

Huntsman CORP
Form DEF 14A
March 20, 2013

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Huntsman Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Table of Contents

Huntsman Corporation

500 Huntsman Way
Salt Lake City, Utah 84108
March 20, 2013

Dear Stockholder:

You are cordially invited to attend Huntsman Corporation's 2013 Annual Meeting of Stockholders, which will be held on May 2, 2013, at 8:30 a.m., local time, at The Four Seasons Hotel, 1300 Lamar Street, Houston Texas 77010.

At this year's Annual Meeting you will be asked to:

- (1) elect as Class III directors the four nominees named in the accompanying Proxy Statement;
- (2) hold an advisory vote to approve named executive officer compensation;
- (3) ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm;
- (4) vote on a proposal submitted by a stockholder urging that the Board take steps necessary to elect each director annually; and
- (5) transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof in accordance with our Bylaws.

The Board recommends that you vote **FOR** the election of the Class III director nominees named in the accompanying Proxy Statement, **FOR** the advisory vote to approve named executive officer compensation, **FOR** ratification of the appointment of our independent registered public accounting firm and **AGAINST** the stockholder proposal to elect each director annually. Please refer to the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement for detailed information on each of the proposals to be considered at the Annual Meeting.

It is important that you use this opportunity to take part in the affairs of Huntsman Corporation by voting on the business to come before the Annual Meeting.

Whether or not you plan to attend the Annual Meeting, we ask that you vote as soon as possible. You may vote by proxy via the Internet or telephone, or if you received paper copies of the proxy materials via mail, you can also vote by mail by following the instructions on the proxy card or voting instruction card or the information forwarded by your broker, bank or other holder of record. For detailed information regarding voting instructions, please refer to the accompanying Proxy Statement.

We look forward to seeing you at the Annual Meeting.

Very truly yours,

Jon M. Huntsman
Executive Chairman of the Board

Table of Contents

Huntsman Corporation

500 Huntsman Way
Salt Lake City, Utah 84108

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 2, 2013

TO THE STOCKHOLDERS OF HUNTSMAN CORPORATION:

The 2013 Annual Meeting of Stockholders of Huntsman Corporation will be held at 8:30 a.m., local time, on May 2, 2013, at The Four Seasons Hotel, 1300 Lamar Street, Houston Texas 77010. We are holding the Annual Meeting for the following purposes:

1. To elect as Class III directors the four nominees named in the accompanying Proxy Statement.
2. To hold an advisory vote to approve named executive officer compensation.
3. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2013.
4. To vote on a proposal submitted by a stockholder urging that the Board take steps necessary to elect each director annually.
5. To transact such other business as may properly come before the Annual Meeting and at any adjournments or postponements of the Annual Meeting in accordance with our Bylaws.

The above matters are fully described in the accompanying Proxy Statement, which is part of this notice. We have not received notice of any other matters that may be properly presented at the Annual Meeting.

Only stockholders of record at the close of business on March 8, 2013 are entitled to vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at our principal executive offices at 500 Huntsman Way, Salt Lake City, Utah 84108 for 10 days prior to the Annual Meeting, beginning on April 22, 2013. If you would like to review the stockholder list during ordinary business hours, please call or email Huntsman Investor Relations at (801) 584-5860 or ir@huntsman.com to schedule an appointment.

Even if you plan to attend the Annual Meeting, please vote by proxy via the Internet or telephone, or if you received paper copies of the proxy materials by mail, you can also vote via mail by following the instructions on the proxy card or voting instruction card or the information forwarded by your broker, bank or other holder of record. Please vote as promptly as possible to ensure that your shares are represented. Even if you have voted your proxy, you may still vote in person if you attend the Annual Meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote in person at the Annual Meeting, you must obtain a proxy issued in your name from such broker, bank or other nominee.

By Order of the Board of Directors,

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James R. Moore
Secretary

March 20, 2013

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING
TO BE HELD ON MAY 2, 2013**

**The Notice of Annual Meeting of Stockholders, the Proxy Statement for the 2013 Annual Meeting of Stockholders and the Annual
Report to Stockholders for the fiscal year ended December 31, 2012 of Huntsman Corporation are available at**

<https://materials.proxyvote.com/447011>

Table of Contents**TABLE OF CONTENTS**

	Page
<u>GENERAL</u>	<u>1</u>
<u>DELIVERY OF PROXY MATERIALS</u>	<u>1</u>
<u>QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING</u>	<u>2</u>
<u>PROPOSAL NO. 1 ELECTION OF DIRECTORS</u>	<u>8</u>
<u>General</u>	<u>8</u>
<u>Nominees and Existing Directors</u>	<u>8</u>
<u>PROPOSAL NO. 2 ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION</u>	<u>16</u>
<u>PROPOSAL NO. 3 RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>17</u>
<u>PROPOSAL NO. 4 STOCKHOLDER PROPOSAL URGING THAT THE BOARD TAKE STEPS NECESSARY TO ELECT EACH DIRECTOR ANNUALLY</u>	<u>18</u>
<u>Supporting Statement of Proposing Stockholder</u>	<u>18</u>
<u>Board of Directors Statement in Opposition</u>	<u>19</u>
<u>AUDIT COMMITTEE MATTERS</u>	<u>20</u>
<u>Fees Billed by Deloitte & Touche LLP and Affiliates</u>	<u>20</u>
<u>Audit Committee Pre-Approval Policies and Procedures</u>	<u>20</u>
<u>AUDIT COMMITTEE REPORT</u>	<u>21</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>22</u>
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>24</u>
<u>CORPORATE GOVERNANCE</u>	<u>25</u>
<u>Board Independence</u>	<u>25</u>
<u>Board Meetings</u>	<u>26</u>
<u>Board Leadership Structure and Executive Sessions of the Board</u>	<u>26</u>
<u>Board Role in Risk Oversight</u>	<u>27</u>
<u>Board Committees</u>	<u>28</u>
<u>Director Qualification Standards and Diversity</u>	<u>31</u>
<u>Director Nomination Process</u>	<u>31</u>
<u>Stockholder Communications Policy</u>	<u>32</u>
<u>Corporate Governance Guidelines</u>	<u>32</u>
<u>Financial Code of Ethics and Business Conduct Guidelines</u>	<u>33</u>
<u>Director Attendance at the Annual Meeting of Stockholders</u>	<u>33</u>
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	<u>33</u>
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	<u>34</u>
<u>Named Executive Officers</u>	<u>34</u>
<u>Executive Summary</u>	<u>34</u>
<u>Compensation Philosophy and Objectives</u>	<u>36</u>
<u>Elements of Executive Compensation</u>	<u>37</u>
<u>Annual Review of Executive Compensation</u>	<u>41</u>
<u>Compensation Peer Analysis</u>	<u>43</u>
<u>2012 Executive Compensation</u>	<u>44</u>
<u>Compensation Policies and Practices as they Relate to Risk Management</u>	<u>50</u>
<u>Equity Ownership Policy</u>	<u>51</u>
<u>Prohibited Transactions</u>	<u>52</u>
<u>Accounting and Tax Treatment of the Elements of Compensation</u>	<u>52</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>52</u>
<u>EXECUTIVE COMPENSATION</u>	<u>53</u>
<u>Summary Compensation Table</u>	<u>53</u>
<u>Grants of Plan-Based Awards in Fiscal 2012</u>	<u>54</u>
<u>Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards in Fiscal 2012</u>	<u>55</u>

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Table of Contents

	Page
<u>Outstanding Equity Awards at 2012 Fiscal Year-End</u>	<u>57</u>
<u>Option Exercises and Stock Vested During Fiscal 2012</u>	<u>59</u>
<u>Pension Benefits in Fiscal 2012</u>	<u>60</u>
<u>Nonqualified Deferred Compensation in Fiscal 2012</u>	<u>63</u>
<u>Potential Payments upon Termination or Change of Control</u>	<u>66</u>
<u>DIRECTOR COMPENSATION</u>	<u>75</u>
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	<u>78</u>
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	<u>79</u>
<u>Policies and Procedures</u>	<u>79</u>
<u>Transactions</u>	<u>79</u>
<u>STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR THE 2014 ANNUAL MEETING</u>	<u>82</u>
<u>ANNUAL REPORT</u>	<u>83</u>
<u>OTHER INFORMATION</u>	<u>83</u>

Table of Contents

HUNTSMAN CORPORATION

**500 Huntsman Way
Salt Lake City, Utah 84108**

PROXY STATEMENT

**FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 2, 2013**

GENERAL

This Proxy Statement is being furnished to the stockholders of Huntsman Corporation (the "Company") in connection with the solicitation of proxies by its Board of Directors (the "Board"). The proxies are to be voted at our 2013 Annual Meeting of Stockholders (the "Annual Meeting") to be held at The Four Seasons Hotel, 1300 Lamar Street, Houston Texas 77010, at 8:30 a.m., local time, on May 2, 2013, and any adjournments or postponements thereof, for the purposes set forth in the accompanying Notice of Annual Meeting. The Board is not aware of any other matters to be presented at the Annual Meeting.

The Board is soliciting your proxy to vote your shares at the Annual Meeting. We will bear the cost of the solicitation, including the cost of the preparation, assembly, printing and, where applicable, mailing of the Notice of Annual Meeting of Stockholders, this Proxy Statement, the proxy card, the Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") and any additional information furnished by us to our stockholders. In addition to solicitation by mail, certain of our directors, officers and employees may, without extra compensation, solicit proxies by telephone, facsimile, electronic means and personal interview. We have retained D.F. King & Co., Inc. to help us distribute and solicit proxies and have agreed to pay D.F. King \$13,500, plus reimbursement for out-of-pocket expenses, for these services. We will also make arrangements with brokerage houses, custodians, nominees and other fiduciaries to send proxy materials to their principals, and we will reimburse them for postage and clerical expenses.

DELIVERY OF PROXY MATERIALS

On or about March 20, 2013, we mailed a Notice of Internet Availability to our stockholders of record and beneficial owners who owned shares of our common stock at the close of business on March 8, 2013. The Notice of Internet Availability contained instructions on how to access the proxy materials and vote online. We have made these proxy materials available to you over the Internet or, upon your request, have delivered paper versions of these materials to you by mail, in connection with the solicitation of proxies by our Board for the Annual Meeting.

Choosing to receive your future proxy materials by e-mail will save us the cost of printing and mailing documents to you. If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

1. What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will vote upon the matters outlined in the Notice of Annual Meeting of Stockholders, which are (1) the election of four Class III directors, (2) an advisory vote to approve named executive officer compensation, (3) the ratification of Deloitte & Touche LLP as our independent registered public accounting firm; (4) a stockholder proposal urging that the Board take steps necessary to elect each director annually and (5) the consideration of any other matters properly presented at the Annual Meeting in accordance with our Bylaws. The Board is not aware of any other matters to be presented at the Annual Meeting. In addition, our management will report on our performance and respond to questions from stockholders following the adjournment of the formal business at the Annual Meeting.

2. What is included in the proxy materials?

The proxy materials include (1) the Notice of Annual Meeting of Stockholders, (2) this Proxy Statement and (3) the 2012 Annual Report. If you requested a paper copy of these materials by mail, the proxy materials also include a proxy card or a voting instruction card for the Annual Meeting.

Stockholders are referred to the 2012 Annual Report for financial and other information about our activities. The 2012 Annual Report is not incorporated by reference into this Proxy Statement and is not deemed to be a part hereof.

3. What is a proxy?

A proxy is your legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. Peter R. Huntsman, our President, Chief Executive Officer and one of our directors, and James R. Moore, our Executive Vice President, General Counsel and Secretary, will serve as proxies for the Annual Meeting pursuant to the proxy card solicited by our Board.

4. What is a proxy statement?

A proxy statement is a document that the regulations of the U.S. Securities and Exchange Commission (the "SEC") require us to give you when we ask that you designate Peter R. Huntsman and Mr. Moore as proxies to vote on your behalf. This Proxy Statement includes information about the proposals to be considered at the Annual Meeting and other required disclosures, including information about the Board and executive officers.

5. How can I access the proxy materials over the Internet?

Your Notice of Internet Availability, proxy card or voting instruction card (as applicable) contains instructions on how to:

view our proxy materials for the Annual Meeting on the Internet; and

instruct us to send our future proxy materials to you electronically by e-mail.

If you choose to access future proxy materials electronically, you will receive an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website. Your election to access proxy materials by e-mail will remain in effect until you terminate it.

Table of Contents

6. What is the record date and what does it mean?

The record date for the Annual Meeting as established by our Board is March 8, 2013. Owners of record of our common stock at the close of business on the record date are entitled to:

receive notice of the Annual Meeting; and

vote at the Annual Meeting and any adjournments or postponements of the Annual Meeting in accordance with our Bylaws.

At the close of business on March 8, 2013, there were 241,045,334 shares of our common stock outstanding.

7. Who may attend the Annual Meeting?

All stockholders of record who owned shares of common stock at the close of business on March 8, 2013, or their duly appointed proxies, may attend the Annual Meeting or any adjournments or postponements thereof, as may our invited guests. Seating is limited and admission is on a first-come, first-served basis. If you attend the Annual Meeting, you will need to bring your Notice of Internet Availability or proxy card, as applicable, a form of personal identification (such as a driver's license) and check in at the registration desk at the Annual Meeting. Please note that if you hold shares in "street name" (that is, in a brokerage account or through a bank or other nominee), you also will need to bring a copy of a statement reflecting your share ownership as of March 8, 2013.

8. What am I voting on?

We are asking you to vote on the following four items of business at the Annual Meeting:

election of the four Class III director nominees named in this Proxy Statement;

an advisory vote to approve named executive officer compensation;

ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013; and

a proposal submitted by a stockholder urging that the Board take steps necessary to elect each director annually.

We are not aware of any other business to be conducted at the Annual Meeting.

9. How many votes are required to hold the Annual Meeting?

The required quorum for the transaction of business at the Annual Meeting is a majority of all outstanding shares of our common stock entitled to vote in the election of directors at the Annual Meeting, represented in person or by proxy. Consequently, the presence, in person or by proxy, of the holders of at least 120,522,667 shares of our common stock is required to establish a quorum at the Annual Meeting. Shares that are voted with respect to a particular matter are treated as being present at the Annual Meeting for purposes of establishing a quorum.

10. What is the difference between a stockholder of record and a stockholder who holds stock in street name?

Most stockholders hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned in street name ("street name stockholders").

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, you are considered, with respect to those shares, the "stockholder of record." As the

Table of Contents

stockholder of record, you have the right to grant your voting proxy directly or to vote in person at the Annual Meeting.

Street Name Stockholders. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered, with respect to those shares, the beneficial owner of shares held in "street name," and the Notice of Internet Availability or proxy materials are being forwarded to you by your broker, bank or other nominee, which is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote and you are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a signed proxy from the stockholder of record giving you the right to vote the shares. Your broker, bank or other or nominee has provided voting instructions for you to use in directing the broker, bank or other or nominee how to vote your shares. If you fail to provide sufficient instructions to your broker, bank or other nominee or nominee, that stockholder of record may be prohibited from voting your shares. See "Will my shares be voted if I do not provide my proxy?"

11. What different methods can I use to vote?

Stockholders of Record: Stockholders of record may vote their shares or submit a proxy to have their shares voted by one of the following methods:

By Internet. You may submit a proxy electronically on the Internet by following the instructions provided on the proxy card (if you received a paper copy of the proxy materials by mail) or on the Notice of Internet Availability. Please have the Notice of Internet Availability in hand when you log onto the website. Internet voting facilities will be available 24 hours a day and will close at 11:59 p.m., Eastern Daylight Time, on May 1, 2013.

In Person. You may vote in person at the Annual Meeting by completing a ballot; however, attending the Annual Meeting without completing a ballot will not count as a vote.

By Telephone. You may submit a proxy by telephone (from U.S. and Canada only) using the toll-free number listed on the proxy card (if you received a paper copy of the proxy materials by mail) or the Notice of Internet Availability. Please have the proxy card or the Notice of Internet Availability (as applicable) in hand when you call. Telephone voting facilities will be available 24 hours a day and will close at 11:59 p.m., Eastern Daylight Time, on May 1, 2013.

By Mail. If you received a paper copy of the proxy materials by mail, you may indicate your vote by completing, signing and dating your proxy card and returning it in the enclosed reply envelope.

Street Name Stockholders: Street name stockholders may generally vote their shares or submit a proxy to have their shares voted by one of the following methods:

By Methods Listed on Voting Instruction Form. Please refer to the voting instruction form or other information forwarded by your bank, broker or other nominee to determine whether you may submit a proxy by telephone or electronically on the Internet, following the instructions provided by the record holder.

In Person with a Proxy from the Record Holder. You may vote in person at the Annual Meeting if you obtain a legal proxy from your bank, broker or other nominee. Please consult the voting instruction form or other information sent to you by your bank, broker or other nominee to determine how to obtain a legal proxy in order to vote in person at the Annual Meeting.

If you hold common stock in **BOTH** street name and as a stockholder of record, **YOU MUST VOTE SEPARATELY** for each set of common stock.

Table of Contents

EVEN IF YOU CURRENTLY PLAN TO ATTEND THE ANNUAL MEETING, WE RECOMMEND THAT YOU ALSO SUBMIT YOUR PROXY AS DESCRIBED ABOVE SO THAT YOUR VOTE WILL BE COUNTED IF YOU LATER DECIDE NOT TO ATTEND THE MEETING. SUBMITTING YOUR PROXY VIA INTERENT, TELEPHONE OR MAIL DOES NOT AFFECT YOUR RIGHT TO VOTE IN PERSON AT THE ANNUAL MEETING.

12. What if I am a stockholder of record and I don't specify a choice for a matter when returning my proxy?

A proxy that is properly completed and submitted will be voted at the Annual Meeting in accordance with the instructions on the proxy. If you properly complete and submit a proxy, but do not indicate any contrary voting instructions, your shares will be voted as follows:

FOR the election of the four Class III director nominees named in this Proxy Statement;

FOR approval, on an advisory basis, of the compensation of our named executive officers;

FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013; and

AGAINST the stockholder proposal urging that the Board take steps necessary to elect each director annually.

If any other business properly comes before the stockholders for a vote at the meeting, your shares will be voted in accordance with the discretion of the holders of the proxy. The Board knows of no matters, other than those previously stated, to be presented for consideration at the Annual Meeting.

13. If I am a street name stockholder, will my shares be voted if I do not provide my proxy?

In some cases, your shares may be voted if they are held in the name of a brokerage firm, even if you do not provide the brokerage firm with voting instructions. Specifically, brokerage firms have the authority under the New York Stock Exchange ("NYSE") rules to cast votes on certain "routine" matters if they do not receive instructions from their customers. For example, the ratification of the selection of independent registered public accounting firms is considered a routine matter for which brokerage firms may vote shares for which they have not received voting instructions. This is called a "broker discretionary vote." When a proposal is not a routine matter and the brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. This is called a "broker non-vote." The election of directors, the advisory vote to approve named executive officer compensation and the stockholder proposal urging that the Board take steps necessary to elect each director annually are not considered routine matters for which brokerage firms may vote shares for which they have not received voting instructions. Therefore, if you are a street name stockholder and do not provide voting instructions to your broker with respect to these matters, it will result in a broker non-vote with respect to such proposals.

Table of Contents

14. What votes are needed for each proposal to pass and is broker discretionary voting allowed?

Proposal	Vote Required	Broker Discretionary Vote Allowed
(1) Election of the four Class III director nominees	Plurality of the votes cast	No
(2) An advisory vote to approve named executive officer compensation	Majority of the shares represented in person or by proxy and entitled to vote	No
(3) Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2013	Majority of the shares represented in person or by proxy and entitled to vote	Yes
(4) A stockholder proposal requesting that the Board take steps necessary to elect each director annually	Majority of the shares represented in person or by proxy and entitled to vote	No

15. What happens if additional proposals are presented at the Annual Meeting?

Other than the election of directors, the advisory vote to approve named executive officer compensation, the ratification of Deloitte & Touche LLP as our independent registered public accounting firm and the stockholder proposal urging that the Board take steps necessary to elect each director annually, we do not expect any matters to be presented for a vote at the Annual Meeting. If you grant a proxy, the persons named as proxy holders will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. Under Rule 14a-8 and the provisions of our Bylaws, the deadline for notifying us of any additional proposals to be presented at the Annual Meeting has passed and, accordingly, stockholders may not present proposals at the Annual Meeting.

