 senior secured revolving credit facility pursuant to a Loan and Security Agreement dated as of July 29, 2010 (the Revolving Loan Agreement) among America, JAC, FCS, Operations and FCR, as borrowers (collectively, the Borrowers), and Fifth Third Bank, as lender. The proceeds of the revolving credit facility can be used for general corporate purposes, including working capital. As of September 30, 2012 and December 31, 2011, the Company had no borrowings and therefore had $30,000 available under the revolving credit facility. The Revolving Loan Agreement also contains a sub-facility for letters of credit not to exceed $20,000. The Company had no outstanding letters of credit under the revolving credit facility as of each of September 30, 2012 and December 31, 2011.

The Revolving Loan Agreement has a term ending on July 29, 2013 and revolving loans outstanding thereunder will bear interest at a rate of LIBOR plus an applicable margin of 2.50% or at prime, as selected by the Company. The Company is required to pay a non-utilization fee of 0.35% on the unused portion of the revolving loan commitment. Borrowings under the Revolving Loan Agreement are secured by the Company s accounts receivable, inventory and certain other assets of the Company, and borrowing availability is tied to a borrowing base of eligible accounts receivable and inventory. The Revolving Loan Agreement has both affirmative and negative covenants, including, without limitation, a minimum tangible net worth covenant and limitations on indebtedness, liens and investments. The minimum tangible net worth covenant in the

Revolving Loan Agreement effectively limits potential dividends to $75,328 as of September 30, 2012. The Revolving Loan Agreement also provides for customary events of default. As of September 30, 2012, the Company was in compliance with all of the covenants contained in the agreement.

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Note 12 Stock-Based Compensation

On January 12, 2012, the Company awarded 179,500 non-qualified stock options to certain employees of the Company pursuant to its 2005 Long Term Incentive Plan. The stock options will vest in three equal annual installments beginning on January 12, 2013 and have a contractual term of 10 years. The exercise price of each option is $23.40, which was the fair market value of the Company s stock on the date of the grant. The Company recognizes stock-based compensation expense based on the fair value of the award on the grant date using the Black-Scholes option valuation model. The estimated fair value of $11.23 per option will be recognized over the period during which an employee is required to provide service in exchange for the award, which is usually the vesting period. The following assumptions were used to value the January 12, 2012 stock options: expected lives of the options of 6 years; expected volatility of 50.86%; risk-free interest rate of 0.84%; and expected dividend yield of 0%.

Expected life in years was determined using the simplified method. The Company believes that it is appropriate to use the simplified method in determining the expected life for options granted after 2007 because the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term for stock options awarded after 2007 and due to the limited number of stock option grants to date. Expected volatility was based on the historical volatility of the Company s stock. The risk-free interest rate was based on the U.S. Treasury bond rate for the expected life of the option. The expected dividend yield was based on the latest annualized dividend rate and the current market price of the underlying common stock on the date of the grant.

During the nine months ended September 30, 2012, the Company awarded 18,150 shares of restricted stock to certain employees of the Company pursuant to its 2005 Long Term Incentive Plan. Each restricted stock award will vest in three equal annual installments beginning on the first anniversary of the award, with continued vesting of the award subject to the recipient s continued employment with the Company. Stock compensation expense will be recognized over the vesting period based on the fair market value of the stock on the date of the award, calculated as the average of the high and low trading prices for the Company s common stock on the award date.

During the nine months ended September 30, 2012, the Company awarded 13,296 shares of restricted stock to certain individuals for service on the Company s board of directors pursuant to its 2005 Long Term Incentive Plan. Each restricted stock award will vest on the earlier of May 24, 2013 or the last trading day before the date of the Company s 2013 annual meeting of stockholders. Stock compensation expense will be recognized over the vesting period based on the fair market value of the stock on the date of the award, calculated as the average of the high and low trading prices for the Company s common stock on the award date.

As of September 30, 2012, there was $2,748 of unearned compensation expense related to stock options and restricted stock awards, which will be recognized over the remaining requisite service period of 36 months.

Note 13 Employee Benefit Plans

The Company has qualified, defined benefit pension plans that were established to cover certain employees. The Company also provides certain postretirement health care benefits for certain of its salaried and hourly retired employees. Generally, employees may become eligible for health care benefits if they retire after attaining specified age and service requirements. These benefits are subject to deductibles, co-payment provisions and other limitations.

A substantial portion of the Company s postretirement benefit plan obligation relates to a settlement with the union representing employees at the Company s and its predecessors Johnstown manufacturing facilities. The terms of that settlement require the Company to pay until November 30, 2012 certain monthly amounts toward the cost of retiree health care coverage. The Company is currently engaged in negotiations related to the expiring settlement agreement but the outcome of those negotiations and the impact on the Company s postretirement benefit plan obligation cannot be determined at this time. The Company s current postretirement benefit plan obligation assumes for accounting purposes a continuation of those monthly payments indefinitely after November 30, 2012 (as would be permitted under the settlement). However, the Company s postretirement benefit plan obligation could significantly increase or decrease if payments were to cease, if litigation should ensue or if the parties should agree on a modified settlement.