16. Can I change my vote after submitting my proxy?

If you are a stockholder of record, you may revoke a previously submitted proxy at any time before the polls close at the Annual Meeting by:

voting again by telephone or through the Internet prior to 11:59 p.m. Eastern Daylight Time on May 1, 2013;

requesting, completing and mailing in a new paper proxy card, as outlined in the Notice of Internet Availability;

giving written notice of revocation to our Corporate Secretary by mail to Corporate Secretary, 500 Huntsman Way, Salt Lake City, Utah 84108 or by facsimile at (801) 584-5782; or

attending the Annual Meeting and voting in person; however, attending the Annual Meeting will not by itself have the effect of revoking a previously submitted proxy.

If you are a street name stockholder, you must follow the instructions on revoking your proxy, if any, provided by your bank or broker.

Table of Contents

17. What does it mean if I receive more than one Notice of Internet Availability or more than one set of proxy materials?

It means that you have multiple accounts with our transfer agent, Computershare, and/or brokers, banks or other nominees. Please vote all of these shares. We recommend that you contact Computershare and/or your broker, bank or other nominee (as applicable) to consolidate as many accounts as possible under the same name and address. If you have multiple accounts with our transfer agent that you want to consolidate, please submit your request by mail to Computershare Trust Company, N.A., P.O. Box 43078, Providence, RI 02940-3078, or by telephone at 1-866-210-6697. Computershare may also be reached through its website at www.computershare.com.

Table of Contents

PROPOSAL NO. 1 ELECTION OF DIRECTORS

General

The size of the Board is currently set at 10, divided into three classes serving staggered terms, with one class being elected each year to serve a three-year term. The four current Class III Board members, whose terms expire at the Annual Meeting, are Nolan D. Archibald, M. Anthony Burns, Gov. Jon M. Huntsman, Jr. and Sir Robert J. Margetts. With respect to the directors standing for re-election at the Annual Meeting, the Nominating and Corporate Governance Committee of the Board (the "Governance Committee") has recommended, and the Board has unanimously nominated, Messrs. Archibald and Burns, Gov. Huntsman and Sir Robert for re-election as Class III directors. Each elected Class III director will serve until our 2016 Annual Meeting, until a successor is elected and qualified, or until his earlier death, resignation or retirement. We did not pay any third-party fees to assist in the process of identifying or evaluating candidates nor did we receive any stockholder nominations for director.

The nominees receiving a plurality of the votes cast at the Annual Meeting for the election of directors will be elected as Class III directors. You may not cumulate your votes in the election of directors. Votes that are withheld from a director's election will be counted toward a quorum, but will not affect the outcome of the vote on the election of a director. If you are a street name stockholder and you do not provide your brokerage firm with voting instructions, your brokerage firm may not cast votes with respect to the shares that you beneficially own. These broker non-votes will have no effect on the election of the Class III director nominees.

Unless otherwise indicated on the proxy, the persons named as proxies in the enclosed proxy will vote **FOR** each of the Class III director nominees listed below. Although we have no reason to believe that any of the nominees will be unable to serve if elected, should any of the nominees become unable to serve prior to the Annual Meeting, the proxies will be voted for the election of such other persons as may be nominated by the Board.

It is our policy for directors to attend our annual meetings to provide an opportunity for stockholders to communicate directly with directors about issues affecting our company.

THE BOARD RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH CLASS III DIRECTOR NOMINEE LISTED BELOW.

Nominees and Existing Directors

Presented below is information with respect to all of our directors and nominees, including the directors nominated for re-election this year and the directors whose terms expire in subsequent years. The information presented below for each director includes the specific experience, qualifications, attributes and skills that led us to the conclusion that such director should be nominated to serve on the Board in light of our business.

Table of Contents

Current Class III Directors and Nominees for Class III Directors

Nolan D. Archibald

Mr. Archibald, age 69, has served as one of our directors since March 2005 and he is currently the Vice Chairman and Lead Independent Director of the Board. Mr. Archibald is also Chairman of the Compensation Committee. Mr. Archibald served as Executive Chairman of Stanley Black & Decker, Inc., a consumer and commercial products company, from March 2010 to March 2013, and continues to serve as a director of the company. He served as President and Chief Executive Officer of The Black & Decker Corporation, a consumer and commercial products company, from 1986 until 2010, as well as Chairman of the Board of The Black & Decker Corporation from 1987 until 2010. In addition, Mr. Archibald serves as a director of Lockheed Martin Corporation and Brunswick Corporation.

The Board has concluded that Mr. Archibald should continue to serve as the Vice Chairman and Lead Independent Director of the Board based upon the following reasons, among others: (1) his extensive executive-level management experience gained with Stanley Black & Decker has given him leadership and business capabilities that provide the Board with a unique skill set and significant business and strategic insight; and (2) his extensive board experience as a director of other public companies enables him to contribute significantly to the Board's oversight responsibilities.

M. Anthony Burns

Mr. Burns, age 70, has served as one of our directors since March 2010. He is Chairman of the Audit Committee and a member of the Governance Committee. Mr. Burns currently serves as Chairman Emeritus of Ryder System, Inc., a provider of transportation and logistics services, a position that he has held since 2002. Mr. Burns served in several positions at Ryder until his retirement in 2002, including Chairman of the Board from 1985 to 2002, Chief Executive Officer from 1983 to 2000 and President from 1979 to 1999. Prior to joining Ryder, Mr. Burns served in management of Mobil Oil Corporation. Mr. Burns also currently serves as a director of Pfizer Inc. He is a Life Trustee of the University of Miami in Florida and is active in cultural and civic organizations in Florida.

The Board has concluded that Mr. Burns should continue to serve as a director for our company based upon the following reasons, among others: (1) his long tenure as Chief Executive Officer of Ryder System, a major public company, provides the Board with valuable leadership and management insights; (2) his service on (and in some cases chairmanship of) the audit committees of other public companies provides him with valuable financial expertise and enables him to serve as chair of our Audit Committee; and (3) his executive compensation experience through service on the compensation committees of other public companies provides him with exposure to, and insight from, CEOs and boards of other large companies.

Table of Contents

Gov. Jon M. Huntsman, Jr.

Governor Jon M. Huntsman, Jr., age 52, has served as one of our directors since February 2012. Gov. Huntsman was most recently a candidate for the Republican nomination for the President of the United States. From 2009 to 2011, he served as U.S. Ambassador to China and he served as Governor of the State of Utah from 2005 to 2009. Gov. Huntsman's public service also includes appointments as U.S. Ambassador to Singapore, Deputy U.S. Trade Representative and Deputy Assistant Secretary of Commerce for Asia. Gov. Huntsman currently serves as Chairman of the Huntsman Cancer Foundation. He also serves as a director of Ford Motor Company and Caterpillar, Inc. Gov. Huntsman originally joined our company in 1983 and served in numerous capacities, including Vice Chairman, until his resignation in 2005. Gov. Huntsman is the son of our Executive Chairman, Jon M. Huntsman, the brother of our Chief Executive Officer, Peter R. Huntsman, and the brother of our Division President, Advanced Materials, James H. Huntsman.

The Board has concluded that Gov. Huntsman should continue to serve as a director for our company based upon the following reasons, among others: (1) his experience as an ambassador to China and Singapore gives him international and diplomatic experience that is critically important to our company as we continue to expand globally and particularly in Asia; (2) his experience as Governor of Utah gives him large-scale operational experience and valuable insight into governmental affairs; and (3) his prior experience with the Huntsman companies gives him knowledge of our company and our industry including important insights into our business and management.

Sir Robert J. Margetts

Sir Robert, age 66, has served as one of our directors since August 2010. He currently serves as Deputy Chairman of OJSC Uralkali, a publicly traded potash fertilizer producer, and on the boards of a number of privately held companies. Sir Robert previously served as a director of Anglo American PLC from 1998 to 2010, Chairman of Legal & General Group PLC from 2000 until 2010 and Chairman of BOC Group PLC from 2002 to 2006. Sir Robert served as Chairman Europe of Huntsman Corporation from 2000 to August 2010. He worked for Imperial Chemical Industries (ICI) in various levels of increasing responsibility from 1969 to 2000, where he ultimately served as the Vice Chairman of its Main Board.

Table of Contents

The Board has concluded that Sir Robert should continue to serve as a director for our company based upon the following reasons, among others: (1) his more than 40 years experience in the chemical industry, including experience with our company, enables him to provide our Board with advice and expertise relating to business and strategic initiatives; and (2) both his location in Europe and his extensive board and executive-level management experience running global businesses provides the Board with important insights and perspectives into the chemical industry in important international locations.

Class I Directors (terms expire in 2014)

Jon M. Huntsman

Jon M. Huntsman, age 75, is the Executive Chairman of the Board. Prior to his appointment as Executive Chairman effective February 1, 2009, Mr. Huntsman served as Chairman of the Board of our company since its formation in 2004 and the predecessors to our company since 1970, when he founded his first plastics company. Mr. Huntsman served as Chief Executive Officer of our company and our affiliated companies from 1970 to 2000. Mr. Huntsman is a director or manager, as applicable, of Huntsman International and certain of our other subsidiaries. In addition, Mr. Huntsman serves or has served as Chairman or as a member of numerous corporate, philanthropic and industry boards, including the American Red Cross, The Wharton School, University of Pennsylvania, Primary Children's Medical Center Foundation, the Chemical Manufacturers Association and the American Plastics Council. Mr. Huntsman was selected in 1994 as the chemical industry's top Chief Executive Officer for all businesses in Europe and North America. Mr. Huntsman formerly served as Special Assistant to the President of the United States and as Vice Chairman of the U.S. Chamber of Commerce. He is the founding and principal benefactor of the Huntsman Cancer Institute. Mr. Huntsman is the father of our Chief Executive Officer, Peter R. Huntsman, our Division President, Advanced Materials, James H. Huntsman, and our director, Gov. Jon M. Huntsman, Jr.

The Board has concluded that Mr. Huntsman should continue to serve as the Executive Chairman of the Board based upon the following reasons, among others: (1) his vital role in the founding and history of our company enables him to provide the Board with important perspective and extensive knowledge of our business; (2) his extensive experience in the chemical industry allows him to advise the Board on our strategic and operational directives; and (3) his leadership and business skills enable him to lead our company and the Board as well as continually educate and advise the Board on our company's industry and related opportunities, issues, and challenges.

Table of Contents

Dr. Patrick T. Harker

Dr. Harker, age 54, has served as one of our directors since March 2010. Dr. Harker serves as Chairman of our Governance Committee and as a member of the Audit Committee. Dr. Harker was recently appointed to the Board of the Federal Reserve Bank of Philadelphia in January 2012 as a Class B director. Since 2007, Dr. Harker has been President of the University of Delaware, Newark, Delaware. From February 2000 through June 2007, Dr. Harker was Dean of the Wharton School of the University of Pennsylvania and served as a Professor of Electrical and Systems Engineering in the University of Pennsylvania's School of Engineering and Applied Science. From 2000 to 2010, Dr. Harker served as a Trustee of the Goldman Sachs Trust and Goldman Sachs Variable Trust. He also served as a Member of the Board of Managers of the Goldman Sachs Hedge Fund Partners Registered Fund LLC from 2004 through 2009. Since May 2009, Dr. Harker has served as a director for Pepco Holdings, Inc., a public utility holding company.

The Board has concluded that Dr. Harker should continue to serve as a director for our company based upon the following reasons, among others: (1) his significant experience leading highly-respected educational institutions brings to the Board a well-respected leader with large-scale operational experience; (2) his experience with financial institutions and his strong background in capital markets provides the Board business and financial expertise; (3) his service on other boards provides him with experience in board oversight and insights learned from other companies; and (4) his background in engineering and applied science enables him to provide the Board technical expertise.

Table of Contents

Dr. Mary C. Beckerle

Dr. Beckerle, age 58, has served as one of our directors since May 2011. She serves as a member of our Governance Committee. Dr. Beckerle is an internationally recognized scientist who has served on numerous national scientific boards and committees, including the Advisory Committee to the Director of the U.S. National Institutes of Health. She is currently a member of cancer policy and advisory boards at the American Association of Cancer Research, Georgetown University, the University of Pennsylvania, the National Center for Biological Sciences in Bangalore (India), and the Mechanobiology Institute of the National University of Singapore. Dr. Beckerle is a Distinguished Professor of Biology in the College of Science at the University of Utah, which she joined in 1986. Since 2006, Dr. Beckerle has served as Chief Executive Officer and Director of Huntsman Cancer Institute at the University of Utah. Dr. Beckerle served as President of the American Society for Cell Biology in 2006, held a Guggenheim Fellowship at the Curie Institute in Paris, and is an elected Fellow of the American Academy of Arts and Sciences. Dr. Beckerle is a National Association of Corporate Directors (NACD) Governance Fellow. She has demonstrated her commitment to boardroom excellence by completing NACD's comprehensive program of study for corporate directors.

The Board has concluded that Dr. Beckerle should continue to serve as a director for our company based upon the following reasons, among others: (1) her achievements and credentials in science and medical research enable her to provide the Board with a unique perspective and technical advice on biological and environmental health and safety issues; (2) her international experience allows her to provide insights into challenges and opportunities related to our global business; (3) her extensive leadership, organizational planning, and management credentials enable her to offer practical insight with respect to our company's operational and strategic initiatives; and (4) her academic and public policy experience provides a valuable perspective in areas related to corporate governance, compliance and talent management.

Table of Contents

Class II Directors (terms expire in 2015)

Peter R. Huntsman

Peter R. Huntsman, age 50, has served as a director of our company and affiliated companies since 1994. Mr. Huntsman is President, Chief Executive Officer and a director of our company. Prior to his appointment in July 2000 as Chief Executive Officer, Mr. Huntsman had served as President and Chief Operating Officer since 1994. In 1987, after working for Olympus Oil since 1983, Mr. Huntsman joined Huntsman Polypropylene Corporation as Vice President before serving as Senior Vice President and General Manager. Mr. Huntsman has also served as Senior Vice President of Huntsman Chemical Corporation and as a Senior Vice President of Huntsman Packaging Corporation, a former subsidiary of our company. Mr. Huntsman is the son of our Executive Chairman, Jon M. Huntsman, the brother of our Division President, Advanced Materials, James H. Huntsman, and the brother of our director, Gov. Jon M. Huntsman, Jr.

The Board has concluded that Mr. Huntsman should continue to serve as a director for our company based upon the following reasons, among others: (1) his current position as our Chief Executive Officer enables him to bring invaluable operational, financial, regulatory and governance insights to the Board; and (2) his considerable role in the history and management of our company and its affiliates enables him to continually educate and advise the Board on our business, the chemical industry and related opportunities and challenges.

Operations outside the United States involve issues and risks, including but not limited to the following, any of which could have an adverse effect on our business and results of operations:

- Lack of familiarity with and expertise in conducting business in foreign markets;
- Foreign currency fluctuations and exchange risk;
- Unexpected changes in foreign regulations or conditions relating to labor, economic or political environment, and social norms or requirements;
- Adverse tax consequences and difficulties in repatriating cash generated or held abroad;
- Local economic environments, such as in the European markets served by Movianto and ArcRoyal, including recession, inflation, indebtedness, currency volatility and competition; and

Changes in trade protection laws and other laws affecting trade and investment, including import/export regulations in both the United States and foreign countries.

International operations are also subject to risks of violation of laws that prohibit improper payments to and bribery of government officials and other individuals and organizations. These laws include the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and other similar laws and regulations in foreign jurisdictions, any violation of which could result in substantial liability and a loss of reputation in the marketplace. Failure to comply with these laws also could subject us to civil and criminal penalties that could adversely affect our business and results of operations.

Changes in the Healthcare Environment in the United States

We, along with our customers and suppliers, are subject to extensive federal and state regulations relating to healthcare as well as the policies and practices of the private healthcare insurance industry. In recent years, there have been a number of government and private initiatives to reduce healthcare costs and government spending. These changes have included an increased reliance on managed care; reductions in Medicare and Medicaid reimbursement levels; consolidation of competitors, suppliers and customers; a shift in healthcare provider venues from acute care settings to clinics, physician offices and home care; and the development of larger, more sophisticated purchasing groups. All of these changes place additional financial pressure on healthcare provider customers, who in turn seek to reduce the costs and pricing of products and services provided by us. We expect the healthcare industry to continue to change significantly and these potential changes, which may include a reduction in government support of healthcare services, adverse changes in legislation or regulations, and further reductions in healthcare reimbursement practices, could have a material adverse effect on our results of operations.

The Affordable Care Act, enacted in 2010 includes, among other things, provisions for expanded Medicaid eligibility and access to healthcare insurance as well as increased taxes and fees on certain corporations and medical products.

The provisions of the Affordable Care Act will not be fully implemented until 2018 and, although there is no way to predict the full impact of the law on the healthcare industry and our operations, its implementation may have an adverse effect on both customer purchasing and payment behavior and supplier product prices and terms of sale, all of which could adversely affect our results of operations.

Regulatory Requirements

We must comply with numerous laws and regulations in the United States, Europe, Asia and other countries where we operate. We also are required to hold permits and licenses and to comply with the operational and security standards of various governmental bodies and agencies. Any failure to comply with these laws and regulations or any failure to maintain the necessary permits, licenses or approvals, or to comply with the required standards, could disrupt our operations and/or adversely affect our results of operations and financial condition. In addition, we are subject to various federal and state laws intended to prevent healthcare fraud and abuse. The requirements of these fraud and abuse laws are complicated and subject to interpretation and may be applied by a regulator, prosecutor or judge in a manner that could negatively impact us financially or operationally.

Recalls and Product Liability Claims

Certain of the products that we sell and distribute are sourced and sold under one or more private labels or are assembled by us into custom trays and minor procedure kits. If these products do not function as designed, are inappropriately designed or are not properly produced, we may have to withdraw such products from the market and/or be subject to product liability claims. Although we maintain insurance against product liability and defense costs in amounts believed to be reasonable, there is no assurance that we can successfully defend any such claims or that the insurance we carry will be sufficient. A successful claim against us in excess of insurance coverage could have a material adverse impact on our business and results of operations.

General Economic Climate

Poor or deteriorating economic conditions in the United States and the other countries in which we conduct business could adversely affect the demand for healthcare services and consequently, the demand for our products and services. Poor economic conditions also could lead our suppliers to offer less favorable terms of purchase to distributors, which would negatively affect our profitability. These and other possible consequences of financial and economic decline could materially and adversely affect our business and results of operations.

Bankruptcy, Insolvency or other Credit Failure of Customers

We provide credit in the normal course of business to customers. We perform initial and ongoing credit evaluations of customers and maintain reserves for credit losses. The bankruptcy, insolvency or other credit failure of one or more customers with substantial balances due to us could have a material adverse effect on our results of operations.

Reliance on Information Systems and Technological Advancement

We rely on information systems to receive, process, analyze and manage data in distributing thousands of inventory items to customers from numerous distribution and logistics centers. These systems are also relied upon for billings to and collections from customers, as well as the purchase of and payment for inventory and related transactions from our suppliers. In addition, the success of our long-term growth strategy is dependent upon the ability to continually monitor and upgrade our information systems to provide better service to customers. Our business and results of operations may be materially adversely affected if systems are interrupted or damaged by unforeseen events (including cyber attacks) or fail to operate for an extended period of time, or if we fail to appropriately enhance our systems to support growth and strategic initiatives.

Changes in Tax Laws

We operate throughout the United States and Europe as well as in China. As a result, we are subjected to the tax laws and regulations of the United States federal, state and local governments and of various foreign jurisdictions. From time to time, legislative and regulatory initiatives are proposed, including but not limited to proposals to repeal LIFO (last-in, first-out) treatment of domestic inventory or changes in tax accounting methods for inventory or other tax items, that could adversely affect our tax positions, tax rate or cash payments for taxes.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our Domestic segment had 42 distribution centers as well as office and warehouse space across the United States as of December 31, 2014. We lease all of the centers from unaffiliated third parties with the exception of one location which we own. We also lease offices in China and Malaysia as well as small offices for sales and consulting personnel across the United States. In addition, we have a warehousing arrangement in Honolulu, Hawaii, with an unaffiliated third party, and lease space on a temporary basis from time to time to meet our inventory storage needs. We also operate two packaging facilities in our Domestic segment, one of which is owned and the other is subject to a capital lease. We own an office building in Brentwood, New York which is held for sale as of December 31, 2014. We also own our corporate headquarters building, and adjacent acreage, in Mechanicsville, Virginia, a suburb of Richmond, Virginia.

Our International segment properties span 12 European countries and include 26 logistics centers (22 leased and four owned) and one packaging facility that is owned. We also operate seven transport depots, of which we lease six and own one. We also lease office space in Bedford, UK.

We regularly assess our business needs and make changes to the capacity and location of distribution and logistics centers. We believe that our facilities are adequate to carry on our business as currently conducted. A number of leases are scheduled to terminate within the next several years. We believe that, if necessary, we could find facilities to replace these leased premises without suffering a material adverse effect on our business.

Item 3. Legal Proceedings

We are subject to various legal actions that are ordinary and incidental to our business, including contract disputes, employment, workers' compensation, product liability, regulatory and other matters. We establish reserves from time to time based upon periodic assessment of the potential outcomes of pending matters. In addition, we believe that any potential liability arising from employment, product liability, workers' compensation and other personal injury litigation matters would be adequately covered by our insurance coverage, subject to policy limits, applicable deductibles and insurer solvency. While the outcome of legal actions cannot be predicted with certainty, we believe, based on current knowledge and the advice of counsel, that the outcome of these currently pending matters, individually or in the aggregate, will not have a material adverse effect on our financial condition or results of operations.

Part II

10

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Owens & Minor, Inc.'s common stock trades on the New York Stock Exchange under the symbol OMI. As of January 27, 2015, there were approximately 3,382 common shareholders of record. We believe there are an estimated additional 26,920 beneficial holders of our common stock. See Selected Quarterly Financial Information in Item 15 of this report for high and low closing sales prices of our common stock and quarterly cash dividends per common share and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, for a discussion of our dividend payments.

5-Year Total Shareholder Return

In the past, we have presented line graphs comparing the cumulative total return of our common shares with the cumulative total return of the Standard & Poor's Composite- 500 Index (S&P 500 Index) and an Industry Peer Group (which includes the companies listed below). This year we have also included a comparison against the Standard & Poor's Composite-500 Healthcare Index (S&P 500 Healthcare Index), an independently prepared index that includes more than 50 companies in the healthcare industry. Next year, we do not intend to include the Industry Peer Group in our comparison. We are changing to the S&P 500 Healthcare Index because we believe it provides a better alignment with industry changes and less focus on specific business models or practices. We also believe it to be a commonly used index by large healthcare industry companies. This graph assumes that the value of the investment in the common stock and each index was \$100 on December 31, 2009, and that all dividends were reinvested.

The Industry Peer Group, weighted by market capitalization, consists of pharmaceutical and/or medical product distribution companies: AmerisourceBergen Corporation, Cardinal Health, Inc., McKesson Corporation, Henry Schein, Inc., and Patterson Companies, Inc.

Company Name / Index	Base Period	Years Ended				
	12/2009	12/2010	12/2011	12/2012	12/2013	12/2014
Owens & Minor, Inc.	\$ 100.00	\$ 105.42	\$ 102.24	\$ 108.13	\$ 142.63	\$ 140.99
S&P 500 Index	100.00	115.06	117.49	136.30	180.44	205.14
S&P 500 Healthcare	100.00	102.90	116.00	136.75	193.45	242.47
Peer Group	100.00	119.02	129.37	152.33	244.92	309.12

Share Repurchase Program. In February 2014, our Board of Directors authorized a share repurchase program of up to \$100 million of our outstanding common stock to be executed at the discretion of management over a three-year period, expiring in February 2017. The program is intended to offset shares issued in conjunction with our stock incentive plan and return capital to shareholders. The program may be suspended or discontinued at any time. During the year ended December 31, 2014, we repurchased in open-market transactions and retired approximately 0.3 million shares at an average price per share of \$34.31.

We did not repurchase any shares during the fourth quarter of 2014.

Item 6. Selected Consolidated Financial Data
(in thousands, except ratios and per share data)

	At or for the Year Ended December 31,					
	2014 ⁽¹⁾	2013 ⁽²⁾	2012 ⁽³⁾	2011 ⁽⁴⁾	2010 ⁽⁵⁾	
Summary of Operations:						
Net revenue	\$9,440,182	\$9,071,532	\$8,868,324	\$8,627,912	\$8,123,608	
Net income	\$66,503	\$110,882	\$109,003	\$115,198	\$110,579	
Per Common Share⁽⁶⁾ :						
Net income per share—basic	\$1.06	\$1.76	\$1.72	\$1.82	\$1.76	
Net income per share—diluted	\$1.06	\$1.76	\$1.72	\$1.81	\$1.75	
Cash dividends	\$1.000	\$0.960	\$0.880	\$0.800	\$0.708	
Stock price at year end	\$35.11	\$36.56	\$28.51	\$27.79	\$29.43	
Summary of Financial Position:						
Total assets	\$2,735,406	\$2,324,042	\$2,214,398	\$1,946,815	\$1,822,039	
Cash and cash equivalents	\$56,772	\$101,905	\$97,888	\$135,938	\$159,213	
Total debt	\$613,809	\$216,243	\$217,591	\$214,556	\$210,906	
Total Owens & Minor, Inc. shareholders' equity	\$990,838	\$1,023,913	\$972,526	\$918,087	\$857,518	
Selected Ratios:						
Gross margin as a percent of revenue	12.39	% 12.31	% 10.43	% 9.94	% 9.94	%
Selling, general, and administrative expenses as a percent of revenue	9.82	% 9.52	% 7.70	% 7.08	% 6.94	%
Operating earnings as a percent of revenue	1.69	% 2.18	% 2.22	% 2.36	% 2.41	%
Days sales outstanding (DSO) ⁽⁷⁾	22.1	22.1	20.8	20.7	19.6	
Average annual inventory turnover ⁽⁸⁾	10.1	10.4	10.1	10.2	10.4	

(1) We incurred charges of \$42.8 million (\$35.3 million after tax, or \$0.56 per common share) associated with acquisition-related and exit and realignment activities in 2014, a loss on estimated claim settlement of \$3.9 million (\$3.9 million after tax, or \$0.06 per common share), a net gain of \$3.7 million (\$4.7 million after tax, or \$0.07 per common share) associated with fair value adjustments related to purchase accounting, and a loss on early retirement of debt of \$14.9 million (\$9.1 million after tax or \$0.14 per common share). See Notes 3 and 9 of Notes to Consolidated Financial Statements.

(2) We incurred charges of \$12.4 million (\$8.9 million after tax, or \$0.14 per common share) associated with acquisition-related and exit and realignment activities in 2013. See Notes 3 and 9 of Notes to Consolidated Financial Statements.

(3) We incurred charges of \$10.2 million (\$8.2 million after tax, or \$0.13 per common share) associated with acquisition-related and exit and realignment activities in 2012. See Notes 3 and 9 of Notes to Consolidated Financial Statements.

(4) We incurred charges of \$13.2 million (\$8.0 million after tax, or \$0.13 per common share) associated with acquisition-related and exit and realignment activities in 2011. See Note 9 of Notes to Consolidated Financial Statements.

(5) We terminated our frozen defined benefit pension plan in the fourth quarter of 2010 and recognized a settlement charge of \$19.6 million (\$11.9 million after tax, or \$0.19 per common share).

(6) On March 31, 2010, we effected a three-for-two stock split of our outstanding shares of common stock in the form of a stock dividend of one share of common stock for every two shares outstanding to stockholders of record on

March 15, 2010. The common stock began trading on a post-split basis on April 1, 2010. All share and per-share data (except par value) have been adjusted to reflect this split.

- (7)Based on net revenue for the fourth quarter of the year.
- (8)Based on cost of goods sold for the preceding 12 months.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis of financial condition and results of operations is intended to assist the reader in the understanding and assessment of significant changes and trends related to the results of operations of the Company together with its subsidiaries. The discussion and analysis presented below refers to, and should be read in conjunction with, the consolidated financial statements and accompanying notes included in Item 8 of Part II of this Annual Report on Form 10-K.

Overview

Owens & Minor, Inc., along with its subsidiaries, (we, us, or our) is a leading national distributor of name-brand medical and surgical supplies and a healthcare logistics company. We report our business under two segments: Domestic and International. Our Domestic segment includes all operations in the United States relating to our role as a healthcare logistics company providing distribution, packaging and logistics services to healthcare providers and manufacturers. The International segment consists of our European third-party logistics and packaging businesses. Segment financial information is provided in Note 20 of Notes to Consolidated Financial Statements included in this annual report.

Financial Highlights.

The following table provides a reconciliation of reported operating earnings, net income and diluted net income per common share to non-GAAP measures used by management:

(Dollars in thousands, except per share data)	For the years ended December 31,		
	2014	2013	2012
Operating earnings, as reported (GAAP)	\$ 159,536	\$ 198,083	\$ 196,753
Acquisition-related and exit and realignment charges ⁽¹⁾	42,801	12,444	10,164
Fair value adjustments related to purchase accounting ⁽²⁾	(3,706)	—	—
Other ⁽³⁾	3,907	—	—
Operating earnings, adjusted (non-GAAP) (Adjusted Operated Earnings)	\$ 202,538	\$ 210,527	\$ 206,917
Adjusted Operating Earnings as a percent of revenue (non-GAAP)	2.15	% 2.32	% 2.33
			%
Net income as reported (GAAP)	\$ 66,503	\$ 110,882	\$ 109,003
Acquisition-related and exit and realignment charges, net of tax ⁽¹⁾	35,302	8,856	8,200
Fair value adjustments related to purchase accounting, net of tax ⁽²⁾	(4,703)	—	—
Other, net of tax ⁽³⁾	3,907	—	—
Loss on early retirement of debt, net of tax ⁽⁴⁾	9,092	—	—
Net income, adjusted (non-GAAP) (Adjusted Net Income)	\$ 110,101	\$ 119,738	\$ 117,203
Net income per diluted common share, as reported (GAAP)	\$ 1.06	\$ 1.76	\$ 1.72
Acquisition-related and exit and realignment charges, net of tax ⁽¹⁾	0.56	0.14	0.13
Fair value adjustments related to purchase accounting, net of tax ⁽²⁾	(0.07)	—	—
Other, net of tax ⁽³⁾	0.06	—	—
Loss on early retirement of debt, net of tax ⁽⁴⁾	0.14	—	—
Net income per diluted common share, adjusted (non-GAAP) (Adjusted EPS)	\$ 1.76	\$ 1.90	\$ 1.85

The following items have been excluded in our non-GAAP financial measures:

⁽¹⁾ Acquisition-related charges, pre-tax, were \$16.1 million in 2014, \$3.5 million in 2013 and \$10.5 million in 2012. Current year charges consist primarily of costs incurred to perform due diligence and analysis related to the Medical Action and Arc Royal acquisitions, costs to complete the transactions, and costs to begin the integration of the acquired operations (including certain severance and contractual payments to former management) as well as certain costs in Movianto to resolve issues and claims with the former owner. Charges in 2013 included costs to transition the

information technology and other operations and administrative functions of Movianto from the former owner. Acquisition-related charges in 2012 were primarily transaction costs incurred with Movianto to perform due diligence and to analyze, negotiate and consummate the acquisition as well as costs to perform certain post-closing activities to establish the organizational structure.

15

Exit and realignment charges (income), pre-tax, were \$26.7 million in 2014, \$8.9 million in 2013 and \$(0.4) million in 2012. These charges were associated with optimizing our operations and include the closure and consolidation of certain distribution and logistics centers, administrative offices and warehouses in the United States and Europe. These charges also include other costs associated with our strategic organizational realignment which include management changes, certain professional fees, and costs to streamline administrative functions and processes. Further information regarding these items is included in Note 9 of Notes to Consolidated Financial Statements.

(2) The fourth quarter of 2014 includes a gain of \$6.7 million (pretax) recorded in other operating income, net from a fair value adjustment to contingent consideration related to the 2012 Movianto acquisition purchase price, offset by the incremental charge to cost of goods sold of \$3.0 million (pretax) from purchase accounting impacts related to the sale of acquired inventory that was written up to fair value in connection with the current year acquisitions.

(3) The fourth quarter of 2014 includes a loss in other operating income, net related to an accrual for the estimated settlement amount of a breach of contract claim in the United Kingdom for \$3.9 million (pretax).

(4) In 2014, we repaid our 2016 Notes and recorded a net loss on the early retirement of \$14.9 million (pretax), which includes the redemption premium offset by the recognition of a gain on previously settled interest rate swaps. These charges have been tax effected in the preceding table by determining the income tax rate depending on the amount of charges incurred in different tax jurisdictions and the deductibility of those charges for income tax purposes. More information about these charges is provided in Notes 3, 9 and 10 of Notes to Consolidated Financial Statements included in this annual report.

Adjusted EPS decreased to \$1.76 in 2014 from \$1.90 in 2013 primarily due to a decrease in Adjusted Operating Earnings of \$8.0 million and an increase in interest expense of \$5.1 million.

Domestic segment operating earnings were \$209.3 million for 2014, a decrease of \$2.7 million when compared to the prior year. International segment operating losses were \$6.7 million for 2014 compared to \$1.4 million in 2013. The higher operating loss in the International segment was largely attributable to the loss of certain customers in the United Kingdom early in 2014 as well as increased costs in the United Kingdom to transition a significant new customer. The Domestic segment experienced lower margins on new and renewed customer contracts in 2014 compared to 2013 and higher SG&A costs to support sales growth. The Domestic segment operating earnings included a \$5.3 million recovery in the first quarter from the settlement of a direct purchaser, anti-trust class-action lawsuit related to the purchases of medical devices which, for the year, was largely offset by increased legal fees related to ongoing litigation.

Use of Non-GAAP Measures

Adjusted operating earnings, adjusted net income and adjusted EPS are an alternative view of performance used by management, and we believe that investors' understanding of our performance is enhanced by disclosing these performance measures. In general, the measures exclude items and charges that (i) management does not believe reflect our core business and relate more to strategic, multi-year corporate activities; or (ii) relate to activities or actions that may have occurred over multiple or in prior periods without predictable trends. Management uses these non-GAAP financial measures internally to evaluate our performance, evaluate the balance sheet, engage in financial and operational planning and determine incentive compensation.

Management provides these non-GAAP financial measures to investors as supplemental metrics to assist readers in assessing the effects of items and events on our financial and operating results and in comparing our performance to that of our competitors. However, the non-GAAP financial measures used by us may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies.

The non-GAAP financial measures disclosed by us should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP, and the financial results calculated in accordance with GAAP and reconciliations to those financial statements set forth above should be carefully evaluated.

Results of Operations
2014 compared to 2013

Net revenue.	For the years ended		Change		
	December 31,				
(Dollars in thousands)	2014	2013	\$	%	
Domestic	\$8,951,852	\$8,688,018	\$263,834	3.0	%
International	488,330	383,514	104,816	27.3	%
Net revenue	\$9,440,182	\$9,071,532	\$368,650	4.1	%

Consolidated net revenue improved in our two segments for the year ended December 31, 2014. Excluding the impact of the fourth quarter acquisitions, net revenue increased by 2.6% and 25.5% in our Domestic and International segments, respectively. In the Domestic segment, the continued trend of growth in our existing large healthcare provider customer accounts and new business exceeded declines from smaller customers when compared to prior year. Domestic segment growth rates are impacted by ongoing market trends including healthcare utilization rates. The increases in the International segment were a result of new buy/sell contracts and growth in fee-for-service business as well as positive impacts from foreign exchange. Fee-for-service business generally represents approximately two-thirds of net revenue in the International segment.

Cost of goods sold.	For the years ended		Change		
	December 31,				
(Dollars in thousands)	2014	2013	\$	%	
Cost of goods sold	\$8,270,216	\$7,954,457	\$315,759	4.0	%

Cost of goods sold includes the cost of the product (net of supplier incentives and cash discounts) and all costs incurred for shipments of products from manufacturers to our distribution centers for all customer arrangements where we are the primary obligor, bear the risk of general and physical inventory loss and carry all credit risk associated with sales. These are sometimes referred to as distribution or buy/sell contracts. Beginning in the fourth quarter of 2014, cost of goods sold also includes direct and certain indirect labor, material and overhead costs associated with our acquired packaging operations. There is no cost of goods sold associated with our fee-for-service business. As a result of the increase in distribution sales activity and fourth quarter sales activity associated with the acquisitions (which includes the incremental charge to cost of goods sold of \$3.0 million from purchase accounting impacts related to the sale of acquired inventory that was written up to fair value), cost of goods sold increased \$315.8 million from 2013. See the gross margin discussion below for additional factors impacting cost of goods sold.

Gross margin.	For the years ended		Change		
	December 31,				
(Dollars in thousands)	2014	2013	\$	%	
Gross margin	\$1,169,966	\$1,117,075	\$52,891	4.7	%
As a % of net revenue	12.39	% 12.31	%		

The growth in fee-for-service activity drove the overall improvement in gross margin as the International segment showed a \$44.2 million increase over the prior year. Domestic segment gross margin for the year benefitted from increased sales volume and the fourth quarter contribution of Medical Action which offset the decline in margins on new and renewed customer contracts in 2014 when compared to 2013.

We value Domestic segment inventory under the LIFO method. Had inventory been valued under the first-in, first-out (FIFO) method, gross margin as a percentage of net revenue would have been higher by 8 basis points in 2014 and lower by 3 basis points in 2013.

Operating expenses. (Dollars in thousands)	For the years ended December 31,		Change		
	2014	2013	\$	%	
SG&A expenses	\$926,977	\$863,656	\$63,321	7.3	%
As a % of net revenue	9.82	% 9.52			%
Depreciation and amortization	\$57,125	\$50,586	\$6,539	12.9	%
Other operating income, net	\$(16,473)	\$(7,694)	\$(8,779)	114.1	%

Selling, general and administrative (SG&A) expenses include labor and warehousing costs associated with our distribution and logistics services and all costs associated with our fee-for-service arrangements. Shipping and handling costs are included in SG&A expenses and include costs to store, move, and prepare products for shipment, as well as costs to deliver products to customers. The costs to convert new customers to our service platform are generally incurred prior to the recognition of revenues from the new customers.

International segment SG&A expenses increased over the prior year by \$44.4 million due mainly to increased salaries and delivery costs associated with higher fee-for-service activity as well as increased costs associated with integrating a significant new customer in the United Kingdom earlier in the year. The Domestic segment also experienced an increase during the year as a result of higher accrued incentive compensation, warehouse expense from greater sales activity and higher legal fees compared to prior year. Current year acquisitions accounted for \$11.3 million of the increase in SG&A from prior year.

Depreciation and amortization expense increased primarily in the International segment due to increases in computer software amortization for assets placed in service and amortization from intangibles associated with purchase price accounting. An additional \$1.6 million in expense is associated with the current year acquisitions. In connection with Medical Action and ArcRoyal, approximately \$0.3 million in depreciation expense is also included in cost of goods sold.

The increase in other operating income, net for the year ended December 31, 2014 is attributed primarily to (1) the recovery of \$5.3 million from the settlement of a direct purchaser anti-trust class action lawsuit relating to the recovery of costs from purchases of medical devices over a multi-year period, as well as a gain on the sale of an investment, (2) a gain of \$6.7 million from a fair value adjustment to contingent consideration related to the Movianto acquisition purchase price, offset by (3) a loss of \$3.9 million related to an accrual for the estimated settlement amount of a breach of contract claim in the United Kingdom.

A discussion of the acquisition-related and exit and realignment charges is included above in the Overview section.

Interest expense, net. (Dollars in thousands)	For the years ended December 31,		Change		
	2014	2013	\$	%	
Interest expense, net	\$18,163	\$13,098	\$5,065	38.7	%
Effective interest rate	5.38	% 6.05			%

The increase in interest expense from the prior year is attributed to the new Senior Notes issued on September 16, 2014 which are more fully described in the Capital resources section and in Note 10 of Notes to Consolidated Financial Statements.

Income taxes. (Dollars in thousands)	For the years ended December 31,		Change		
	2014	2013	\$	%	
Income tax provision	\$59,980	\$74,103	\$(14,123)	(19.1)%
Effective tax rate	47.4	% 40.1			%

The increase in the effective tax rate, including income taxes on acquisition-related and exit and realignment charges as well as the loss on early retirement of debt, increased from the prior year periods largely due to the impact of foreign taxes and the effect of certain acquisition-related costs which are not deductible for tax purposes.