Generally, contributions to the plans are not less than the minimum amounts required under the Employee Retirement Income Security Act of 1974 (ERISA) and not more than the maximum amount that can be deducted for federal income tax purposes. The plans assets are held by independent trustees and consist primarily of mutual fund securities.

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The components of net periodic benefit cost (benefit) for the three and nine months ended September 30, 2012 and 2011, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Pension Plans				
Interest cost	$ 725	$ 784	$ 2,175	$ 2,352
Expected return on plan assets	(862)	(949)	(2,586)	(2,847)
Amortization of unrecognized net loss	126	91	378	273
	$ (11)	$ (74)	$ (33)	$ (222)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Postretirement Benefit Plan				
Service cost	$ 16	$ 14	$ 48	$ 42
Interest cost	755	803	2,265	2,409
Amortization of prior service cost	60	60	180	180
Amortization of unrecognized net loss	94	72	281	216
	$ 925	$ 949	$ 2,774	$ 2,847

The Company made contributions to the Company s defined benefit pension plans of $513 and $434 during the three months ended September 30, 2012 and 2011, respectively, and $2,069 and $3,972 during the nine months ended September 30, 2012 and 2011, respectively. Total contributions to the Company s pension plans in 2012 are expected to be $2,582. The Company made payments to the Company s postretirement benefit plan of $1,188 and $1,136 during the three months ended September 30, 2012 and 2011, respectively, and $3,719 and $3,465 during the nine months ended September 30, 2012 and 2011, respectively. Total payments to the Company s postretirement benefit plan in 2012 are expected to be $5,097.

The Company also maintains qualified defined contribution plans, which provide benefits to employees based on employee contributions, years of service, employee earnings or certain subsidiary earnings, with discretionary contributions allowed. Expenses related to these plans were $402 and $362 for the three months ended September 30, 2012 and 2011, respectively, and $1,369 and $1,030 for the nine months ended September 30, 2012 and 2011, respectively.

Note 14 Contingencies

The Company is involved in various warranty and repair claims by its customers in the normal course of business. In the opinion of management, the Company s potential losses in excess of the accrued warranty provisions, if any, are not expected to be material to the Company s consolidated financial condition, results of operations or cash flows.

On September 29, 2008, Bral Corporation, a supplier of certain railcar parts to the Company, filed a complaint against the Company in the U.S. District Court for the Western District of Pennsylvania (the Pennsylvania Lawsuit). The complaint alleges that the Company breached an exclusive supply agreement with Bral by purchasing parts from CMN Components, Inc. (CMN) and seeks damages in an unspecified amount, attorneys fees and other legal costs. On December 14, 2007, Bral sued CMN in the U.S. District Court for the Northern District of Illinois, alleging among other things that CMN interfered in the business relationship between Bral and the Company (the Illinois Lawsuit) and seeking damages in an unspecified amount, attorneys fees and other legal costs. On October 22, 2008, the Company entered into an Assignment of Claims Agreement with CMN under which CMN assigned to the Company its counterclaims against Bral in the Illinois Lawsuit and the Company agreed to defend and indemnify CMN against Bral s claims in that lawsuit. Discovery in both the Pennsylvania Lawsuit and the Illinois

Lawsuit has been closed and the parties have brought cross-motions for summary judgment in both cases. In the Pennsylvania Lawsuit, the Court has not yet ruled on the parties summary judgment motions. In the Illinois Lawsuit, the Court has denied all summary judgment motions. While the ultimate outcomes of the Pennsylvania Lawsuit and the Illinois Lawsuit cannot be determined at this time, it is the opinion of management that the resolution of these lawsuits will not have a material adverse effect on the Company s financial condition, results of operations or cash flows.

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On a quarterly basis, the Company evaluates the potential outcome of all significant contingencies and estimates the likelihood that a future event or events will confirm the loss of an asset or incurrence of a liability. When information available prior to issuance of the Company s financial statements indicates that in management s judgment, it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and the amount of loss can be reasonably estimated, the contingency is accrued by a charge to income.

In addition to the foregoing, the Company is involved in certain other threatened and pending legal proceedings, including commercial disputes and workers compensation and employee matters arising out of the conduct of its business. While the ultimate outcome of these other legal proceedings cannot be determined at this time, it is the opinion of management that the resolution of these other actions will not have a material adverse effect on the Company s financial condition, results of operations or cash flows.

Note 15 Earnings Per Share

Shares used in the computation of the Company s basic and diluted earnings per common share are reconciled as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	**2011**	**2012**	**2011**
Weighted average common shares outstanding	11,936,780	11,919,803	11,930,943	11,914,278
Dilutive effect of employee stock options and nonvested share awards	6,778		45,329	
Weighted average diluted common shares outstanding	11,943,558	11,919,803	11,976,272	11,914,278

Weighted average diluted common shares outstanding include the incremental shares that would be issued upon the assumed exercise of stock options and the assumed vesting of nonvested share awards. For the three and nine months ended September 30, 2012, there were 586,448 and 363,694 share based payment awards, respectively, which were anti-dilutive and not included in the above calculation. For the three and nine months ended September 30, 2011, there were 321,000 share based payment awards which were anti-dilutive and not included in the above calculation.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

OVERVIEW

You should read the following discussion in conjunction with our unaudited condensed consolidated financial statements and related notes included elsewhere in this quarterly report on Form 10-Q. This discussion contains forward-looking statements that are based on management s current expectations, estimates and projections about our business and operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements. See Cautionary Statement Regarding Forward-Looking Statements.

We believe we are the leading manufacturer of aluminum-bodied railcars and coal-carrying railcars in North America, based on the number of railcars delivered. We also manufacture other types of railcars, refurbish and rebuild railcars, and sell forged, cast and fabricated parts for the railcars we produce as well as those manufactured by others, provide general railcar repair and maintenance, inspections, railcar fleet management services for all types of freight railcars and provide freight cars for lease. Our primary customers are railroads, shippers and financial institutions.

Our operating activities are divided into two reportable segments, Manufacturing and Services. Our Manufacturing segment includes new railcar manufacturing, used railcar sales, railcar leasing and major railcar rebuilds. Our Services segment includes general railcar repair and maintenance, inspections, parts sales and railcar fleet management services. Corporate includes selling, general and administrative expenses not related to production of goods and services, such as retiree pension and other postretirement benefit costs, and all other non-operating activity.

Our railcar manufacturing facilities are located in Danville, Illinois and Roanoke, Virginia. Both facilities have the capability to manufacture a variety of types of railcars, including aluminum-bodied and steel-bodied railcars. We have repair and maintenance and inspection facilities in Clinton, Indiana, Grand Island, Nebraska and Hastings, Nebraska.

Total orders for railcars in the third quarter of 2012 were 225 units, all of which were new railcars, compared to 961 units, consisting of 600 new railcars and 361 used railcars, ordered in the second quarter of 2012 and 2,840 units, all of which were new railcars, ordered in the third quarter of 2011. Railcar deliveries totaled 1,618 units, consisting of 998 new railcars and 620 rebuilt railcars, in the third quarter of 2012, compared to 2,786 units, consisting of 1,815 new railcars, 361 used railcars sold and 610 leased railcars delivered, in the second quarter of 2012 and 1,515 units, all of which were new railcars, delivered in the third quarter of 2011. Total backlog of unfilled orders was 3,716 units, consisting of 1,036 new railcars and 2,680 rebuilt railcars, at September 30, 2012, compared to 8,303 units, consisting of 5,003 new railcars and 3,300 rebuilt railcars, at December 31, 2011.

The market for the Company s products continued to weaken in the third quarter of 2012. Coal loadings continued to decline and were down 7.3% from the same period last year. In addition, the railroads continued their operational improvements with coal unit average train speeds up 10.3% for the quarter compared to the third quarter 2011. Lastly, the weak economic recovery is impacting total railcar loadings which decreased by 1.9% in the third quarter of 2012 compared to the third quarter of 2011. The net impact of the above was a slowdown in non-tank car deliveries. Non-tank car deliveries were 7,854 units which were down over 40% from the first two quarters of 2012. The backlog of non-tank cars continued to decrease and was 14,695 units or about two quarters of production at the current delivery rate.

RESULTS OF OPERATIONS

Three Months Ended September 30, 2012 compared to Three Months Ended September 30, 2011

Revenues

Our consolidated revenues for the three months ended September 30, 2012 were $160.6 million compared to $130.1 million for the three months ended September 30, 2011. Manufacturing segment revenues for the third quarter of 2012 were $152.5 million compared to $122.2 million for the third quarter of 2011. The increase in Manufacturing segment revenues for the 2012 period compared to the 2011 period reflects the increase in the number of rebuilt railcars delivered, higher revenue per new railcar and the sale of 240 leased railcars that were delivered in the prior quarter. Our Manufacturing segment delivered 1,618 units, consisting of 998 new railcars and 620 rebuilt railcars in the third quarter of 2012, compared to 1,515 units, all of which were new railcars delivered in the third quarter of 2011. Services segment revenues for the three months ended September 30, 2012 were $8.1 million compared to $7.9 million for the three months ended September 30, 2011.

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Gross Profit

Our consolidated gross profit for the three months ended September 30, 2012 was $16.1 million compared to $9.1 million for the three months ended September 30, 2011. The increase in our consolidated gross profit for the third quarter of 2012 compared to the third quarter of 2011 reflects an increase in gross profit from our Manufacturing segment of $7.4 million, which was partially offset by a decrease in gross profit from our Services segment of $0.5 million. The increase in gross profit for our Manufacturing segment for the third quarter of 2012 compared to the third quarter of 2011 is due to a higher number of railcars delivered, higher revenue per new railcar and the sale of 240 leased railcars that were delivered in the prior quarter, which were partially offset by unfavorable production variances related to production line changeover costs. The decrease in gross profit for our Services segment for the third quarter of 2012 compared to the third quarter of 2011 reflects lower parts sales volume, an unfavorable parts sales mix, an unfavorable repair work mix and increased operating costs in our repair business. These decreases reflect a drop in repair programs that generate higher gross profit per railcar repaired. Our consolidated gross margin rate was 10.0% for the three months ended September 30, 2012 compared to 7.0% for the three months ended September 30, 2011.