2013 compared to 2012

Net revenue.	For the years ended		Change		
	December 31,				
(Dollars in thousands)	2013	2012	\$	%	
Domestic	\$8,688,018	\$8,731,484	\$(43,466)	(0.5)	%
International	383,514	136,840	246,674	180.3	%
Net revenue	\$9,071,532	\$8,868,324	\$203,208	2.3	%

Net revenue for 2013 increased due to a full year of activity in our International segment compared to four months in 2012. Domestic segment revenue continued to be impacted by ongoing market trends including lower rates of healthcare utilization. In addition, our continued rationalization of smaller, less profitable healthcare provider customers and suppliers and reduced government purchases were not fully offset by growth in existing customers, fee-for-service and new business. Fee-for-service business represented approximately two-thirds of net revenue in the International segment.

Cost of goods sold.	For the years ended		Change		
	December 31,				
(Dollars in thousands)	2013	2012	\$	%	
Cost of goods sold	\$7,954,457	\$7,943,670	\$10,787	0.1	%

Cost of goods sold includes the cost of the product (net of supplier incentives and cash discounts) and all costs incurred for shipments of products from manufacturers to our distribution centers for all customer arrangements where we are the primary obligor, bear the risk of general and physical inventory loss and carry all credit risk associated with sales. These are sometimes referred to as distribution or buy/sell contracts. There is no cost of goods sold associated with our fee-for-service business. As a result of the increases in distribution sales activity, cost of goods sold increased \$10.8 million from 2012. See the gross margin discussion below for additional factors impacting cost of goods sold.

Gross margin.	For the years ended		Change		
	December 31,				
(Dollars in thousands)	2013	2012	\$	%	
Gross margin	\$1,117,075	\$924,654	\$192,421	20.8	%
As a % of net revenue	12.31	% 10.43			%

Gross margin increased primarily due to a full year of Movianto activity in 2013 which contributed \$177.4 million to the year over year change. The Domestic segment gross margin benefitted from strategic initiatives including growth in fee-for-service business during 2013 and supplier price changes in the first and second quarters of 2013 at a higher level than in 2012.

We value Domestic segment inventory under the LIFO method. Had inventory been valued under the first-in, first-out (FIFO) method, gross margin as a percentage of net revenue would have been lower by 3 basis points in 2013 and higher by 5 basis points in 2012.

Operating expenses.	For the years ended		Change		
	December 31,				
(Dollars in thousands)	2013	2012	\$	%	
SG&A expenses	\$863,656	\$682,595	\$181,061	26.5	%
As a % of net revenue	9.52	% 7.70			%
Depreciation and amortization	\$50,586	\$39,604	\$10,982	27.7	%
Other operating income, net	\$(7,694)	\$(4,462)	\$(3,232)	72.4	%

Selling, general and administrative (SG&A) expenses include labor and warehousing costs associated with our distribution and logistics services and all costs associated with our fee-for-service arrangements. Distribution costs are included in SG&A expenses and include costs to store, move, and prepare products for shipment, as well as costs to deliver products to customers. The costs to convert new customers to our information systems are generally incurred prior to the recognition of revenues from new customers. The International segment also included costs for information technology and other transition services provided by the former owners of Movianto which were substantially completed in 2013.

SG&A expense increased by \$165.4 million in 2013 compared to 2012 due to a full year of activity in Movianto. Domestic SG&A expense also increased over 2012 due to greater fee-for-service sales activity, increased costs to support strategic initiatives and higher costs associated with workers' compensation, litigation and healthcare. During the second quarter of 2013, we reached a settlement in the administrative proceedings before the California Board of Equalization related to certain municipal sales tax incentives. As a result, SG&A expenses were reduced in 2013 by a net amount of \$4.3 million, which was fully offset by the increased costs noted above. In the future, the company expects to receive an ongoing tax incentive that will vary with eligible revenues generated by sales to California-based customers. More information about this incentive is provided in Note 18 of Notes to Consolidated Financial Statements included in this annual report.

Depreciation and amortization expense increased in 2013 primarily related to warehouse equipment and information technology hardware and software acquired with Movianto. In addition, depreciation and amortization increased \$0.8 million in the Domestic segment due to software enhancements for operational efficiency improvements.

Other operating income included finance charge income of \$6.0 million and \$4.9 million in 2013 and 2012. The increase over 2012 was due to a \$1.6 million increase in income associated with product financing arrangements with customers in Europe, \$0.8 million in foreign exchange gains and a net \$0.9 million in Domestic charges incurred in 2012 associated with specific litigation matters and loss contingency expenses which did not recur in 2013.

A discussion of the acquisition-related and exit and realignment charges is included above in the Overview section.

Interest expense, net. (Dollars in thousands)	For the years ended December 31,		Change	
	2013	2012	\$	%
Interest expense, net	\$13,098	\$13,397	\$(299)	(2.2)%
Effective interest rate	6.05	% 6.17	%	

For 2013, the decrease in interest expense was primarily from lower commitment fees in our new revolving credit facility effective June 2012, partially offset by less interest income earned on cash and cash equivalents.

Income taxes. (Dollars in thousands)	For the years ended December 31,		Change	
	2013	2012	\$	%
Income tax provision	\$74,103	\$74,353	\$(250)	(0.3)%
Effective tax rate	40.1	% 40.6	%	

The provision for income taxes decreased from 2012 due to the impact of non-deductible acquisition-related costs in 2012 incurred as a result of the Movianto acquisition as well as results of benefits recognized in 2013 upon the conclusion of examinations of our 2009 and 2010 Federal and certain state income tax returns. These benefits were partially offset by the impact of foreign taxes.

Financial Condition, Liquidity and Capital Resources

Financial condition. We monitor operating working capital through days sales outstanding (DSO) and merchandise inventory turnover. We estimate a hypothetical increase (decrease) in DSO of one day would result in a decrease (increase) in our cash balances, an increase (decrease) in borrowings against our revolving credit facility, or a combination thereof of approximately \$28 million.

The majority of our cash and cash equivalents are held in cash depository accounts with major banks in the United States and Europe or invested in high-quality, short-term liquid investments. Changes in our working capital can vary in the normal course of business based upon the timing of inventory purchases, collection of accounts receivable, and payment to suppliers.

(Dollars in millions)	For the years ended December 31,		Change		
	2014	2013	\$	%	
Cash and cash equivalents	\$56.8	\$101.9	\$(45.1)	(44.3))%
Accounts and notes receivable, net of allowances	\$626.2	\$572.9	\$53.3	9.3	%
Consolidated DSO ⁽¹⁾	22.1	22.1			
Merchandise inventories	\$872.5	\$771.7	\$100.8	13.1	%
Consolidated inventory turnover ⁽²⁾	10.1	10.4			
Accounts payable	\$608.8	\$643.9	\$(35.1)	(5.5))%

(1) Based on year end accounts receivable and net revenue for the fourth quarter

(2) Based on average annual inventory and costs of goods sold for the years ended December 31, 2014 and 2013

Liquidity and capital expenditures. The following table summarizes our consolidated statements of cash flows for the years ended December 31, 2014, 2013 and 2012:

(Dollars in millions)	2014	2013	2012
Net cash provided by (used for) continuing operations:			
Operating activities	\$(3.8)	) \$140.6	\$218.5
Investing activities	(317.3)	) (57.1)	(190.8)
Financing activities	278.6	(82.0)	) (68.4)
Effect of exchange rate changes on cash	(2.7)	) 2.5	2.7
Increase (decrease) in cash and cash equivalents	\$45.1	\$4.0	\$(38.0)

Cash used for operating activities in 2014 reflected unfavorable changes in working capital driven primarily by the timing of vendor payments and increased net working capital needs resulting from strong sales growth. Depreciation and amortization in the statement of cash flow for 2014 includes \$6.0 million in accelerated amortization which is included in acquisition-related and exit and realignment charges in the statement of income related to the change in useful life (from 10 years to 1 year) for an information system which is being replaced in the International segment. Cash from operating activities for 2013 decreased compared to 2012 due to changes in working capital, including increases in accounts and notes receivable which experienced an increase in DSO of 1.3 days (unfavorable impact on cash of \$33.3 million).

Cash used for investing activities in 2014 included cash paid for the acquisitions of Medical Action and Arc Royal of approximately \$261.6 million plus assumed third-party debt (capital lease obligations) of \$13.4 million and capital expenditures of \$70.8 million (compared to \$60.1 million in 2013) primarily related to distribution center and logistics facility moves and modifications and information technology initiatives. In 2012, we acquired Movianto in exchange for approximately \$155.2 million of cash plus assumed third-party debt (primarily capitalized leases) of \$2.1 million. Domestic segment capital expenditures were \$34.5 million in 2012, primarily related to our strategic and operational efficiency initiatives, particularly initiatives relating to information technology enhancements.

In 2014, cash provided by financing activities reflects proceeds from borrowings of \$581.4 million and the repayment of long-term debt of \$217.4 million. We paid dividends of \$63.1 million, \$60.7 million and \$55.7 million and repurchased common stock under a share repurchase program for \$9.9 million, \$18.9 million and \$15.0 million in the years ended December 31, 2014, 2013 and 2012.

Capital resources. Our sources of liquidity include cash and cash equivalents and a revolving credit facility. On September 17, 2014, we amended our existing Credit Agreement with Wells Fargo Bank, N.A., JPMorgan Chase Bank, N.A., Bank of America, N.A. and a syndicate of financial institutions (the Amended Credit Agreement) increasing our borrowing capacity from \$350 million to \$450 million and extending the term through 2019. Under the Amended Credit Agreement, we have the ability to request two one -year extensions and to request an increase in aggregate commitments by up to \$200 million. The interest rate on the Amended Credit Agreement, which is subject to adjustment quarterly, is based on the London Interbank Offered Rate (LIBOR), the Federal Funds Rate or the Prime Rate, plus an adjustment based on the better of our debt ratings or leverage ratio (Credit Spread) as defined by the Amended Credit Agreement. We are charged a commitment fee of between 12.5 and 25.0 basis points on the unused portion of the facility. The terms of the Amended Credit Agreement limit the amount of indebtedness that we may incur and require us to maintain ratios for leverage and interest coverage, including on a pro forma basis in the event of an acquisition. We may utilize the revolving credit facility for long-term strategic growth, capital expenditures, working capital and general corporate purposes. If we were unable to access the revolving credit facility, it could impact our ability to fund these needs. Based on our leverage ratio at December 31, 2014, the interest rate under the credit facility is LIBOR plus 1.375%.

At December 31, 2014, we had \$33.7 million in borrowings and letters of credit of approximately \$5.0 million outstanding under the Amended Credit Agreement, leaving \$411 million available for borrowing. We also have a \$1.5 million letter of credit outstanding as of December 31, 2014 and 2013, which supports our facilities leased in Europe.

On September 16, 2014, we issued \$275 million of 3.875% senior notes due 2021 (the “2021 Notes”) and \$275 million of 4.375% senior notes due 2024 (the “2024 Notes”). The 2021 Notes were sold at 99.5% of the principal amount with an effective yield of 3.951%. The 2024 Notes were sold at 99.6% of the principal amount with an effective yield of 4.422%. Interest on the 2021 Notes and 2024 Notes is payable semiannually in arrears, commencing on March 15, 2015 and December 15, 2014, respectively. We have the option to redeem the 2021 Notes and 2024 Notes in part or in whole prior to maturity at a redemption price equal to the greater of 100% of the principal amount or the present value of the remaining scheduled payments discounted at the Treasury Rate plus 30 basis points. We are deferring and amortizing over the respective terms \$5.3 million in costs incurred in connection with the issuance of the 2021 Notes and the 2024 Notes.

We used a portion of the proceeds from the 2021 Notes and the 2024 Notes to complete the Medical Action and ArcRoyal acquisitions in the fourth quarter for a combined purchase price of \$261.6 million, net of cash acquired, and including debt assumed of \$13.4 million (capitalized lease obligations). We also used a portion of the proceeds to fund the early retirement of all of our 2016 Notes, which included the payment of a \$17.4 million redemption premium. We recorded a net loss on the early retirement of our 2016 Notes of \$14.9 million, which includes the redemption premium offset by the recognition of a gain on previously settled interest rate swaps.

The IRS on January 10, 2014 released final regulations relating to the adjustment of inventory costs for certain sales based vendor charge-backs and the allowable treatment of these charge-backs in tax LIFO calculations. Based upon a 2013 accounting method change filed with the IRS and current regulatory guidance and case law we do not believe that these regulations will have a material impact on our financial statements or cash flow.

We paid quarterly cash dividends on our outstanding common stock at the rate of \$0.25 per share during 2014, \$0.24 per share during 2013, and \$0.22 per share during 2012. Our annual dividend payout ratio for the three years ended December 31, 2014, based on Adjusted EPS, was in the range of 47.6% to 57.1%. In February 2015, the Board of Directors approved a 1.0% increase in the amount of our quarterly dividend to \$0.2525 per common share. We anticipate continuing to pay quarterly cash dividends in the future. However, the payment of future dividends remains within the discretion of the Board of Directors and will depend upon our results of operations, financial condition, capital requirements and other factors.

In February 2014, the Board of Directors authorized a share repurchase program of up to \$100 million of our outstanding common stock to be executed at the discretion of management over a three-year period, expiring in February 2017. The program is intended to offset shares issued in conjunction with our stock incentive plan and may be suspended or discontinued at any time. During 2014, we repurchased approximately 0.3 million shares at \$9.9

million under this program. At December 31, 2014, the remaining amount authorized for repurchase under this program was \$90.1 million.

We believe available financing sources, including cash generated by operating activities and borrowings under the Amended Credit Agreement, will be sufficient to fund our working capital needs, capital expenditures, long-term strategic growth, payments under long-term debt and lease arrangements, payments of quarterly cash dividends, share repurchases and other cash requirements. While we believe that we will have the ability to meet our financing needs in the foreseeable future, changes in economic conditions may impact (i) the ability of financial institutions to meet their contractual commitments to us, (ii) the ability of our customers and suppliers to meet their obligations to us or (iii) our cost of borrowing.

We earn a portion of our operating earnings in foreign jurisdictions outside the U.S., which we consider to be indefinitely reinvested. Accordingly, no U.S. federal and state income taxes and withholding taxes have been provided on these earnings. Our cash, cash-equivalents, short-term investments, and marketable securities held by our foreign subsidiaries totaled \$31.5 million and \$22.2 million as of December 31, 2014 and 2013. We do not intend, nor do we foresee a need, to repatriate these funds or other assets held outside the U.S. In the future, should we require more capital to fund discretionary activities in the U.S. than is generated by our domestic operations and is available through our borrowings, we could elect to repatriate cash or other assets from foreign jurisdictions that have previously been considered to be indefinitely reinvested.

Off-Balance Sheet Arrangements

We do not have guarantees or other off-balance sheet financing arrangements, including variable interest entities, which we believe could have a material impact on financial condition or liquidity.

Contractual Obligations

The following is a summary of our significant contractual obligations as of December 31, 2014:

(Dollars in millions)	Payments due by period				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Contractual obligations					
Long-term debt ⁽¹⁾	\$742.3	\$22.7	\$45.4	\$45.4	\$628.8
Revolving credit facility ⁽¹⁾	35.1	0.5	0.5	34.1	—
Purchase obligations ⁽²⁾	108.4	39.8	68.3	0.3	—
Operating leases ⁽²⁾	290.5	57.5	93.6	65.4	74.0
Capital lease obligations ⁽¹⁾	46.1	7.3	12.5	8.2	18.1
Unrecognized tax benefits, net ⁽³⁾	7.1	—	—	—	—
Other long-term liabilities ⁽⁴⁾	86.3	2.9	4.1	4.5	74.8
Total contractual obligations	\$1,315.8	\$130.7	\$224.4	\$157.9	\$795.7

⁽¹⁾ See Note 10 of Notes to Consolidated Financial Statements. Debt is assumed to be held to maturity with interest paid at the stated rate in effect at December 31, 2014.

⁽²⁾ See Note 18 of Notes to Consolidated Financial Statements.

⁽³⁾ We cannot reasonably estimate the timing of cash settlement for the liability associated with unrecognized tax benefits.

⁽⁴⁾ Other long-term liabilities include estimated minimum required payments for our unfunded retirement plan for certain officers. See Note 13 of Notes to Consolidated Financial Statements. Certain long-term liabilities, including deferred tax liabilities and post-retirement benefit obligations, are excluded as we cannot reasonably estimate the timing of payments for these items.

Critical Accounting Policies

Our consolidated financial statements and accompanying notes have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of the financial statements requires us to make estimates and assumptions that affect the reported amounts and related disclosures. We continually evaluate the accounting policies and estimates used to prepare the financial statements.

Critical accounting policies are defined as those policies that relate to estimates that require us to make assumptions about matters that are highly uncertain at the time the estimate is made and could have a material impact on our results due to changes in the estimate or the use of different assumptions that could reasonably have been used. Our estimates are generally based on historical experience and various other assumptions that are judged to be reasonable in light of the relevant facts and circumstances. Because of the uncertainty inherent in such estimates, actual results may differ. We believe our critical accounting policies and estimates include allowances for losses on accounts and notes receivable, inventory valuation, accounting for goodwill and long-lived assets, self-insurance liabilities, supplier incentives, and business combinations.

Allowances for losses on accounts and notes receivable. We maintain valuation allowances based upon the expected collectability of accounts and notes receivable. The allowances include specific amounts for accounts that are likely to be uncollectible, such as customer bankruptcies and disputed amounts, and general allowances for accounts that may become uncollectible. These allowances are estimated based on a number of factors, including industry trends, current economic conditions, creditworthiness of customers, age of the receivables, changes in customer payment patterns, and historical experience. At December 31, 2014, accounts and notes receivable were \$626.2 million, net of allowances of \$13.3 million. An unexpected bankruptcy or other adverse change in the financial condition of a customer could result in increases in these allowances, which could have a material effect on the results of operations.

Inventory valuation. Merchandise inventories are valued at the lower of cost or market, with cost determined using the last-in, first-out (LIFO) method for Domestic segment inventories and the first-in, first-out (FIFO) method for International segment inventories. An actual valuation of inventory under the LIFO method is made only at the end of the year based on the inventory levels and costs at that time. LIFO calculations are required for interim reporting purposes and are based on estimates of the expected mix of products in year-end inventory. In addition, inventory valuation includes estimates of allowances for obsolescence and variances between actual inventory on-hand and perpetual inventory records that can arise throughout the year. These estimates are based on factors such as the age of inventory and historical trends. At December 31, 2014, the carrying value of inventory was \$872.5 million, which is \$116.2 million lower than the value of inventory had it all been accounted for on a FIFO basis.

Goodwill and long-lived assets. Goodwill represents the excess of consideration paid over the fair value of identifiable net assets acquired. Long-lived assets, which are a component of identifiable net assets, include intangible assets with finite useful lives, property and equipment, and computer software costs. Intangible assets with finite useful lives consist primarily of customer relationships and non-compete agreements acquired through business combinations. Certain assumptions and estimates are employed in determining the fair value of identifiable net assets acquired. We evaluate goodwill for impairment annually and whenever events occur or changes in circumstance indicate that the carrying amount of goodwill may not be recoverable. In performing the impairment test, we perform qualitative assessments based on macroeconomic conditions, structural changes in the industry, estimated financial performance, and other relevant information. If necessary, we perform a quantitative analysis to estimate the fair value of the reporting unit using valuation techniques, including comparable multiples of the reporting unit's earnings before interest, taxes, depreciation and amortization (EBITDA) and discounted cash flows. The EBITDA multiples are based on an analysis of current enterprise valuations and recent acquisition prices of similar companies, if available. Goodwill totaled \$423.3 million at December 31, 2014.

Long-lived assets, which exclude goodwill, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of long-lived assets may not be recoverable. We assess long-lived assets for potential impairment by comparing the carrying value of an asset, or group of related assets, to its estimated undiscounted future cash flows. At December 31, 2014, long-lived assets included property and equipment of \$233.0 million, net of accumulated depreciation; intangible assets of \$108.6 million, net of accumulated amortization; and computer software costs of \$75.2 million, net of accumulated amortization.

We did not record any material impairment losses related to goodwill or long-lived assets in 2014. However, the impairment review of goodwill and long-lived assets requires the extensive use of accounting judgment, estimates and assumptions. The application of alternative assumptions could produce materially different results.