Selling, General and Administrative Expenses

Consolidated selling, general and administrative expenses for the three months ended September 30, 2012 were $8.2 million compared to $7.3 million for the three months ended September 30, 2011. The increase reflects increases in compensation of $0.4 million and external services costs of $1.1 million, which were partially offset by decreases in product development costs of $0.2 million. Manufacturing segment selling, general and administrative expenses for the three months ended September 30, 2012 were $1.9 million compared to $1.4 million for the three months ended September 30, 2011. Services segment selling, general and administrative expenses were $1.0 million for the three months ended September 30, 2012 compared to $0.9 million for the three months ended September 30, 2011. Corporate selling, general and administrative expenses for the three months ended September 30, 2012 were $5.4 million compared to $5.0 million for the three months ended September 30, 2011.

Operating Income

Our consolidated operating income for the three months ended September 30, 2012 was $7.9 million, compared to $1.8 million for the three months ended September 30, 2011. Operating income for the Manufacturing segment was $13.9 million for the three months ended September 30, 2012 compared to $6.9 million for the three months ended September 30, 2011. The improvement in operating income for the Manufacturing segment reflects increased deliveries and higher revenue per new railcar, which were partially offset by unfavorable production variances related to production line changeover costs. Services segment operating income was $0.6 million for the three months ended September 30, 2012 compared to $1.1 million for the three months ended September 30, 2011. The decrease in Services segment operating income was primarily due to lower parts sales volume and an unfavorable parts sales mix as well as increased operating costs in our repair business. Corporate costs were $6.6 million for the three months ended September 30, 2012 compared to $6.2 million for the three months ended September 30, 2011. The increase in Corporate costs was primarily due to increases in compensation and external services costs.

Income Taxes

The income tax provision was $3.0 million for the three months ended September 30, 2012, compared to $4.2 million for the three months ended September 30, 2011. The effective tax rate for the three months ended September 30, 2012 and 2011, was 38.8% and 239.0%, respectively. The effective tax rate for the three months ended September 30, 2012 was higher than the statutory U.S. federal income tax rate of 35% primarily due to a 4.6% blended state tax rate and other permanent adjustments, partially offset by 1.4% for the impact of tax-deductible goodwill. The income tax provision for the three months ended September 30, 2011 includes recapture of $4.1 million of tax benefits recorded in the first half of 2011. The recapture results from applying the change in the effective tax rate forecasted for the full year to pre-tax earnings recorded in the first half of the year.

Net Income (Loss) Attributable to FreightCar America

As a result of the foregoing, net income attributable to FreightCar America was $4.8 million for the three months ended September 30, 2012, reflecting an increase of $7.2 million from net loss attributable to FreightCar America of $2.4 million for the three months ended September 30, 2011. For the three months ended September 30, 2012, our basic and diluted net income per share was $0.40 on basic and diluted shares outstanding of 11,936,780 and 11,943,558, respectively. For the three months ended September 30, 2011, our basic and diluted net loss per share was $0.20, on basic and diluted shares outstanding of 11,919,803.

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Nine Months Ended September 30, 2012 compared to Nine Months Ended September 30, 2011

Revenues

Our consolidated revenues for the nine months ended September 30, 2012 were $560.9 million compared to $299.9 million for the nine months ended September 30, 2011. Manufacturing segment revenues for the nine months ended September 30, 2012 were $534.7 million compared to $273.6 million for the nine months ended September 30, 2011. The increase in Manufacturing segment revenues for the 2012 period compared to the 2011 period reflects the increase in the number of railcars delivered, higher revenue per railcar and the sale of 128 leased railcars that were delivered in the prior year. Our Manufacturing segment delivered 7,017 units, consisting of 4,959 new railcars, 441 used railcars sold, 997 railcars leased and 620 rebuilt railcars, for the nine months ended September 30, 2012, compared to 3,699 units, consisting of 3,592 new railcars, 17 used railcars sold and 90 railcars leased, for the nine months ended September 30, 2011. Services segment revenues for the nine months ended September 30, 2012 were $26.2 million compared to $26.3 million for the nine months ended September 30, 2011 as a result of increased revenues from our repair business, which were partially offset by lower parts sales.

Gross Profit

Our consolidated gross profit for the nine months ended September 30, 2012 was $56.9 million compared to $15.3 million for the nine months ended September 30, 2011, representing an increase of $41.6 million. The increase in our consolidated gross profit for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011 reflects an increase in gross profit from our Manufacturing segment of $42.8 million, which was partially offset by a decrease in gross profit from our Services segment of $1.2 million. Corporate costs were flat for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011. The increase in gross profit for our Manufacturing segment for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011 is due to a higher number of railcars delivered, higher revenue per railcar and improved utilization of our manufacturing capacity during 2012, which were partially offset by unfavorable production variances related to production line changeover costs. The decrease in gross profit for our Services segment for the nine months ended September 30, 2012 compared to the nine months ended September 30, 2011 reflects lower parts sales volume, an unfavorable parts sales mix, unfavorable repair work mix and increased operating costs in our repair business. These decreases reflect a drop in repair programs that generate higher gross profit per railcar repaired. Our consolidated gross margin rate was 10.1% for the nine months ended September 30, 2012 compared to 5.1% for the nine months ended September 30, 2011.

Selling, General and Administrative Expenses

Consolidated selling, general and administrative expenses for the nine months ended September 30, 2012 were $24.6 million compared to $20.2 million for the nine months ended September 30, 2011. The increase reflects increases in compensation of $2.7 million, external services costs of $2.6 million and legal fees of $0.4 million, which were partially offset by decreases in product development costs of $1.3 million. Manufacturing segment selling, general and administrative expenses were $4.8 million for the nine months ended September 30, 2012 compared to $4.6 million for the nine months ended September 30, 2011. Services segment selling, general and administrative expenses were $2.7 million for the nine months ended September 30, 2012 compared to $2.6 million for the nine months ended September 30, 2011. Corporate selling, general and administrative expenses for the nine months ended September 30, 2012 were $16.9 million compared to $13.0 million for the nine months ended September 30, 2011.

Gain on Sale of Railcars Available for Lease

Gain on sale of railcars available for lease for the nine months ended September 30, 2012 was $1.0 million and represented the gain on sale of 128 leased railcars with a net book value of $10.4 million. Gain on sale of railcars available for lease for the nine months ended September 30, 2011 was $1.0 million and represented the gain on sale of 76 leased railcars with a net book value of $5.5 million.

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Operating Income (Loss)

Our consolidated operating income for the nine months ended September 30, 2012 was $33.3 million, compared to an operating loss of $3.9 million for the nine months ended September 30, 2011. Operating income for the Manufacturing segment was $51.7 million for the nine months ended September 30, 2012 compared to $9.2 million for the nine months ended September 30, 2011. The improvement in operating income for the Manufacturing segment reflects increased deliveries, higher revenue per railcar and improved utilization of our manufacturing capacity. Services segment operating income was $2.1 million for the nine months ended September 30, 2012 compared to $3.4 million for the nine months ended September 30, 2011. The decrease in Services segment operating income was primarily due to lower parts sales volume, higher operating costs for our repair business and an increase in selling, general and administrative expenses for the 2012 period compared to the 2011 period. Corporate costs were $20.5 million for the nine months ended September 30, 2012 compared to $16.5 million for the nine months ended September 30, 2011. The increase in Corporate costs was primarily due to increases in compensation and external services.

Income Taxes

The income tax provision was $12.9 million for the nine months ended September 30, 2012, compared to an income tax benefit of $0.5 million for the nine months ended September 30, 2011. The effective tax rate for the nine months ended September 30, 2012 and 2011, was 39.2% and 12.3%, respectively. The effective tax rate for the nine months ended September 30, 2012 was higher than the statutory U.S. federal income tax rate of 35% primarily due to a 4.6% blended state tax rate and other permanent items, partially offset by 1.8% for the impact of tax-deductible goodwill. The effective tax rate for the nine months ended September 30, 2011 reflected the anticipated full year 2011 effective tax rate as of September 30, 2011 and was lower than the statutory U.S. federal income tax rate of 35% due to the impact of tax-deductible goodwill which was partially offset by the impact of state taxes. The effective tax rate for the nine months ended September 30, 2011 also included increases in statutory state income tax rates in certain states in which we operate.

Net Income (Loss) Attributable to FreightCar America

As a result of the foregoing, net income attributable to FreightCar America was $20.1 million for the nine months ended September 30, 2012, reflecting an increase of $23.6 million from a net loss attributable to FreightCar America of $3.5 million for the nine months ended September 30, 2011. For the nine months ended September 30, 2012, our basic and diluted net income per share was $1.68 and $1.67, respectively, on basic and diluted shares outstanding of 11,930,943 and 11,976,272, respectively. For the nine months ended September 30, 2011, our basic and diluted net loss per share was $0.30, on basic and diluted shares outstanding of 11,914,278.

LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity for the nine months ended September 30, 2012 and 2011, were our cash and cash equivalent balances on hand and our revolving credit facility. On July 29, 2010, we entered into a $30.0 million senior secured revolving credit facility pursuant to a Loan and Security Agreement dated as of July 29, 2010 (the Revolving Loan Agreement) among the Company and certain of its subsidiaries, as borrowers (collectively, the Borrowers), and Fifth Third Bank, as lender. The proceeds of the revolving credit facility can be used for general corporate purposes, including working capital. The Revolving Loan Agreement also contains a sub-facility for letters of credit not to exceed $20.0 million. As of each of September 30, 2012 and December 31, 2011, we had no borrowings or outstanding letters of credit under the revolving credit facility.

The Revolving Loan Agreement has a term ending on July 29, 2013 and revolving loans outstanding thereunder will bear interest at a rate of LIBOR plus an applicable margin of 2.50% or at prime, as selected by the Borrowers. We are required to pay a non-utilization fee of 0.35% on the unused portion of the revolving loan commitment. Borrowings under the Revolving Loan Agreement are secured by our accounts receivable, inventory and certain other assets, and borrowing availability is tied to a borrowing base of eligible accounts receivable and inventory. The Revolving Loan Agreement has both affirmative and negative covenants, including, without limitation, a minimum tangible net worth covenant and limitations on indebtedness, liens and investments. The minimum tangible net worth covenant effectively limits potential dividends to $75.3 million as of September 30, 2012. The Revolving Loan Agreement also provides for customary events of default. As of September 30, 2012, we had borrowing capacity of $30.0 million under the Revolving Loan Agreement and we were in compliance with all of the covenants contained in the agreement.