Self-insurance liabilities. We are self-insured for most employee healthcare, workers' compensation and automobile liability costs; however, we maintain insurance for individual losses exceeding certain limits. Liabilities are estimated for healthcare costs using current and historical claims data. Liabilities for workers' compensation and automobile liability claims are estimated using historical claims data and loss development factors. If the underlying facts and circumstances of existing claims change or historical trends are not indicative of future trends, then we may be required to record additional expense that could have a material effect on the results of operations. Self-insurance liabilities recorded in our consolidated balance sheets for employee healthcare, workers' compensation and automobile liability costs totaled \$13.0 million at December 31, 2014 and \$13.9 million at December 31, 2013.

Supplier incentives. We have contractual arrangements with certain suppliers that provide incentives, including operational efficiency and performance-based incentives, on a monthly, quarterly or annual basis. These incentives are recognized as a reduction in cost of goods sold as targets become probable of achievement. Supplier incentives

receivable are recorded for interim and annual reporting purposes and are based on our estimate of the amounts which are expected to be realized. If we do not achieve required targets under certain programs as estimated, it could have a material adverse effect on our results of operations.

Business Combinations. We allocate the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. When determining the fair values of assets acquired and liabilities assumed, management makes significant estimates and assumptions, especially with respect to intangible assets.

Critical estimates in valuing certain intangible assets include but are not limited to future expected cash flows from customer relationships and discount rates. Our estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates.

Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements, see Note 1 of Notes to the Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in interest rates related to our revolving credit facility. We had \$33.7 million in outstanding borrowings and \$5.0 million in letters of credit under the facility at December 31, 2014. A hypothetical increase in interest rates of 100 basis points would result in a potential reduction in future pre-tax earnings of approximately \$0.1 million per year for every \$10 million of outstanding borrowings under the revolving credit facility.

Due to the nature and pricing of our Domestic segment distribution services, we are exposed to potential volatility in fuel prices. Our strategies for helping to mitigate our exposure to changing domestic fuel prices have included entering into leases for trucks with improved fuel efficiency. We benchmark our domestic diesel fuel purchase prices against the U.S. Weekly Retail On-Highway Diesel Prices (benchmark) as quoted by the U.S. Energy Information Administration. The benchmark averaged \$3.82 per gallon in 2014, decreased 2% from \$3.92 per gallon in 2013. Based on our fuel consumption in 2014, we estimate that every 10 cents per gallon increase in the benchmark would reduce our Domestic segment operating earnings by approximately \$0.3 million.

In the normal course of business, we are exposed to foreign currency translation and transaction risks. Our business transactions outside of the United States are primarily denominated in the Euro and British Pound. We may use foreign currency forwards, swaps and options, where possible, to manage our risk related to certain foreign currency fluctuations. However, we believe that our foreign currency transaction risks are low since our revenues and expenses are typically denominated in the same currency.

Item 8. Financial Statements and Supplementary Data

See Item 15. Exhibits and Financial Statement Schedules.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

We carried out an evaluation, with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (pursuant to Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation, the principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2014.

On October 1, 2014 and November 1, 2014, we completed our acquisitions of Medical Action and ArcRoyal, respectively. As permitted by the Securities and Exchange Commission under the current year acquisition scope exception, we have excluded these acquisitions from our 2014 assessment of the effectiveness of our internal control over financial reporting since it was not practicable for management to conduct an assessment of internal control over financial reporting between the acquisition date and the date of management's assessment.

Except for the effect of the Medical Action and ArcRoyal acquisitions, there have been no change in our internal control over financial reporting during our last fiscal quarter (our fourth quarter in the case of an annual report) ended December 31, 2014, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

On October 16, 2014, we redeemed all of our \$200 million 6.35% senior notes due in 2016 (2016 Notes), which included the payment of a \$17.4 million redemption premium. In connection with the redemption of the 2016 Notes, we terminated the Indenture dated April 7, 2006 under which the notes were issued.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f), for Owens & Minor, Inc. (the company). Under the supervision and with the participation of management, including the company's principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2014, based on the framework in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In reliance on guidance set forth in Question 3 of a "Frequently Asked Questions" interpretative release issued by the Staff of the SEC's Office of the Chief Accountant and the Division of Corporation Finance in September 2004, as revised on September 24, 2007, regarding Securities Exchange Act Release No. 34-47986, Management's Report on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, management determined that it would exclude the Medical Action and ArcRoyal businesses, which were acquired on October 1, 2014 and November 1, 2014, respectively, from the scope of the assessment of the effectiveness of our internal control over financial reporting. The reason for this exclusion is that we acquired Medical Action and ArcRoyal in the fourth quarter of 2014 and it was not practical for management to conduct an assessment of internal control over financial reporting in the period between the dates the acquisitions were completed and the date of management's assessment. Accordingly, management excluded Medical Action and ArcRoyal from its assessment of internal control over financial reporting. These acquisitions represent \$340 million of total assets and \$46.9 million of revenues as of and for the year ended December 31, 2014, of our consolidated financial statements. Medical Action and ArcRoyal will be included in management's assessment of internal control over financial reporting for the year ending December 31, 2015.

Based on our evaluation under the COSO framework, management concluded that the company's internal control over financial reporting was effective as of December 31, 2014.

The effectiveness of the company's internal control over financial reporting as of December 31, 2014, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which is included in this annual report.

/s/ James L. Bierman

James L. Bierman
President & Chief Executive Officer

/s/ Richard A. Meier

Richard A. Meier
Executive Vice President & Chief Financial Officer

Report of Independent Registered Public Accounting Firm
The Board of Directors and Shareholders
Owens & Minor, Inc.:

We have audited Owens & Minor, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Owens & Minor, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Owens & Minor, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Owens & Minor, Inc. acquired Medical Action Industries, Inc. on October 1, 2014 and ArcRoyal on November 1, 2014, and management excluded from its assessment of the effectiveness of Owens & Minor, Inc.'s internal control over financial reporting as of December 31, 2014, Medical Action Industries, Inc.'s internal control over financial reporting associated with total assets of \$269 million and total revenues of \$40 million and ArcRoyal's internal control over financial reporting associated with total assets of \$71 million and total revenues of \$7 million included in the consolidated financial statements of Owens & Minor, Inc. as of and for the year ended December 31, 2014. Our audit of internal control over financial reporting of Owens & Minor, Inc. also excluded an evaluation of the internal control over financial reporting of Medical Action Industries, Inc. and ArcRoyal.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Owens & Minor, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2014 and our report dated February 23, 2015, expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP
Richmond, Virginia

February 23, 2015

28

Part III

Items 10-14.

Information required by Items 10-14 can be found at the end of the electronic filing of this Form 10-K and the registrant's 2014 Proxy Statement pursuant to instructions (1) and G(3) of the General Instructions to Form 10-K. Because our common stock is listed on the New York Stock Exchange (NYSE), our Chief Executive Officer is required to make, and he has made, an annual certification to the NYSE stating that he was not aware of any violation by of the corporate governance listing standards of the NYSE. Our Chief Executive Officer made his annual certification to that effect to the NYSE as of May 19, 2014. In addition, we have filed, as exhibits to this Annual Report on Form 10-K, the certifications of our principal executive officer and principal financial officer required under Sections 906 and 302 of the Sarbanes-Oxley Act of 2002 to be filed with the Securities and Exchange Commission regarding the quality of our public disclosure.

Part IV

Item 15. Exhibits and Financial Statement Schedules

a) The following documents are filed as part of this report:

	Page
<u>Consolidated Statements of Income for the Years Ended December 31, 2014, 2013 and 2012</u>	<u>31</u>
<u>Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2014, 2013, and 2012</u>	<u>32</u>
<u>Consolidated Balance Sheets as of December 31, 2014 and 2013</u>	<u>33</u>
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012</u>	<u>34</u>
<u>Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2014, 2013 and 2012</u>	<u>35</u>
<u>Notes to Consolidated Financial Statements</u>	<u>36</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>65</u>
<u>Selected Quarterly Financial Information (unaudited)</u>	<u>66</u>

b) Exhibits:

See Index to Exhibits on page 67.

OWENS & MINOR, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share data)

Year ended December 31,	2014	2013	2012
Net revenue	\$9,440,182	\$9,071,532	\$8,868,324
Cost of goods sold	8,270,216	7,954,457	7,943,670
Gross margin	1,169,966	1,117,075	924,654
Selling, general, and administrative expenses	926,977	863,656	682,595
Acquisition-related and exit and realignment charges	42,801	12,444	10,164
Depreciation and amortization	57,125	50,586	39,604
Other operating income, net	(16,473)	(7,694)	(4,462)
Operating earnings	159,536	198,083	196,753
Loss on early retirement of debt	14,890	—	—
Interest expense, net	18,163	13,098	13,397
Income before income taxes	126,483	184,985	183,356
Income tax provision	59,980	74,103	74,353
Net income	\$66,503	\$110,882	\$109,003
Net income attributable to Owens & Minor, Inc. per common share:			
Basic	\$1.06	\$1.76	\$1.72
Diluted	\$1.06	\$1.76	\$1.72
Cash dividends per common share	\$1.00	\$0.96	\$0.88
See accompanying notes to consolidated financial statements.			

OWENS & MINOR, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

Year ended December 31,	2014	2013	2012
Net income	\$66,503	\$110,882	\$109,003
Other comprehensive income, net of tax:			
Currency translation adjustments (net of income tax of \$0 in 2014, \$111 in 2013 and \$210 in 2012)	(29,539	) 6,143	9,749
Change in unrecognized net periodic pension costs (net of income tax of \$2,361 in 2014, \$2,429 in 2013 and \$1,671 in 2012)	(3,844	) 3,839	(2,611
Other (net of income tax of \$72 in 2014, \$32 in 2013 and \$32 in 2012)	(186	) (8	) (50
Other comprehensive income (loss)	(33,569	) 9,974	7,088
Comprehensive income	\$32,934	\$120,856	\$116,091

See accompanying notes to consolidated financial statements.

OWENS & MINOR, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(in thousands, except per share data)

December 31,	2014	2013
Assets		
Current assets		
Cash and cash equivalents	\$56,772	\$101,905
Accounts and notes receivable, net	626,192	572,854
Merchandise inventories	872,457	771,663
Other current assets	315,285	279,510
Total current assets	1,870,706	1,725,932
Property and equipment, net	232,979	191,961
Goodwill, net	423,276	275,439
Intangible assets, net	108,593	40,406
Other assets, net	99,852	90,304
Total assets	\$2,735,406	\$2,324,042
Liabilities and equity		
Current liabilities		
Accounts payable	\$608,846	\$643,872
Accrued payroll and related liabilities	31,507	23,296
Deferred income taxes	37,979	41,613
Other current liabilities	326,223	281,427
Total current liabilities	1,004,555	990,208
Long-term debt, excluding current portion	608,551	212,786
Deferred income taxes	63,901	43,727
Other liabilities	67,561	52,278
Total liabilities	1,744,568	1,298,999
Commitments and contingencies		
Equity		
Owens & Minor, Inc. shareholders' equity		
Common stock, par value \$2 per share; authorized—200,000 shares; issued and outstanding—63,070 shares and 63,096 shares	126,140	126,193
Paid-in capital	202,934	196,605
Retained earnings	685,765	691,547
Accumulated other comprehensive income (loss)	(24,001)	) 9,568
Total Owens & Minor, Inc. shareholders' equity	990,838	1,023,913
Noncontrolling interest	—	1,130
Total equity	990,838	1,025,043
Total liabilities and equity	\$2,735,406	\$2,324,042

See accompanying notes to consolidated financial statements.

OWENS & MINOR, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

Year ended December 31,	2014	2013	2012
Operating activities:			
Net income	\$66,503	\$110,882	\$109,003
Adjustments to reconcile net income to cash provided by (used for) operating activities of continuing operations:			
Depreciation and amortization	63,407	50,586	39,604
Share-based compensation expense	8,207	6,381	5,697
Deferred income tax (benefit) expense	(3,385	) 3,713	1,060
Provision for losses on accounts and notes receivable	448	787	1,004
Loss on early retirement of debt	14,890	—	—
Changes in operating assets and liabilities:			
Accounts and notes receivable	(17,803	) (38,645	) 27,161
Merchandise inventories	(57,329	) (7,064	) 58,734
Accounts payable	(52,148	) 47,374	(18,694
Net change in other assets and liabilities	(25,828	) (32,337	) (4,490
Other, net	(723	) (1,123	) (573
Cash (used for) provided by operating activities	(3,761	) 140,554	218,506
Investing activities:			
Acquisition, net of cash acquired	(248,536	) —	(155,210
Additions to computer software and intangible assets	(22,384	) (32,010	) (29,131
Additions to property and equipment	(48,424	) (28,119	) (9,832
Proceeds from sale of property and equipment	156	3,051	3,298
Proceeds from investment sale	1,937	—	—
Cash used for investing activities	(317,251	) (57,078	) (190,875
Financing activities:			
Proceeds from issuance of debt	547,693	—	—
Proceeds from revolver	33,700	—	—
Repayment of debt	(217,352) —	—
Cash dividends paid	(63,104	) (60,731	) (55,681
Repurchases of common stock	(9,934	) (18,876	) (15,000
Financing costs paid	(5,391	) —	(1,303
Proceeds from exercise of stock options	1,180	5,352	4,986
Excess tax benefits related to share-based compensation	582	898	1,293
Purchase of noncontrolling interest	(1,500) —	—
Other, net	(7,314	) (8,623	) (2,710
Cash provided by (used for) financing activities	278,560	(81,980	) (68,415
Effect of exchange rate changes on cash and cash equivalents	(2,681	) 2,521	2,734
Net increase (decrease) in cash and cash equivalents	(45,133	) 4,017	(38,050
Cash and cash equivalents at beginning of year	101,905	97,888	135,938
Cash and cash equivalents at end of year	\$56,772	\$101,905	\$97,888
See accompanying notes to consolidated financial statements.			

OWENS & MINOR, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(in thousands, except per share data)

	Owens & Minor, Inc. Shareholders' Equity						
	Common Shares Outstanding	Common Stock (\$2 par value)	Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total Equity
Balance, December 31, 2011	63,449	\$ 126,900	\$ 179,052	\$ 619,629	\$ (7,494)	\$ 1,130	\$ 919,217
Net income				109,003			109,003
Other comprehensive income					7,088		7,088
Dividends declared (\$0.88 per share)				(55,681)			(55,681)
Shares repurchased and retired	(522)	(1,043)		(13,957)			(15,000)
Share-based compensation expense, exercises and other	344	687	8,342				9,029
Balance, December 31, 2012	63,271	126,544	187,394	658,994	(406)	1,130	973,656
Net income				110,882			110,882
Other comprehensive income					9,974		9,974
Dividends declared (\$0.96 per share)				(60,573)			(60,573)
Shares repurchased and retired	(560)	(1,120)		(17,756)			(18,876)
Share-based compensation expense, exercises and other	385	769	9,211				9,980
Balance, December 31, 2013	63,096	126,193	196,605	691,547	9,568	1,130	1,025,043
Net income				66,503			66,503
Other comprehensive loss					(33,569)		(33,569)
Dividends declared (\$1.00 per share)				(62,934)			(62,934)
Shares repurchased and retired	(291)	(583)		(9,351)			(9,934)
Share-based compensation expense, exercises and other	265	530	7,024				7,554
Purchase of noncontrolling interest			(695)			(1,130)	(1,825)
Balance, December 31, 2014	63,070	\$ 126,140	\$ 202,934	\$ 685,765	\$ (24,001)	\$ —	\$ 990,838

See accompanying notes to consolidated financial statements.

35

OWENS & MINOR, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(in thousands, unless otherwise indicated)

Note 1—Summary of Significant Accounting Policies

Owens & Minor, Inc. and subsidiaries (we, us or our), is a Fortune 500 company headquartered in Richmond, Virginia. We are a leading healthcare logistics company that connects the world of medical products to the point of care by providing vital supply chain assistance to the providers of healthcare services and the manufacturers of healthcare products, supplies, and devices in the United States and Europe. We serve our customers with a service portfolio that covers procurement, inventory management, delivery and sourcing for the healthcare market. With fully developed networks in the United States and Europe, we are equipped to serve a customer base ranging from hospitals, integrated healthcare systems, group purchasing organizations, and the U.S. federal government, to manufacturers of life-science and medical devices and supplies, including pharmaceuticals in Europe.

Our Domestic segment includes all functions in the United States relating to our role as a healthcare logistics company providing distribution, packaging and logistics services to healthcare providers and manufacturers. The International segment consists of our European third-party logistics and packaging businesses.

Basis of Presentation. The consolidated financial statements include the accounts of Owens & Minor, Inc. and the subsidiaries it controls, in conformity with U.S generally accepted accounting principles (GAAP). During 2014, we purchased the remaining outside stockholder's interest in a consolidated subsidiary that was partially owned. Therefore we do not present a noncontrolling interest as a component of equity as of December 31, 2014. All significant intercompany accounts and transactions have been eliminated.

Reclassifications. Certain prior year amounts have been reclassified to conform to current year presentation.

Use of Estimates. The preparation of the consolidated financial statements in conformity with GAAP requires us to make assumptions and estimates that affect reported amounts and related disclosures. Estimates are used for, but are not limited to, the allowances for losses on accounts and notes receivable, inventory valuation allowances, supplier incentives, depreciation and amortization, goodwill valuation, valuation of intangible assets and other long-lived assets, valuation of property held for sale, self-insurance liabilities, tax liabilities, defined benefit obligations, share-based compensation and other contingencies. Actual results may differ from these estimates.

Cash and Cash Equivalents. Cash and cash equivalents includes cash and marketable securities with an original maturity or maturity at acquisition of three months or less. Cash and cash equivalents are stated at cost. Nearly all of our cash and cash equivalents are held in cash depository accounts in major banks in the United States and Europe. Book overdrafts represent the amount of outstanding checks issued in excess of related bank balances and are included in accounts payable in our consolidated balance sheets, as they are similar to trade payables and are not subject to finance charges or interest. Changes in book overdrafts are classified as operating activities in our consolidated statements of cash flows.

Accounts and Notes Receivable, Net. Accounts receivable from customers are recorded at the invoiced amount. We assess finance charges on overdue accounts receivable that are recognized as other operating income based on their estimated ultimate collectability. We have arrangements with certain customers under which they make deposits on account. Customer deposits in excess of outstanding receivable balances are classified as other current liabilities. We maintain valuation allowances based upon the expected collectability of accounts and notes receivable. Our allowances include specific amounts for accounts that are likely to be uncollectible, such as customer bankruptcies and disputed amounts and general allowances for accounts that may become uncollectible. Allowances are estimated based on a number of factors, including industry trends, current economic conditions, creditworthiness of customers, age of the receivables, changes in customer payment patterns, and historical experience. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Financing Receivables and Payables. We have an order-to-cash program in our International segment under which we invoice manufacturers' customers and remit collected amounts to the manufacturers. We retain credit risk for certain uncollected receivables under this program where contractually obligated. We continually monitor the expected collectability in this program and maintain valuation allowances when it is likely that an amount may be or may

become uncollectible. Allowances are estimated based on a number of factors including creditworthiness of customers, age of the receivables and

36

historical experience. We write off uncollected receivables under this program when collection is no longer being pursued. At December 31, 2014 and 2013, the allowance for uncollectible accounts as part of this program was \$0.4 million and \$0.1 million. Fees charged for this program are included in net revenue. Product pricing and related product risks are retained by the manufacturer. Balances receivable and related amounts payable under this program are classified in other current assets and other current liabilities in the consolidated balance sheets.

Merchandise Inventories. Merchandise inventories are valued at the lower of cost or market, with cost determined by the last-in, first-out (LIFO) method for Domestic segment inventories. Cost of International segment inventories is determined using the first-in, first out (FIFO) method.

Property and Equipment. Property and equipment are stated at cost less accumulated depreciation or, if acquired under capital leases, at the lower of the present value of minimum lease payments or fair market value at the inception of the lease less accumulated amortization. Depreciation and amortization expense for financial reporting purposes is computed on a straight-line method over the estimated useful lives of the assets or, for capital leases and leasehold improvements, over the term of the lease, if shorter. In general, the estimated useful lives for computing depreciation and amortization are four to 15 years for warehouse equipment, five to 40 years for buildings and building improvements, and three to eight years for computers, furniture and fixtures, and office and other equipment. Straight-line and accelerated methods of depreciation are used for income tax purposes. Normal maintenance and repairs are expensed as incurred, and renovations and betterments are capitalized.

Leases. We have entered into non-cancelable agreements to lease most of our office and warehouse facilities with remaining terms generally ranging from one to fifteen years. We also lease most of our transportation and material handling equipment for terms generally ranging from three to ten years. Certain information technology assets embedded in an outsourcing agreement are accounted for as capital leases. Leases are classified as operating leases or capital leases at their inception. Rent expense for leases with rent holidays or pre-determined rent increases are recognized on a straight-line basis over the lease term. Incentives and allowances for leasehold improvements are deferred and recognized as a reduction of rent expense over the lease term.

Goodwill. We evaluate goodwill for impairment annually and whenever events occur or changes in circumstance indicate that the carrying amount of goodwill may not be recoverable. In 2014 we changed the date of our annual goodwill impairment test from April 30 to October 1 to better align the timing of our analysis with the annual planning and budgeting process. We review goodwill first by performing a qualitative assessment to determine if it is more likely than not that the fair value of a reporting unit exceeds its carrying value. If not, we then perform a quantitative assessment by first comparing the carrying amount to the fair value of the reporting unit. If the fair value of the reporting unit is determined to be less than its carrying value, a second step is performed to measure the goodwill impairment loss as the excess of the carrying value of the reporting unit's goodwill over the estimated fair value of its goodwill. We estimate the fair value of the reporting unit using valuation techniques which can include comparable multiples of the unit's earnings before interest, taxes, depreciation and amortization (EBITDA) and present value of expected cash flows. The EBITDA multiples are based on an analysis of current enterprise values and recent acquisition prices of similar companies, if available.

Intangible Assets. Intangible assets acquired through purchases or business combinations are stated at fair value at the acquisition date and net of accumulated amortization in the consolidated balance sheets. Intangible assets, consisting primarily of customer relationships, customer contracts, non-competition agreements, trademarks, and tradenames are amortized over their estimated useful lives. In determining the useful life of an intangible asset, we consider our historical experience in renewing or extending similar arrangements. Customer relationships are generally amortized over 10 to 15 years and other intangible assets are amortized generally for periods between one and 15 years, based on their pattern of economic benefit or on a straight-line basis.

Computer Software. We develop and purchase software for internal use. Software development costs incurred during the application development stage are capitalized. Once the software has been installed and tested, and is ready for use, additional costs incurred in connection with the software are expensed as incurred. Capitalized computer software costs are amortized over the estimated useful life of the software, usually between three and ten years. Computer software costs are included in other assets, net, in the consolidated balance sheets. Unamortized software at December 31, 2014 and 2013 was \$75.2 million and \$74.4 million. Depreciation and amortization expense includes \$16.4 million, \$14.2 million and \$11.0 million of software amortization for the years ended December 31, 2014, 2013

and 2012. Additional amortization of \$6.0 million related to the accelerated amortization of an information system which is being replaced in the International segment is included in acquisition-related and exit and realignment charges in the 2014 consolidated statement of income.

Long-Lived Assets. Long-lived assets, which include property and equipment, finite-lived intangible assets, and unamortized software costs, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of long-lived assets may not be recoverable. We assess long-lived assets for potential impairment by comparing the carrying value of an asset, or group of related assets, to their estimated undiscounted future cash flows.

Self-Insurance Liabilities. We are self-insured for most employee healthcare, workers' compensation and automobile liability costs; however, we maintain insurance for individual losses exceeding certain limits. Liabilities are estimated for healthcare costs using current and historical claims data. Liabilities for workers' compensation and automobile liability claims are estimated using historical claims data and loss development factors. If the underlying facts and circumstances of existing claims change or historical trends are not indicative of future trends, then we may be required to record additional expense or reductions to expense. Self-insurance liabilities are included in other accrued liabilities on the consolidated balance sheets.

Revenue Recognition. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price or fee is fixed or determinable, and collectability is reasonably assured. Under most of our distribution contracts, we record revenue at the time shipment is completed as title passes to the customer when the product is received by the customer.

Revenue for activity-based fees and other services is recognized as work is performed and as amounts are earned. Depending on the specific contractual provisions and nature of the deliverable, revenue from services may be recognized on a straight-line basis over the term of the service, on a proportional performance model, based on level of effort, or when final deliverables have been provided. Additionally, we generate fees from arrangements that include performance targets related to cost-saving initiatives for customers that result from our supply-chain management services. Achievement against performance targets, measured in accordance with contractual terms, may result in additional fees paid to us or, if performance targets are not achieved, we may be obligated to refund or reduce a portion of our fees or to provide credits toward future purchases by the customer. For these arrangements, all contingent revenue is deferred and recognized as the performance target is achieved and the applicable contingency is released. When we determine that a loss is probable under a contract, the estimated loss is accrued.

We allocate revenue for arrangements with multiple deliverables meeting the criteria for a separate unit of accounting using the relative selling price method and recognize revenue for each deliverable in accordance with applicable revenue recognition criteria.

In most cases, we record revenue gross, as we are the primary obligor in our sales arrangements, bear the risk of general and physical inventory loss and carry all credit risk associated with sales. When we act as an agent in a sales arrangement and do not bear a significant portion of these risks, primarily for our third-party logistics business, we record revenue net of product cost. Sales taxes collected from customers and remitted to governmental authorities are excluded from revenues.

Cost of goods sold. Cost of goods sold includes the cost of the product (net of supplier incentives and cash discounts) and all costs incurred for shipments of products from manufacturers to our distribution centers for all customer arrangements where we are the primary obligor, bear the risk of general and physical inventory loss and carry all credit risk associated with sales. We have contractual arrangements with certain suppliers that provide incentives, including cash discounts for prompt payment, operational efficiency and performance-based incentives. These incentives are recognized as a reduction in cost of goods sold as targets become probable of achievement.

In situations where we act as an agent in a sales arrangement and do not bear a significant portion of these risks, primarily for our third-party logistics business, there is no cost of goods sold and all costs to provide the service to the customer are recorded in SG&A.

As a result of different practices of categorizing costs and different business models throughout our industry, our gross margins may not necessarily be comparable to other distribution companies.

Selling, General and Administrative (SG&A) Expenses. SG&A expenses include shipping and handling costs, labor and other costs for selling and administrative functions associated with our distribution and logistics services and all costs associated with our fee-for-service arrangements.

Shipping and Handling. Shipping and handling costs are included in SG&A expenses on the consolidated statements of income and include costs to store, move, and prepare products for shipment, as well as costs to deliver products to

customers. Shipping and handling costs totaled \$576.8 million, \$528.2 million and \$372.5 million for the years ended

38

December 31, 2014, 2013 and 2012, respectively. Third-party shipping and handling costs billed to customers, which are included in net revenue, are immaterial for all periods presented.

Share-Based Compensation. We account for share-based payments to employees at fair value and recognize the related expense in selling, general and administrative expenses over the service period for awards expected to vest.

Derivative Financial Instruments. We are directly and indirectly affected by changes in certain market conditions, which may adversely impact our financial performance and are referred to as “market risks.” When deemed appropriate, we use derivatives as a risk management tool to mitigate the potential impact of certain market risks, primarily foreign currency exchange risk. We use forward contracts, which are agreements to buy or sell a quantity of a commodity at a predetermined future date, and at a predetermined rate or price. We do not enter into derivative financial instruments for trading purposes. All derivatives are carried at fair value in our consolidated balance sheets, which is determined by using observable market inputs (Level 2). The cash flow impact of our derivative instruments is primarily included in our consolidated statements of cash flows in net cash provided by operating activities.

Income Taxes. We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income from continuing operations in the period that includes the enactment date. Valuation allowances are provided if it is more likely than not that a deferred tax asset will not be realized. When we have claimed tax benefits that may be challenged by a tax authority, an estimate of the effect of these uncertain tax positions is recorded. It is our policy to provide for uncertain tax positions and the related interest and penalties based upon an assessment of whether a tax benefit is more likely than not to be sustained upon examination by tax authorities. To the extent that the tax outcome of these uncertain tax positions changes, based on our assessment, such changes in estimate may impact the income tax provision in the period in which such determination is made.

We earn a portion of our operating earnings in foreign jurisdictions outside the United States, which we consider to be indefinitely reinvested. Accordingly, no United States federal and state income taxes and withholding taxes have been provided on these earnings. Our cash, cash-equivalents, short-term investments, and marketable securities held by our foreign subsidiaries totaled \$31.5 million and \$22.2 million as of December 31, 2014 and 2013. We do not intend, nor do we foresee a need, to repatriate these funds or other assets held outside the U.S. In the future, should we require more capital to fund discretionary activities in the U.S. than is generated by our domestic operations and is available through our borrowings, we could elect to repatriate cash or other assets from foreign jurisdictions that have previously been considered to be indefinitely reinvested. Upon distribution of these assets, we could be subject to additional U.S. federal and state income taxes and withholding taxes payable to foreign jurisdictions, where applicable.

Fair Value Measurements. Fair value is determined based on assumptions that a market participant would use in pricing an asset or liability. The assumptions used are in accordance with a three-tier hierarchy, defined by GAAP, that draws a distinction between market participant assumptions based on (i) observable inputs such as quoted prices in active markets (Level 1), (ii) inputs other than quoted prices in active markets that are observable either directly or indirectly (Level 2) and (iii) unobservable inputs that require the use of present value and other valuation techniques in the determination of fair value (Level 3).

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable reported in the consolidated balance sheets approximate fair value due to the short-term nature of these instruments. Property held for sale is reported at estimated fair value less selling costs with fair value determined based on recent sales prices for comparable properties in similar locations (Level 2). The fair value of long-term debt is estimated based on quoted market prices or dealer quotes for the identical liability when traded as an asset in an active market (Level 1) or, if quoted market prices or dealer quotes are not available, on the borrowing rates currently available for loans with similar terms, credit ratings, and average remaining maturities (Level 2). See Notes 7, 10 and 11 for the fair value of property held for sale, debt instruments and derivatives.

Acquisition-Related and Exit and Realignment Charges. We present costs incurred in connection with acquisitions in acquisition-related and exit and realignment charges in our consolidated statements of income. Acquisition-related charges consist primarily of transaction costs incurred to perform due diligence and to analyze, negotiate and consummate an acquisition, costs to perform post-closing activities to establish the organizational structure, and costs to transition the acquired company's information technology and other operations and administrative functions from the former owner.

Costs associated with exit and realignment activities are recorded at their fair value when incurred. Liabilities are established at the cease-use date for remaining operating lease and other contractual obligations, net of estimated sub-lease income. The net lease termination cost is discounted using a credit-adjusted risk-free rate of interest. We evaluate these assumptions quarterly and adjust the liability accordingly. The current portion of accrued lease and other contractual termination costs is included in other accrued liabilities on the consolidated balance sheets, and the non-current portion is included in other liabilities. Severance benefits are recorded when payment is considered probable and reasonably estimable.

Income Per Share. Basic and diluted income per share are calculated pursuant to the two-class method, under which unvested share-based payment awards containing nonforfeitable rights to dividends are participating securities.

Foreign Currency Translation. Our foreign subsidiaries generally consider their local currency to be their functional currency. Assets and liabilities of these foreign subsidiaries are translated into U.S. dollars at period-end exchange rates and revenues and expenses are translated at average exchange rates during the period. Cumulative currency translation adjustments are included in accumulated other comprehensive income (loss) in shareholders' equity. Gains and losses on intercompany foreign currency transactions that are long-term in nature and which we do not intend to settle in the foreseeable future are also recognized in other comprehensive income (loss) in shareholders' equity. Realized gains and losses from foreign currency transactions are recorded in other operating income, net in the consolidated statements of income and were not material to our consolidated results of operations in 2014, 2013, and 2012.

Business Combinations. We account for acquired businesses using the acquisition method of accounting, which requires that the assets acquired and liabilities assumed be recorded at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill.

Recent Accounting Pronouncements. During 2014, we adopted Accounting Standard Updates (ASU's) issued by the Financial Accounting Standards Board (FASB).

We adopted an Accounting Standard Update (ASU) issued by the Financial Accounting Standards Board (FASB) for presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The adoption of this guidance did not have an impact on our financial position or results of operations.

On May 28, 2014, the FASB issued an ASU, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective on January 1, 2017. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that the ASU will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

Note 2—Significant Risks and Uncertainties

Many of our hospital customers in the U.S. are represented by group purchasing organizations (GPOs) that contract with us for services on behalf of the GPO members. GPOs representing a significant portion of our business are Novation, LLC (Novation), MedAssets Inc. (MedAssets) and Premier, Inc. (Premier). Members of these GPOs have incentives to purchase from their primary selected distributor; however, they operate independently and are free to negotiate directly with distributors and manufacturers. For 2014, 2013 and 2012, net revenue from hospitals under contract with these GPOs represented the following approximate percentages of our net revenue annually:

Novation—33%; MedAssets (including Broadlane in 2012)—24% to 25%; and Premier—21% to 24%.

Net revenue from sales of product supplied by subsidiaries of Covidien Ltd. and Johnson & Johnson Healthcare Systems, Inc. represented between approximately 13% to 14% and 9% to 10% of our net revenue annually for 2014, 2013 and 2012, respectively.

Note 3—Acquisitions

On October 1, 2014, we completed the acquisition of Medical Action Industries Inc., (Medical Action), a leading producer of surgical kits and procedure trays, which will enable an expansion of our capabilities in the assembly of kits, packs and trays for the healthcare market.

On November 1, 2014, we acquired ArcRoyal, a privately held surgical kitting company based in Ireland (ArcRoyal). The transaction expanded our capabilities in the assembly of kits, packs and trays in the European healthcare market. The combined consideration for these two acquisitions was \$261.6 million, net of cash acquired, and including debt assumed of \$13.4 million (capitalized lease obligations). The acquisitions did not have a material effect on operational results for 2014.

The purchase price was allocated to the underlying assets acquired and liabilities assumed based upon our preliminary estimate of their fair values at the date of acquisition, with certain exceptions permitted under GAAP. The combined purchase price exceeded the preliminary estimated fair value of the net tangible and identifiable intangible assets by \$150.5 million, which was allocated to goodwill. The following table presents, in the aggregate, the preliminary estimated fair value of the assets acquired and liabilities assumed recognized as of the acquisition date. The allocation of purchase price to assets and liabilities acquired is not yet complete.

	Preliminary Fair Value Estimated as of Acquisition Date
Assets acquired:	
Current assets	\$90,608
Property and equipment	34,048
Goodwill	150,492
Intangible assets	77,623
Total assets	352,771
Liabilities assumed:	
Current liabilities	64,736
Noncurrent liabilities	26,426
Total liabilities	91,162
Fair value of net assets acquired, net of cash	\$261,609

We are amortizing the fair value of acquired intangible assets, primarily customer relationships, over their remaining weighted average useful lives of 14 years.

Goodwill of \$150.5 million consists largely of expected opportunities to expand our kitting capabilities. We assigned goodwill of \$21.9 million to our International segment and \$128.6 million to our Domestic segment. None of the goodwill recognized is expected to be deductible for income tax purposes.

Pro forma results of operations for these acquisitions have not been presented because the effects on revenue and net income were not material to our historic consolidated financial statements.

Acquisition-related expenses in the current year consisted primarily of transaction costs incurred to perform due diligence and to analyze, negotiate and consummate the Medical Action and ArcRoyal acquisitions, and costs to begin the integration of the acquired operations (including certain severance and contractual payments to former management). We also incurred certain acquisition-related charges in 2014 associated with costs in Movianto to resolve certain issues and claims with the former owner. We recognized pre-tax acquisition-related expenses of \$16.1 million in 2014 related to these activities.

Acquisition-related expenses of \$3.5 million and \$10.5 million for the years ended December 31, 2013 and 2012 were all related to Movianto which included \$8.0 million in transaction costs in 2012 and the remainder in both years was related to transition and integration activities.

Note 4—Accounts and Notes Receivable, Net

Allowances for losses on accounts and notes receivable of \$13.3 million, \$15.0 million and \$14.7 million have been applied as reductions of accounts receivable at December 31, 2014, 2013, and 2012. Write-offs of accounts and notes receivable were \$3.1 million, \$1.1 million and \$1.9 million for 2014, 2013 and 2012.

Note 5—Merchandise Inventories

At December 31, 2014 and 2013, we had inventory of \$872.5 million and \$771.7 million, of which \$811.3 million and \$749.4 million were valued under LIFO. If LIFO inventories had been valued on a current cost or first-in, first-out (FIFO) basis, they would have been greater by \$116.2 million and \$108.6 million as of December 31, 2014 and 2013. At December 31, 2014, included in our inventory was \$20.0 million in raw materials, \$5.4 million in work in process and the remainder was finished goods. At December 31, 2013, all of our inventory was finished goods.

Note 6—Financing Receivables and Payables

At December 31, 2014 and 2013, we had financing receivables of \$196.2 million and \$198.5 million and related payables of \$168.8 million and \$165.3 million outstanding under our order-to-cash program, which were included in other current assets and other current liabilities, respectively, in the consolidated balance sheets.

Note 7—Property and Equipment

Property and equipment consists of the following:

December 31,	2014	2013
Warehouse equipment	\$169,083	\$160,379
Computer equipment	31,162	31,784
Building and improvements	87,974	50,225
Leasehold improvements	58,046	49,879
Land and improvements	17,771	17,489
Furniture and fixtures	12,539	11,491
Office equipment and other	19,781	8,240
	396,356	329,487
Accumulated depreciation	(163,377)	(137,526)
Property and equipment, net	\$232,979	\$191,961

Depreciation expense for property and equipment was \$35.5 million, \$33.1 million and \$26.1 million for the years ended December 31, 2014, 2013, and 2012. The gross value of assets recorded under capital leases was \$40.0 million and \$20.6 million with associated accumulated depreciation of \$10.5 million and \$8.7 million as of December 31, 2014 and 2013, respectively.

Property held for sale in our Domestic segment was \$5.6 million at December 31, 2014 and is included in other current assets, net, in the consolidated balance sheet. We are actively marketing the property for sale; however, the ultimate timing is dependent on local market conditions. We had no property classified as held for sale at December 31, 2013.

Note 8—Goodwill and Intangible Assets

The following table summarizes the changes in the carrying amount of goodwill through December 31, 2014:

	Domestic Segment	International Segment	Consolidated Total
Carrying amount of goodwill, December 31, 2013	\$248,498	\$26,941	\$275,439
Currency translation adjustments	—	(2,655)	(2,655)
Acquisitions (See Note 3)	128,591	21,901	150,492
Carrying amount of goodwill, December 31, 2014	\$377,089	\$46,187	\$423,276

Intangible assets at December 31, 2014 and 2013 were as follows:

	2014		2013	
	Customer Relationships	Other Intangibles	Customer Relationships	Other Intangibles
Gross intangible assets	\$125,448	\$3,405	\$51,544	\$3,933
Accumulated amortization	(19,773)	(487)	(14,281)	(790)
Net intangible assets	\$105,675	\$2,918	\$37,263	\$3,143
Weighted average useful life	14 years	6 years	13 years	6 years

Customer relationships increased \$77.6 million on a gross basis in 2014 as a result of the Medical Action and ArcRoyal acquisitions. At December 31, 2014, \$66.1 million in net intangible assets were held in the Domestic segment and \$42.5 million were held in the International segment. Amortization expense for intangible assets was \$5.5 million for 2014, \$3.3 million for 2013 and \$2.5 million for 2012.

Based on the current carrying value of intangible assets subject to amortization, estimated amortization expense is \$10.5 million for 2015, \$10.4 million for 2016, \$10.3 million for 2017, \$9.6 million for 2018 and \$9.4 million for 2019.

Note 9—Exit and Realignment Costs

We periodically incur exit and realignment and other charges associated with optimizing our operations which include the closure and consolidation of certain distribution and logistics centers, administrative offices and warehouses in the United States and Europe. These charges also include costs associated with our strategic organizational realignment which include management changes, certain professional fees, and costs to streamline administrative functions and processes.