Our restricted cash balance was $15.5 million as of September 30, 2012 and $1.8 million as of December 31, 2011, and consisted of cash used to collateralize standby letters of credit with respect to performance guarantees and to support our worker s compensation insurance claims. The standby letters of credit outstanding as of September 30, 2012 are scheduled to expire at various dates through December 2015. We expect to establish restricted cash balances in future periods to minimize bank fees related to standby letters of credit while maximizing our ability to borrow under the revolving credit facility.

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As of September 30, 2012, the value of inventory on lease and railcars available for lease totaled $51.0 million. We may continue to offer railcars for lease to certain customers and pursue opportunities to sell leased railcars in our portfolio. Additional railcars available for lease may be funded by cash flows from operations or we may pursue a new credit facility or both, as we evaluate our liquidity and capital resources.

Based on our current level of operations and known changes in planned volume based on our backlog, we believe that our proceeds from operating cash flows and our cash balances, together with amounts available under our revolving credit facility, will be sufficient to meet our expected liquidity needs. Our long-term liquidity is contingent upon future operating performance and our ability to continue to meet financial covenants under our revolving credit facility and any other indebtedness. We may also require additional capital in the future to fund working capital, organic growth opportunities, including new plant and equipment and development of railcars, joint ventures, international expansion and acquisitions, and these capital requirements could be substantial. Management continuously evaluates manufacturing facility requirements based on market demand and may elect to make capital investments at higher levels in the future.

Our long-term liquidity needs also depend to a significant extent on our obligations related to our pension and welfare benefit plans. We provide pension and retiree welfare benefits to certain salaried and hourly employees upon their retirement. Benefits under our pension plans are now frozen and will not be impacted by increases due to future service. The most significant assumptions used in determining our benefit obligations are the discount rate used on our pension and postretirement welfare obligations and expected return on pension plan assets. As of December 31, 2011, our benefit obligation under our defined benefit pension plans and our postretirement benefit plan was $62.4 million and $65.1 million, respectively, which exceeded the fair value of plan assets by $14.1 million and $65.1 million, respectively. We made contributions of $2.1 million to our defined benefit pension plans during the nine months ended September 30, 2012 and expect to make $2.6 million in total contributions to our defined benefit pension plans during 2012. Our defined benefit pension plans are in compliance with the minimum funding levels established in the Pension Protection Act of 2006. Funding levels will be affected by future contributions, investment returns on plan assets, growth in plan liabilities and interest rates. Assuming that the plans are fully funded as that term is defined in the Pension Protection Act, we will be required to fund the ongoing growth in plan liabilities on an annual basis. We made payments to our postretirement benefit plan of $3.7 million during the nine months ended September 30, 2012, and expect to make $5.1 million in total payments to our postretirement benefit plan in 2012.

A substantial portion of our postretirement benefit plan obligation relates to a settlement with the union representing employees at our Company s and its predecessors Johnstown manufacturing facilities. The terms of that settlement require us to pay until November 30, 2012 certain monthly amounts toward the cost of retiree health care coverage. We are currently engaged in negotiations related to the expiring settlement agreement but the outcome of those negotiations and the impact on our postretirement benefit plan obligation cannot be determined at this time. Our postretirement benefit plan obligation could significantly increase or decrease if payments were to cease, if litigation should ensue or if the parties should agree on a modified settlement. We anticipate funding pension plan contributions and postretirement benefit plan payments with cash from operations and available cash.

Based upon our operating performance, capital requirements and obligations under our pension and welfare benefit plans, we may, from time to time, be required to raise additional funds through additional offerings of our common stock and through long-term borrowings. There can be no assurance that long-term debt, if needed, will be available on terms attractive to us, or at all. Furthermore, any additional equity financing may be dilutive to stockholders and debt financing, if available, may involve restrictive covenants. Our failure to raise capital if and when needed could have a material adverse effect on our results of operations and financial condition.

Contractual Obligations

The following table summarizes our contractual obligations as of September 30, 2012, which also includes the Amendment to Lease dated as of October 11, 2012, by and between Norfolk Southern Railway Company and Johnstown America Corporation. The effect that these obligations and commitments would be expected to have on our liquidity and cash flow in future periods is as follows:

Contractual Obligations	Total	1 Year	2-3 Years	4-5 Years	After 5 Years
	Payments Due by Period (In thousands)				
Operating leases	$ 41,995	$ 3,357	$ 7,427	$ 7,315	$ 23,896
Material and component purchases	55,126	31,054	24,072		
Total	$ 97,121	$ 34,411	$ 31,499	$ 7,315	$ 23,896

Material and component purchases consist of non-cancelable agreements with suppliers to purchase materials used in the manufacturing process. Purchase commitments for aluminum are made at a fixed price and are typically entered into after a customer places an order for railcars. The estimated amounts above may vary based on the actual quantities and price.