Exit and realignment charges by segment for the years ended December 31, 2014, 2013, and 2012 were as follows:

Year ended December 31,	2014	2013	2012
Domestic segment	\$7,223	\$8,176	\$(366)
International segment	19,490	751	—
Total exit and realignment charges	\$26,713	\$8,927	\$(366)

The following table summarizes the activity related to exit and realignment cost accruals through December 31, 2014:

	Lease obligations	Severance and Other	Total
Accrued exit and realignment charges, January 1, 2012	\$8,264	\$1,831	\$10,095
Provision for exit and realignment activities	95	1,088	1,183
Change in estimate	(2,183)	) —	(2,183)
Interest accretion	267	—	267
Cash payments, net of sublease income	(1,345)	) (1,803)	(3,148)
Accrued exit and realignment charges, December 31, 2012	5,098	1,116	6,214
Provision for exit and realignment activities	2,932	128	3,060
Cash payments, net of sublease income	(5,596)	) (769)	(6,365)
Accrued exit and realignment charges, December 31, 2013	2,434	475	2,909
Provision for exit and realignment activities	5,592	6,338	11,930
Change in estimate	(1,260)	) —	(1,260)
Cash payments, net of sublease income	(3,191)	) (3,926)	(7,117)
Accrued exit and realignment charges, December 31, 2014	\$3,575	\$2,887	\$6,462

In addition to the exit and realignment accruals in the preceding table, we also incurred \$16.0 million of costs that were expensed as incurred for the year ended December 31, 2014, including \$3.3 million in facility costs, \$6.0 million in accelerated amortization of an information system that is being replaced, \$2.9 million in labor costs, \$1.3 million in professional fees, \$1.8 million in information systems costs and \$0.7 million in other costs.

We incurred \$5.8 million of costs that were expensed as incurred for the year ended December 31, 2013, including \$3.7 million in product move costs and the remainder in losses on property and equipment and other expenses.

We incurred \$1.1 million of costs that were expensed as incurred for the year ended December 31, 2012, including \$0.8 million in impairment losses associated with property and equipment and \$0.3 million in other expenses.

We expect additional charges of approximately \$9.5 million in 2015 for activities initiated in the Domestic and International segments through December 31, 2014. These primarily include the closure and consolidation of certain Domestic facilities and accelerated amortization associated with a system replacement in the International segment.

Note 10—Debt

Debt consists of the following:

December 31,	2014		2013	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
6.35% Senior Notes, \$ 200 million par value, maturing April 2016	\$—	\$—	\$204,028	\$218,750
3.875% Senior Notes, \$275 million par value, maturing September 2021	273,777	275,055	—	—
4.375% Senior Notes, \$275 million par value, maturing December 2024	273,986	283,855	—	—
Revolving Credit Facility	33,700	33,700	—	—
Capital leases	32,346	32,346	12,215	12,215
Total debt	613,809	624,956	216,243	230,965
Less current maturities	(5,258)	) (5,258)	(3,457)	(3,457)
Long-term debt	\$608,551	\$619,698	\$212,786	\$227,508

On September 16, 2014, we issued \$275 million of 3.875% senior notes due 2021 (the “2021 Notes”) and \$275 million of 4.375% senior notes due 2024 (the “2024 Notes”). The 2021 Notes were sold at 99.5% of the principal amount with an effective yield of 3.951%. The 2024 Notes were sold at 99.6% of the principal with an effective yield of 4.422%. Interest on the 2021 Notes and 2024 Notes is payable semiannually in arrears, commencing on March 15, 2015 and December 15, 2014, respectively. We have the option to redeem the 2021 Notes and 2024 Notes in part or in whole prior to maturity at a redemption

price equal to the greater of 100% of the principal amount or the present value of the remaining scheduled payments discounted at the Treasury Rate plus 30 basis points. We are deferring and amortizing over the respective terms \$4.8 million in costs incurred in connection with the issuance of the 2021 Notes and the 2024 Notes.

On October 16, 2014, we used a portion of the net proceeds from the 2021 Notes and the 2024 Notes to fund the early retirement of all of our \$200 million of 6.35% senior notes due in 2016 (2016 Notes), which included the payment of a \$17.4 million redemption premium. We recorded a net loss on the early retirement of our 2016 Notes of \$14.9 million, which includes the redemption premium offset by the recognition of a gain on previously settled interest rate swaps.

On September 17, 2014, we amended our existing Credit Agreement, increasing our borrowing capacity from \$350 million to \$450 million and extending the term through September 2019 (the Amended Credit Agreement). Under the Amended Credit Agreement, we have the ability to request two one-year extensions and to request an increase in aggregate commitments by up to \$200 million. The interest rate on the Amended Credit Agreement, which is subject to adjustment quarterly, is based on the London Interbank Offered Rate (LIBOR), the Federal Funds Rate or the Prime Rate, plus an adjustment based on the better of our debt ratings or leverage ratio (Credit Spread) as defined by the Amended Credit Agreement. We are charged a commitment fee of between 12.5 and 25.0 basis points on the unused portion of the facility. The terms of the Amended Credit Agreement limit the amount of indebtedness that we may incur and require us to maintain ratios for leverage and interest coverage, including on a pro forma basis in the event of an acquisition. Based on our leverage ratio at December 31, 2014, the interest rate under the credit facility is LIBOR plus 1.375%.

At December 31, 2014, we had \$33.7 million in borrowings and letters of credit of approximately \$5.0 million outstanding under the Amended Credit Agreement, leaving \$411 million available for borrowing. We also have a \$1.5 million letter of credit outstanding as of December 31, 2014 and 2013, which supports our facilities leased in Europe. The Amended Credit Agreement and Senior Notes contain cross-default provisions which could result in the acceleration of payments due in the event of default of either agreement. We believe we were in compliance with our debt covenants at December 31, 2014.

Cash payments for interest during 2014, 2013 and 2012 were \$18.5 million, \$14.7 million and \$14.7 million.

We enter into long-term non-cancellable leases for certain warehouse equipment and vehicles which, for accounting purposes, are classified as capital leases. We also operate a packaging facility acquired with Medical Action which is subject to a long-term capital lease. As of December 31, 2014, we were obligated under capital leases for minimum annual rental payments as follows:

Year	
2015	\$7,306
2016	6,816
2017	5,744
2018	4,673
2019	3,459
Thereafter	18,187
Total minimum lease payments	46,185
Less: Amounts representing interest	(13,839)
Present value of total minimum lease payments	32,346
Less: Current portion of capital lease obligations	(5,258)
Long-term portion of capital lease obligations	\$27,088

Note 11—Derivative Financial Instruments

We are directly and indirectly affected by changes in certain market conditions. These changes in market conditions may adversely impact our financial performance and are referred to as “market risks.” When deemed appropriate, we use derivatives as a risk management tool to mitigate the potential impact of certain market risks. The primary market risk managed through the use of derivative instruments is foreign currency exchange risk.

We use forward contracts which are agreements to buy or sell a quantity of a currency or commodity at a predetermined future date, and at a predetermined rate or price. We do not enter into derivative financial instruments for trading purposes.

The total notional values of our foreign currency derivatives was \$10.0 million as of December 31, 2014. These contracts were acquired with the acquisition of ArcRoyal. We were not party to any derivatives as of or for the year ended December 31, 2013 or 2012. The notional amounts of the derivative instruments do not necessarily represent the amounts exchanged by the parties and, therefore, are not a direct measure of our exposure to the financial risks described above. The amounts are calculated by reference to the notional amounts and by other terms of the derivative, such as foreign currency exchange rates. We determine the fair value of our derivatives based on quoted market prices. We do not view the fair value of our derivatives in isolation, but rather in relation to the fair values or cash flows of the underlying exposure. Our derivatives are straightforward over-the-counter instruments with liquid markets.

All derivatives are carried at fair value in our consolidated balance sheets in other assets and other liabilities line items. We do not currently have any derivatives designated as hedging instruments and all gains and losses resulting from changes in the fair value of derivative instruments are immediately recognized into earnings. At December 31, 2014 the fair value of our foreign currency contracts included in other assets on the consolidated balance sheet was \$0.7 million. The impact from changes in the fair value of these foreign currency derivatives included in other operating income, net was \$0.2 million for the year ended December 31, 2014. We consider the risk of counterparty default to be minimal.

Note 12—Share-Based Compensation

We maintain a share-based compensation plan (the Plan) that is administered by the Compensation and Benefits Committee of the Board of Directors. The Plan allows us to award or grant to officers, directors and employees incentive, non-qualified and deferred compensation stock options, stock appreciation rights (SARs), performance shares, and restricted and unrestricted stock. We use authorized and unissued common shares for grants of restricted stock or for stock option exercises. At December 31, 2014, approximately 1.8 million common shares were available for issuance under the Plan.

Restricted stock awarded under the Plan generally vests over one, three or five years. Certain restricted stock grants contain accelerated vesting provisions, based on the satisfaction of certain performance criteria related to the achievement of certain financial and operational results. Performance shares awarded under the Plan are issuable as restricted stock upon meeting performance goals and generally have a total performance and vesting period of three years. Stock options awarded under the Plan are generally subject to graded vesting over three years and expire seven to ten years from the date of grant. The options are granted at a price equal to fair market value at the date of grant. We did not grant any stock options in 2014, 2013, or 2012.

We have a Management Equity Ownership Program that provides for each of our officers to own common stock at specified levels, which gradually increase over five years. Officers and certain other employees who meet specified ownership goals in a given year are awarded restricted stock or performance shares under the provisions of the program. We recognize the fair value of stock-based compensation awards, which is based upon the market price of the underlying common stock at the grant date, on a straight-line basis over the estimated requisite service period, which may be based on a service condition, a performance condition, or a combination of both. The fair value of performance shares as of the date of grant is estimated assuming that performance goals will be achieved at target levels. If such goals are not probable of being met, or are probable of being met at different levels, recognized compensation cost is adjusted to reflect the change in estimated fair value of restricted stock to be issued at the end of the performance period.

Total share-based compensation expense for December 31, 2014, 2013 and 2012, was \$8.2 million, \$6.4 million and \$5.7 million, with recognized tax benefits of \$3.2 million, \$2.5 million and \$2.2 million. Unrecognized compensation cost related to nonvested restricted stock awards, net of estimated forfeitures, was \$12.8 million at December 31, 2014. This amount is expected to be recognized over a weighted-average period of 2.2 years, based on the maximum remaining vesting period required under the awards, and the amount that would be recognized over a shorter period based on accelerated vesting provisions, is approximately \$0.6 million. Unrecognized compensation cost related to nonvested performance share awards as of December 31, 2014 was \$0.9 million and will be recognized primarily in 2015 if the related performance targets are met.

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The following table summarizes the activity and value of nonvested restricted stock and performance share awards for the years ended December 31, 2014, 2013 and 2012:

	2014		2013		2012	
	Number of Shares (000's)	Weighted Average Grant-date Value (per share)	Number of Shares (000's)	Weighted Average Grant-date Value (per share)	Number of Shares (000's)	Weighted Average Grant-date Value (per share)
Nonvested awards at beginning of year	738	\$30.81	720	\$30.14	826	\$27.97
Granted	371	33.69	339	31.65	298	29.86
Vested	(201)	) 31.01	(206)	) 30.22	(300)	) 23.69
Forfeited	(94)	) 30.89	(115)	) 30.51	(104)	) 30.35
Nonvested awards at end of year	814	33.29	738	30.81	720	30.14

The total value of restricted stock vesting during the years ended December 31, 2014, 2013 and 2012, was \$6.2 million, \$6.2 million and \$7.1 million. There were no SARs outstanding at December 31, 2014 and 2013.

The following table summarizes the activity and terms of outstanding options at December 31, 2014, and for each of the years in the three-year period then ended:

	Number of Options (000's)	Weighted Average Exercise Price (per share)	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (millions)
Options outstanding at December 31, 2011	556	\$ 21.72		
Exercised	(237)	) 21.04		
Forfeited	(7)	) 21.07		
Options outstanding at December 31, 2012	312	22.25		
Exercised	(244)	) 21.97		
Forfeited	(4)	) 21.72		
Options outstanding at December 31, 2013	64	23.33		
Exercised	(49)	) 24.21		
Forfeited	—	—		
Options outstanding at December 31, 2014	15	20.49	0.8	\$0.2

At December 31, 2014, the following stock option groups were outstanding:

Range of Exercise Prices (per share)	Number of Options (000's)	Weighted Average Exercise Price (per share)	Weighted Average Remaining Contractual Life (years)
\$17.01— \$22.00	15	\$20.49	0.8
Options outstanding at December 31, 2014	15	20.49	0.8

The total intrinsic value of stock options exercised during the years ended December 31, 2014, 2013 and 2012, was \$0.5 million, \$0.8 million and \$1.9 million. No options were granted in 2014, 2013 or 2012. All options outstanding at December 31, 2014, were vested and exercisable.

Note 13—Retirement Plans

Savings and Retirement Plans. We maintain a voluntary 401(k) savings and retirement plan covering substantially all full-time and certain part-time employees in the United States who have completed one month of service and have attained age 18. We match a certain percentage of each employee's contribution. The plan also provides for a minimum contribution by us to the plan for all eligible employees of 1% of their salary, subject to certain limits, and discretionary profit-sharing

contributions. We may increase or decrease our matching contributions at our discretion, on a prospective basis. We incurred \$10.8 million, \$10.1 million, and \$9.8 million of expense related to this plan in 2014, 2013 and 2012. We also maintain defined contribution plans in some of the European countries in which we operate. Expenses related to these plans were not material in 2014, 2013 or 2012.

Domestic Retirement Plans. We have a noncontributory, unfunded retirement plan for certain officers and other key employees in the United States (Domestic Retirement Plan). In February 2012, our Board of Directors amended the Domestic Retirement Plan to freeze benefit levels and modify vesting provisions under the plan effective as of March 31, 2012.

The following table sets forth the Domestic Retirement Plan's financial status and the amounts recognized in our consolidated balance sheets:

December 31,	2014	2013	
Change in benefit obligation			
Benefit obligation, beginning of year	\$42,011	\$46,759	
Interest cost	1,849	1,608	
Actuarial (gain) loss	6,820	(4,700))
Benefits paid	(1,625)	(1,656))
Benefit obligation, end of year	\$49,055	\$42,011	
Change in plan assets			
Fair value of plan assets, beginning of year	\$—	\$—	
Employer contribution	1,625	1,656	
Benefits paid	(1,625)	(1,656))
Fair value of plan assets, end of year	\$—	\$—	
Funded status at December 31	\$(49,055)	\$(42,011))
Amounts recognized in the consolidated balance sheets			
Other current liabilities	\$(1,770)	\$(1,831))
Other liabilities	(47,282)	(40,178))
Accumulated other comprehensive loss	16,853	10,849	
Net amount recognized	\$(32,199)	\$(31,160))
Accumulated benefit obligation	\$49,055	\$42,011	
Weighted average assumptions used to determine benefit obligation			
Discount rate	3.75	% 4.50	%
Rate of increase in compensation levels	N/A	N/A	

Plan benefit obligations of the Domestic Retirement Plan were measured as of December 31, 2014 and 2013. Plan benefit obligations are determined using assumptions developed at the measurement date. The weighted average discount rate, which is used to calculate the present value of plan liabilities, is an estimate of the interest rate at which the plan liabilities could be effectively settled at the measurement date. When estimating the discount rate, we review yields available on high-quality, fixed-income debt instruments and use a yield curve model from which the discount rate is derived by applying the projected benefit payments under the plan to points on a published yield curve.

The components of net periodic benefit cost for the Domestic Retirement Plan, which is included in selling, general, and administrative expenses in the consolidated statements of income, are as follows:

Year ended December 31,	2014	2013	2012	
Service cost	\$—	\$—	\$130	
Interest cost	1,849	1,608	1,616	
Recognized net actuarial loss	816	1,366	971	
Curtailment loss	—	—	234	
Net periodic benefit cost	\$2,665	\$2,974	\$2,951	
Weighted average assumptions used to determine net periodic benefit cost				
Discount rate	4.50	% 3.50	% 4.00	%
Rate of increase in future compensation levels	N/A	N/A	3.00	%

Amounts recognized for the Domestic Retirement Plan as a component of accumulated other comprehensive loss as of the end of the year that have not been recognized as a component of the net periodic benefit cost are presented in the following table. We expect to recognize approximately \$1.6 million of the net actuarial loss reported in the following table as of December 31, 2014, as a component of net periodic benefit cost during 2015.

Year ended December 31,	2014	2013
Net actuarial loss	\$(16,853)	\$(10,848)
Deferred tax benefit	6,573	4,231
Amounts included in accumulated other comprehensive income (loss), net of tax	\$(10,280)	\$(6,617)

As of December 31, 2014, the expected benefit payments required for each of the next five years and the five-year period thereafter for the Domestic Retirement Plan are as follows:

Year	
2015	\$1,803
2016	1,937
2017	2,056
2018	2,179
2019	2,266
2020-2024	12,711

As a result of the acquisition of Medical Action on October 1, 2014, we also have a defined benefit plan covering certain of their employees. As of December 31, 2014, the accumulated benefit obligation under this plan was \$0.9 million.

International Retirement Plans. Certain of our foreign subsidiaries have defined benefit pension plans covering substantially all of their respective employees. As of December 31, 2014 and 2013, the accumulated benefit obligation under these plans was \$1.9 million and \$2.4 million. We recorded \$0.2 million, \$0.2 million and \$0.1 million in net periodic benefit cost in selling, general and administrative expenses for the years ended December 31, 2014, 2013 and 2012.

Note 14—Income Taxes

The components of income (loss) before income taxes consist of the following:

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Year ended December 31,	2014	2013	2012
Income (loss) before income taxes:			
U.S.	\$ 155,132	\$ 192,239	\$ 192,978
Foreign	(28,649	) (7,254	) (9,622
Income before income taxes	\$ 126,483	\$ 184,985	\$ 183,356

The income tax provision consists of the following:

Year ended December 31,	2014	2013	2012
Current tax provision (benefit):			
Federal	\$ 52,178	\$ 58,487	\$ 62,859
State	9,801	10,455	10,537
Foreign	1,386	1,448	(103
Total current tax provision	63,365	70,390	73,293
Deferred tax provision (benefit):			
Federal	282	5,455	2,529
State	295	394	438
Foreign	(3,962	) (2,136	) (1,907
Total deferred tax provision	(3,385	) 3,713	1,060
Total income tax provision	\$ 59,980	\$ 74,103	\$ 74,353

A reconciliation of the federal statutory rate to our effective income tax rate is shown below:

Year ended December 31,	2014	2013	2012
Federal statutory rate	35.0	% 35.0	% 35.0
Increases in the rate resulting from:			
State income taxes, net of federal income tax impact	5.2	% 3.9	% 3.9
Foreign income taxes	1.7	% (0.9	)% (0.4
Valuation allowance	3.2	% 1.3	% 1.1
Other	2.3	% 0.8	% 1.0
Effective income tax rate	47.4	% 40.1	% 40.6

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

December 31,	2014	2013
Deferred tax assets:		
Employee benefit plans	\$36,127	\$28,892
Accrued liabilities not currently deductible	9,937	13,591
Finance charges	6,951	6,316
Capital leases	9,081	4,419
Allowance for losses on accounts and notes receivable	4,100	3,922
Net operating loss carryforwards	14,150	8,643
Other	3,432	2,083
Total deferred tax assets	83,778	67,866
Less: valuation allowances	(9,639)	(5,250)
Net deferred tax assets	74,139	62,616
Deferred tax liabilities:		
Merchandise inventories	66,864	69,994
Goodwill	35,495	33,455
Property and equipment	21,578	20,938
Computer software	17,399	11,400
Insurance	539	1,070
Intangible assets	24,750	2,352
Other	1,410	585
Total deferred tax liabilities	168,035	139,794
Net deferred tax liability	\$(93,896)	\$(77,178)

The valuation allowances relate to deferred tax assets in various state and non-U.S. jurisdictions. Based on management's judgments using available evidence about historical and expected future taxable earnings, management believes it is more likely than not that we will realize the benefit of the existing deferred tax assets, net of valuation allowances, at December 31, 2014. The valuation allowances primarily relate to net operating loss carryforwards in non-U.S. jurisdictions which have various expiration dates ranging from five years to an unlimited carryforward period. There were no significant decreases in valuation allowances during 2014.

It is our intention to permanently reinvest the earnings of our non-U.S. subsidiaries in those operations. As of December 31, 2014, we have not made a provision for U.S. or additional foreign withholding taxes on investments in foreign subsidiaries that are permanently reinvested, and there are no deferred tax liabilities that have not been provided.

Cash payments for income taxes, including interest, for 2014, 2013, and 2012 were \$81.6 million, \$65.4 million and \$78.5 million.