The above table excludes $3.6 million related to a reserve for unrecognized tax benefits and accrued interest and penalties at September 30, 2012 because the timing of the payout of these amounts cannot be determined.

We are also required to make minimum contributions to our pension and postretirement welfare plans. See Note 13 to the unaudited condensed consolidated financial statements regarding our expected contributions to our pension plans and our expected postretirement welfare benefit payments for 2012.

Cash Flows

The following table summarizes our net cash provided by (used in) operating activities, investing activities and financing activities for the nine months ended September 30, 2012 and 2011:

	Nine Months Ended September 30, 2012	2011
	(In thousands)	
Net cash provided by (used in):		
Operating activities	$ 38,528	$ (4,038)
Investing activities	(9,523)	8,206
Financing activities	(2,203)	(73)
Total	$ 26,802	$ 4,095

Operating Activities. Our net cash provided by or used in operating activities reflects net income or loss adjusted for non-cash charges and changes in operating assets and liabilities. Cash flows from operating activities are affected by several factors, including fluctuations in business volume, contract terms for billings and collections, the timing of collections on our contract receivables, processing of bi-weekly payroll and associated taxes, and payments to our suppliers. As some of our customers accept delivery of new railcars in train-set quantities, consisting on average of 120 to 135 railcars, variations in our sales lead to significant fluctuations in our operating profits and cash from operating activities. We do not usually experience business credit issues, although payments may be delayed pending completion of closing documentation.

Our net cash provided by operating activities for the nine months ended September 30, 2012 was $38.5 million compared to net cash used in operating activities of $4.0 million for the nine months ended September 30, 2011. Net cash provided by operating activities for the nine months ended September 30, 2012 includes our income from operations and increases in cash due to changes in inventory of $16.2 million, which were partially offset by decreases in cash due to changes in accounts receivable of $4.3 million and the cost of inventory on lease of $7.2 million. Net cash used in operating activities for the nine months ended September 30, 2011 included an increase in working capital balances, including increases in accounts receivable of $4.8 million and inventory of $27.2 million, which were partially offset by increases in account and contractual payables of $25.5 million. The increase in accounts receivable for the nine months ended September 30, 2011 includes billings for recently delivered new railcars. The increase in inventories during the nine months ended September 30, 2011 reflects an increase in finished railcars ready to be delivered as well as the pre-purchase of materials for 2011 railcar orders to protect against increasing material costs. The increase in account and contractual payables during the nine months ended September 30, 2011 primarily represents purchases of material to support increased production levels. Net cash used in operating activities for the nine months ended September 30, 2011 also included pension contributions of $4.0 million and postretirement benefit plan contributions of $3.5 million.

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Investing Activities. Net cash used in investing activities for the nine months ended September 30, 2012 was $9.5 million compared to net cash provided by investing activities of $8.2 million for the nine months ended September 30, 2011. Net cash used in investing activities for the nine months ended September 30, 2012 included restricted cash deposits for collateralization of letters of credit of $15.5 million and purchases of property, plant and equipment of $6.3 million, which were partially offset by proceeds from the sale of railcars on operating leases of $10.4 million. Net cash provided by investing activities for the nine months ended September 30, 2011 primarily included proceeds from the sale of railcars on operating leases of $7.8 million and restricted cash withdrawals of $1.4 million.

Financing Activities. Net cash used in financing activities for the nine months ended September 30, 2012 was $2.2 million and primarily included cash dividends paid to our stockholders. Net cash used in financing activities for the nine months ended September 30, 2011 was $73,000.

Capital Expenditures

Our capital expenditures were $6.3 million in the nine months ended September 30, 2012 compared to $0.8 million in the nine months ended September 30, 2011. Capital expenditures for the nine months ended September 30, 2012 were primarily cash outlays to enhance our capability to more efficiently produce a more diverse railcar product line in our existing facilities. The first non-coal railcars to be manufactured using these enhanced capabilities will be delivered in the fourth quarter of 2012. Excluding unforeseen expenditures, management expects that capital expenditures will be between $3.0 million and $4.1 million for the remainder of 2012 and will be used to maintain our existing railcar manufacturing and repair and maintenance facilities and improve the efficiency of certain facilities. Management continuously evaluates facility requirements based upon market demand and may elect to make capital investments at higher levels in the future.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains certain forward-looking statements including, in particular, statements about our plans, strategies and prospects. We have used the words may, will, expect, anticipate, believe, estimate, plan, intend and similar expressions in this r identify forward-looking statements. We have based these forward-looking statements on our current views with respect to future events and financial performance. Our actual results could differ materially from those projected in the forward-looking statements.

Our forward-looking statements are subject to risks and uncertainties, including:

- the cyclical nature of our business;
- the highly competitive nature of our industry;
- adverse economic and market conditions;
- our reliance upon a small number of customers that represent a large percentage of our sales;
- the variable purchase patterns of our customers and the timing of completion, delivery and customer acceptance of orders;
- potential significant warranty claims (customer-related);
- our reliance on the sales of our aluminum-bodied coal cars;

- the risk of lack of acceptance of our new railcar offerings by our customers;

- availability and fluctuating cost of raw materials, including steel and aluminum, and delays in the delivery of raw materials;

- our ability to maintain relationships with our suppliers of railcar components;

- risks relating to our relationship with our unionized employees and their unions;

- our ability to manage our health care and pension costs;

- shortages of skilled labor;

- the cost of complying with environmental laws and regulations; and

- various covenants in the agreement governing our indebtedness that limit our management s discretion in the operation of our businesses.

Our actual results could be different from the results described in or anticipated by our forward-looking statements due to the inherent uncertainty of estimates, forecasts and projections and may be better or worse than anticipated. Given these uncertainties, you should not rely on forward-looking statements. Forward-looking statements represent our estimates and assumptions only as of the date that they were made. We expressly disclaim any duty to provide updates to forward-looking statements, and the estimates and assumptions associated with them, in order to reflect changes in circumstances or

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expectations or the occurrence of unanticipated events except to the extent required by applicable securities laws. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed under Item 1A. Risk Factors in our annual report on Form 10-K for the year ended December 31, 2011 filed with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We have a $30.0 million senior secured revolving credit facility, the proceeds of which can be used for general corporate purposes, including working capital. On an annual basis, a 1% change in the interest rate in our revolving credit facility will increase or decrease our interest expense by $10,000 for every $1.0 million of outstanding borrowings. As of September 30, 2012, there were no borrowings or outstanding letters of credit under the revolving credit facility.

The production of railcars and our operations require substantial amounts of aluminum and steel. The cost of aluminum, steel and all other materials (including scrap metal) used in the production of our railcars represents a significant majority of our direct manufacturing costs. Our business is subject to the risk of price increases and periodic delays in the delivery of aluminum, steel and other materials, all of which are beyond our control. Any fluctuations in the price or availability of aluminum or steel, or any other material used in the production of our railcars, may have a material adverse effect on our business, results of operations or financial condition. In addition, if any of our suppliers were unable to continue its business or were to seek bankruptcy relief, the availability or price of the materials we use could be adversely affected. When market conditions permit us to do so, we negotiate contracts with our customers that allow for variable pricing to protect us against future changes in the cost of raw materials. When raw material prices increase rapidly or to levels significantly higher than normal, we may not be able to pass price increases through to our customers, which could adversely affect our operating margins and cash flows.

We are not exposed to any significant foreign currency exchange risks as our general policy is to denominate foreign sales and purchases in U.S. dollars.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under 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 (the Evaluation Date). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that we file or submit 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.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

We are involved in certain threatened and pending legal proceedings, including commercial disputes and workers compensation and employee matters arising out of the conduct of our business. While the ultimate outcome of these legal proceedings cannot be determined at this time, it is the opinion of management that potential losses in excess of the accrued legal provisions, if any, are not expected to be material to the Company s consolidated financial condition, results of operations or cash flows.

On September 29, 2008, Bral Corporation, a supplier of certain railcar parts to the Company, filed a complaint against us in the U.S. District Court for the Western District of Pennsylvania (the Pennsylvania Lawsuit). The complaint alleges that we breached an exclusive supply agreement with Bral by purchasing parts from CMN Components, Inc. (CMN) and seeks damages in an unspecified amount, attorneys fees and other legal costs. On December 14, 2007, Bral sued CMN in the U.S.

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District Court for the Northern District of Illinois, alleging among other things that CMN interfered in the business relationship between Bral and the Company (the Illinois Lawsuit) and seeking damages in an unspecified amount, attorneys fees and other legal costs. On October 22, 2008, we entered into an Assignment of Claims Agreement with CMN under which CMN assigned to us its counterclaims against Bral in the Illinois Lawsuit and we agreed to defend and indemnify CMN against Bral s claims in that lawsuit. Discovery in both the Pennsylvania Lawsuit and the Illinois Lawsuit has been closed and the parties have brought cross-motions for summary judgment in both cases. In the Pennsylvania Lawsuit, the Court has not yet ruled on the parties summary judgment motions. In the Illinois Lawsuit, the Court has denied all summary judgment motions. While the ultimate outcomes of the Pennsylvania Lawsuit and the Illinois Lawsuit cannot be determined at this time, it is the opinion of management that the resolution of these lawsuits will not have a material adverse effect on the Company s financial condition, results of operations or cash flows.

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in Item 1A of our 2011 annual report on Form 10-K.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits filed as part of this Form 10-Q:

10.1	Amendment to Lease, dated as of October 11, 2012, by and between Norfolk Southern Railway Company and Johnstown America Corporation.
18.1	Preferability letter from Deloitte & Touche LLP on change in date of annual goodwill impairment testing.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *

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101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *

Confidential treatment has been requested for the redacted portions of this agreement. A complete copy of the agreement, including the redacted portions, has been filed separately with the Securities and Exchange Commission.

* Pursuant to Rule 406T of Regulation S-T, these Interactive Data Files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

FREIGHTCAR AMERICA, INC.

Date: November 9, 2012

By: /s/ EDWARD J. WHALEN
Edward J. Whalen, President and

Chief Executive Officer

By: /s/ JOSEPH E. MCNEELY
Joseph E. McNeely, Vice President, Finance,

Chief Financial Officer and Treasurer

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EXHIBIT INDEX

Exhibit Number	**Description**
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