At December 31, 2013 and 2012, the liability for unrecognized tax benefits was \$6.7 million and \$4.6 million. A reconciliation of the changes in unrecognized tax benefits from the beginning to the end of the reporting period is as follows:

	2014	2013
Unrecognized tax benefits at January 1,	\$4,648	\$12,303
Increases for positions taken during current period	1,074	758
Increases for positions taken during prior periods	62	333
Decreases for positions taken during prior periods	(438)	(4,939)
Acquired unrecognized tax benefits	1,374	—
Lapse of statute of limitations	(8)	(3,580)
Settlements with taxing authorities	(28)	(227)
Unrecognized tax benefits at December 31,	\$6,684	\$4,648

Included in the liability for unrecognized tax benefits at December 31, 2014 and 2013, were \$4.1 million and \$3.4 million of tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. These tax positions are temporary differences which do not impact the annual effective tax rate under deferred tax accounting. Any change in the deductibility period of these tax positions would impact the timing of cash payments to taxing jurisdictions. Unrecognized tax benefits of \$2.0 million and \$1.0 million at December 31, 2014 and 2013, would impact our effective tax rate if recognized.

We recognize accrued interest and penalties related to unrecognized tax benefits in income tax expense. Accrued interest at December 31, 2014 and 2013 was \$0.3 million and \$0.1 million. We recognized \$0.1 million in interest expense in 2014 and \$0.4 million in interest income in 2013. There were no penalties accrued at December 31, 2014 or 2013 or recognized in 2014, 2013 and 2012.

We file income tax returns in the U.S. federal and various state and foreign jurisdictions. Our U.S. federal income tax returns for the years 2011 through 2013 are subject to examination. Our income tax returns for U.S. state and local jurisdictions are generally open for the years 2011 through 2013; however, certain returns may be subject to examination for differing periods. The former owner is contractually obligated to indemnify us for all income tax liabilities incurred by the Movianto business prior to its acquisition on August 31, 2012.

Note 15—Net Income per Common Share

The following table summarizes the calculation of net income per share attributable to common shareholders for the years ended December 31, 2014, 2013, and 2012.

Year ended December 31,	2014	2013	2012
Numerator:			
Net income	\$66,503	\$110,882	\$109,003
Less: income allocated to unvested restricted shares	(597)	(738)	(749)
Net income attributable to common shareholders—basic	65,906	110,144	108,254
Add: undistributed income attributable to unvested restricted shares—basic	18	257	292
Less: undistributed income attributable to unvested restricted shares—diluted	(18)	(257)	(292)
Net income attributable to common shareholders—diluted	\$65,906	\$110,144	\$108,254
Denominator:			
Weighted average shares outstanding—basic	62,220	62,625	62,765
Dilutive shares—stock options	6	36	79
Weighted average shares outstanding—diluted	62,226	62,661	62,844
Net income attributable to common shareholders:			
Basic	\$1.06	\$1.76	\$1.72
Diluted	\$1.06	\$1.76	\$1.72

Note 16—Shareholders' Equity

We had a shareholder rights agreement that expired on April 30, 2014 and was not renewed or replaced. All Rights attendant to outstanding shares of our common stock under the agreement also expired on April 30, 2014.

In February 2014, our Board of Directors renewed our share repurchase program authorizing the purchase of \$100 million in common stock through 2017. The timing of repurchases and the exact number of shares of common stock to be repurchased will be determined by management based upon market conditions and other factors. The program is intended, in part, to offset shares issued in conjunction with our stock incentive plan and may be suspended or discontinued at any time. During the year ended December 31, 2014, we repurchased in open-market transactions and retired approximately 0.3 million shares of our common stock for an aggregate of \$9.9 million, or an average price per share of \$34.31. As of December 31, 2014, we have \$90.1 million in remaining shares available under the repurchase program. We have elected to allocate any excess of share repurchase price over par value to retained earnings.

During the year ended December 31, 2013, we repurchased in open-market transactions and retired approximately 0.6 million shares of our common stock for an aggregate of \$18.9 million, or an average price per share of \$33.72. We have no remaining shares available under this repurchase program.

During 2014, we purchased the remaining outside stockholder's interest in a consolidated subsidiary that was partially owned for \$1.5 million. Therefore we do not present a noncontrolling interest as a component of shareholders' equity as of December 31, 2014. The noncontrolling interest in net income was not material in 2014, 2013 or 2012.

Note 17 — Accumulated Other Comprehensive Income

The following tables show the changes in accumulated other comprehensive income (loss) by component for the years ended December 31, 2014, 2013 and 2012:

	Retirement Plans	Currency Translation Adjustments	Other	Total
Accumulated other comprehensive income (loss), December 31, 2013	\$(6,479)	\$ 15,892	\$ 155	\$ 9,568
Other comprehensive income (loss) before reclassifications	(7,021)	(29,539)	(73)	(36,633)
Income tax	2,671	—	—	2,671
Other comprehensive income (loss) before reclassifications, net of tax	(4,350)	(29,539)	(73)	(33,962)
Amounts reclassified from accumulated other comprehensive income (loss)	816	—	(185)	631
Income tax	(310)	—	72	(238)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	506	—	(113)	393
Other comprehensive income (loss)	(3,844)	(29,539)	(186)	(33,569)
Accumulated other comprehensive income (loss), December 31, 2014	\$(10,323)	\$(13,647)	\$(31)	\$(24,001)

	Retirement Plans	Currency Translation Adjustments	Other	Total
Accumulated other comprehensive income (loss), December 31, 2012	\$(10,318)	\$ 9,749	\$163	\$(406)
Other comprehensive income (loss) before reclassifications	4,902	6,254	—	11,156
Income tax	(1,897)	(111)	—	(2,008)
Other comprehensive income before reclassifications, net of tax	3,005	6,143	—	9,148
Amounts reclassified from accumulated other comprehensive income (loss)	1,366	—	(40)	1,326
Income tax	(532)	—	32	(500)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	834	—	(8)	826
Other comprehensive income (loss)	3,839	6,143	(8)	9,974
Accumulated other comprehensive income (loss), December 31, 2013	\$(6,479)	\$ 15,892	\$155	\$9,568

	Retirement Plans	Currency Translation Adjustments	Other	Total
Accumulated other comprehensive income (loss), December 31, 2011	\$(7,707)	\$ —	\$213	\$(7,494)
Other comprehensive income (loss) before reclassifications	(5,487)	9,959	—	4,472
Income tax	2,141	(210)	—	1,931
Other comprehensive income (loss) before reclassifications, net of tax	(3,346)	9,749	—	6,403
Amounts reclassified from accumulated other comprehensive income (loss)	1,205	—	(82)	1,123
Income tax	(470)	—	32	(438)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	735	—	(50)	685
Other comprehensive income (loss)	(2,611)	9,749	(50)	7,088
Accumulated other comprehensive income (loss), December 31, 2012	\$(10,318)	\$ 9,749	\$163	\$(406)

We include amounts reclassified out of accumulated other comprehensive income related to defined benefit pension plans as a component of net periodic pension cost recorded in selling, general and administrative expenses. For the years ended December 31, 2014 and 2013, we reclassified \$0.8 million and \$1.4 million of actuarial net losses. For the year ended December 31, 2012, we reclassified \$1.0 million of actuarial net losses and \$0.2 million of prior service costs.

Note 18—Commitments and Contingencies

We have a contractual commitment to outsource information technology operations, including the management and operation of our information technology systems and distributed services processing, as well as application support, development and enhancement services. This agreement expires in October 2017, with two optional one year extensions. The commitment is cancelable with 180 days notice and payment of a termination fee based upon certain costs which would be incurred by the vendor as a direct result of the early termination.

We pay scheduled fees under the agreement, which can vary based on changes in the Consumer Price Index and the level of support required. Assuming no early termination of the contract, our estimated remaining annual obligations under this agreement are \$35.9 million in 2015, \$35.8 million in 2016 and \$29.8 million in 2017. We paid \$36.6 million, \$45.7 million and \$52.5 million under this contract in 2014, 2013, and 2012.

We have entered into non-cancelable agreements to lease most of our office and warehouse facilities with remaining terms generally ranging from one to 20 years. Certain leases include renewal options, generally for five-year increments. We also lease most of our transportation and material handling equipment for terms generally ranging from three to ten years. At December 31, 2013, future minimum annual payments under non-cancelable lease agreements with original terms in excess of one year, and including payments required under operating leases for facilities we have vacated, are as follows:

	Total
2015	\$57,530
2016	50,383
2017	43,239
2018	37,682
2019	27,707
Thereafter	74,035
Total minimum payments	\$290,576

Rent expense for all operating leases for the years ended December 31, 2014, 2013, and 2012, was \$77.8 million, \$76.7 million and \$60.9 million.

Prior to exiting the direct-to-consumer business in January 2009, we received reimbursements from Medicare, Medicaid, and private healthcare insurers for certain customer billings. We are subject to audits of these reimbursements for up to seven years from the date of the service.

In connection with the Movianto acquisition, we entered into transition services agreements with the former owner under which it provides certain information technology and support services. The original contract terms ranged from six to 24 months and were cancelable without penalty with thirty days notice. As of December 31, 2014, these agreements were complete.

In the fourth quarter of 2014, we accrued \$3.9 million for the proposed settlement of a breach of contract claim asserted by a customer in the United Kingdom. This proposed settlement, which would include termination of the existing contract and payment of all outstanding accounts receivable, would resolve all outstanding issues with this customer. We have accounts receivable of approximately \$11.5 million at December 31, 2014 related to services provided to this customer.

Note 19—Legal Proceedings

We are subject to various legal actions that are ordinary and incidental to our business, including contract disputes, employment, workers' compensation, product liability, regulatory and other matters. We have insurance coverage for employment, product liability, workers' compensation and other personal injury litigation matters, subject to policy limits, applicable deductibles and insurer solvency. We establish reserves from time to time based upon periodic assessment of the potential outcomes of pending matters.

Based on current knowledge and the advice of counsel, we believe that the accrual as of December 31, 2014 for currently pending matters considered probable of loss, which is not material, is sufficient. In addition, we believe that other currently pending matters are not reasonably likely to result in a material loss, as payment of the amounts claimed is remote, the claims are insignificant, individually and in the aggregate, or the claims are expected to be adequately covered by insurance.

Note 20—Segment Information

We periodically evaluate our application of accounting guidance for reportable segments and disclose information about reportable segments based on the way management organizes the enterprise for making operating decisions and assessing performance. We report our business under two segments: Domestic and International. Our Domestic segment includes all functions in the United States relating to our role as a healthcare logistics company providing distribution, packaging and logistics services to healthcare providers and manufacturers. The International segment consists of our European third-party logistics and packaging businesses.

We evaluate the performance of our segments based on their operating earnings excluding acquisition-related and exit and realignment charges, certain purchase price fair value adjustments, and other substantive items that, either as a result of their nature or size, would not be expected to occur as part of the our normal business operations on a

regular basis.

55

The following tables present financial information by segment:

Year ended December 31,	2014	2013	2012
Net revenue:			
Domestic	\$8,951,852	\$8,688,018	\$8,731,484
International	488,330	383,514	136,840
Consolidated net revenue	\$9,440,182	\$9,071,532	\$8,868,324
Operating earnings (loss):			
Domestic	\$209,277	\$211,932	\$212,335
International	(6,739	) (1,405	) (5,418
Acquisition-related and exit and realignment charges	(42,801	) (12,444	) (10,164
Fair value adjustments related to purchase accounting	3,706	—	—
Other ⁽¹⁾	(3,907) —	—
Consolidated operating earnings	\$159,536	\$198,083	\$196,753
Depreciation and amortization:			
Domestic	\$37,193	\$35,808	\$35,016
International	20,230	14,778	4,588
Consolidated depreciation and amortization	\$57,423	\$50,586	\$39,604
Capital expenditures:			
Domestic	\$52,529	\$42,802	\$34,450
International	18,279	17,327	4,513
Consolidated capital expenditures	\$70,808	\$60,129	\$38,963

⁽¹⁾ Estimated settlement amount of a breach of contract claim. See Note 18 for further discussion.

December 31,	2014	2013
Total assets:		
Domestic	\$2,139,972	\$1,747,572
International	538,662	474,565
Segment assets	2,678,634	2,222,137
Cash and cash equivalents	56,772	101,905
Consolidated total assets	\$2,735,406	\$2,324,042

The following tables present information by geographic area. Net revenues were attributed to geographic areas based on the locations from which we ship products or provide services. International operations consist primarily of Movianto's operations in the United Kingdom, Germany, France, and other European countries.

Year ended December 31,	2014	2013	2012
Net revenue:			
United States	\$8,951,852	\$8,688,018	\$8,731,484
United Kingdom	253,527	211,296	86,332
France	54,656	52,725	14,338
Germany	47,682	42,807	13,670
Other European countries	132,465	76,686	22,500
Consolidated net revenue	\$9,440,182	\$9,071,532	\$8,868,324

December 31,	2014	2013
Long-lived assets:		
United States	\$260,694	\$170,010
Germany	55,437	60,068
United Kingdom	42,179	42,619
Ireland	29,018	—
France	6,395	7,090
Other European countries	23,091	27,025
Consolidated long-lived assets	\$416,814	\$306,812

Note 21—Condensed Consolidating Financial Information

The following tables present condensed consolidating financial information for: Owens & Minor, Inc. (O&M); the guarantors of Owens & Minor, Inc.'s 2021 Notes and 2024 Notes, on a combined basis; and the non-guarantor subsidiaries of the 2021 Notes and 2024 Notes, on a combined basis. The guarantor subsidiaries are 100% owned by Owens & Minor, Inc. Separate financial statements of the guarantor subsidiaries are not presented because the guarantees by our guarantor subsidiaries are full and unconditional, as well as joint and several, and we believe the condensed consolidating financial information is more meaningful in understanding the financial position, results of operations and cash flows of the guarantor subsidiaries.

Condensed Consolidating Financial Information

Year ended December 31, 2014	Owens & Minor, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Statements of Income					
Net revenue	\$—	\$8,910,274	\$626,044	\$(96,136)	\$9,440,182
Cost of goods sold	—	8,051,350	311,947	(93,081)	8,270,216
Gross margin	—	858,924	314,097	(3,055)	1,169,966
Selling, general and administrative expenses	952	623,871	302,154	—	926,977
Acquisition-related and exit and realignment charges	—	15,065	27,736	—	42,801
Depreciation and amortization	2	35,582	21,541	—	57,125
Other operating (income) expense, net	—	(10,261)	(6,212)	—	(16,473)
Operating (loss) earnings	(954)	194,667	(31,122)	(3,055)	159,536
Loss on early retirement of debt	14,890	—	—	—	14,890
Interest expense, net	15,737	1,520	906	—	18,163
Income (loss) before income taxes	(31,581)	193,147	(32,028)	(3,055)	126,483
Income tax (benefit) provision	(1,700)	65,983	(4,303)	—	59,980
Equity in earnings of subsidiaries	96,384	—	—	(96,384)	—
Net income (loss)	66,503	127,164	(27,725)	(99,439)	66,503
Other comprehensive income (loss), net of tax	(33,569)	(3,846)	(29,539)	33,385	(33,569)
Comprehensive income (loss)	\$32,934	\$123,318	\$(57,264)	\$(66,054)	\$32,934
Year ended December 31, 2013	Owens & Minor, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Statements of Income					
Net revenue	\$—	\$8,687,131	\$435,035	\$(50,634)	\$9,071,532
Cost of goods sold	—	7,826,768	177,541	(49,852)	7,954,457
Gross margin	—	860,363	257,494	(782)	1,117,075
Selling, general and administrative expenses	2,559	613,394	247,703	—	863,656
Acquisition-related and exit and realignment charges	—	8,130	4,314	—	12,444
Depreciation and amortization	14	35,712	14,860	—	50,586
Other operating (income) expense, net	—	(4,290)	(3,404)	—	(7,694)
Operating (loss) earnings	(2,573)	207,417	(5,979)	(782)	198,083
Interest expense (income), net	11,103	2,550	(555)	—	13,098
(Loss) income before income taxes	(13,676)	204,867	(5,424)	(782)	184,985
Income tax (benefit) provision	(5,474)	81,011	(1,434)	—	74,103
Equity in earnings of subsidiaries	119,084	—	—	(119,084)	—
Net income (loss)	110,882	123,856	(3,990)	(119,866)	110,882
Other comprehensive income (loss), net of tax	9,974	3,838	6,143	(9,981)	9,974
Comprehensive income (loss)	\$120,856	\$127,694	\$2,153	\$(129,847)	\$120,856

Condensed Consolidating Financial Information

Year ended December 31, 2012	Owens & Minor, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Statements of Income					
Net revenue	\$—	\$8,731,484	\$165,188	\$(28,348)	) \$8,868,324
Cost of goods sold	—	7,885,030	86,307	(27,667)	) 7,943,670
Gross margin	—	846,454	78,881	(681)	) 924,654
Selling, general and administrative expenses	1,573	599,046	81,976	—	682,595
Acquisition-related and exit and realignment charges	—	(366)	) 10,530	—	10,164
Depreciation and amortization	1	34,944	4,659	—	39,604
Other operating expense (income), net	—	(3,015)	) (1,447)	) —	(4,462)
Operating (loss) earnings	(1,574)	) 215,845	(16,837)	) (681)	) 196,753
Interest expense, net	16,677	(3,588)	) 308	—	13,397
Income (loss) before income taxes	(18,251)	) 219,433	(17,145)	) (681)	) 183,356
Income tax (benefit) provision	(7,121)	) 85,157	(3,683)	) —	74,353
Equity in earnings of subsidiaries	120,133	—	—	(120,133)) —
Net income (loss)	109,003	134,276	(13,462)	) (120,814)	) 109,003
Other comprehensive income (loss), net of tax	7,088	(2,611)	) 9,749	(7,138)	) 7,088
Comprehensive income (loss)	\$116,091	\$131,665	\$(3,713)	) \$(127,952)	) \$116,091

Condensed Consolidating Financial Information

December 31, 2014	Owens & Minor, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Balance Sheets					
Assets					
Current assets					
Cash and cash equivalents	\$22,013	\$3,912	\$30,847	\$—	\$56,772
Accounts and notes receivable, net	—	519,951	144,463	(38,222)	626,192
Merchandise inventories	—	816,915	60,061	(4,519)	872,457
Other current assets	(24,748)	90,733	224,220	25,080	315,285
Total current assets	(2,735)	1,431,511	459,591	(17,661)	1,870,706
Property and equipment, net	—	110,076	122,903	—	232,979
Goodwill, net	—	247,271	176,005	—	423,276
Intangible assets, net	—	15,805	92,788	—	108,593
Due from O&M and subsidiaries	—	357,304	—	(357,304)	—
Advances to and investments in consolidated subsidiaries	1,893,767	—	—	(1,893,767)	—
Other assets, net	4,637	66,836	28,379	—	99,852
Total assets	\$1,895,669	\$2,228,803	\$879,666	\$(2,268,732)	\$2,735,406
Liabilities and equity					
Current liabilities					
Accounts payable	\$—	\$567,285	\$54,898	\$(13,337)	\$608,846
Accrued payroll and related liabilities	—	16,434	15,073	—	31,507
Deferred income taxes	—	39,667	(1,688)	—	37,979
Other current liabilities	6,441	83,698	236,084	—	326,223
Total current liabilities	6,441	707,084	304,367	(13,337)	1,004,555
Long-term debt, excluding current portion	547,763	39,915	20,873	—	608,551
Due to O&M and subsidiaries	350,627	—	77,788	(428,415)	—
Intercompany debt	—	138,890	—	(138,890)	—
Deferred income taxes	—	33,162	30,739	—	63,901
Other liabilities	—	55,794	11,767	—	67,561
Total liabilities	904,831	974,845	445,534	(580,642)	1,744,568
Equity					
Common stock	126,140	—	—	—	126,140
Paid-in capital	202,934	241,877	514,314	(756,191)	202,934
Retained earnings (deficit)	685,765	1,022,379	(66,479)	(955,900)	685,765
Accumulated other comprehensive income (loss)	(24,001)	(10,298)	(13,703)	24,001	(24,001)
Total equity	990,838	1,253,958	434,132	(1,688,090)	990,838
Total liabilities and equity	\$1,895,669	\$2,228,803	\$879,666	\$(2,268,732)	\$2,735,406

Condensed Consolidating Financial Information

December 31, 2013	Owens & Minor, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Balance Sheets					
Assets					
Current assets					
Cash and cash equivalents	\$74,391	\$2,012	\$25,502	\$—	\$101,905
Accounts and notes receivable, net	—	496,310	79,722	(3,178)	572,854
Merchandise inventories	—	750,999	22,128	(1,464)	771,663
Other current assets	201	72,049	207,058	202	279,510
Total current assets	74,592	1,321,370	334,410	(4,440)	1,725,932
Property and equipment, net	2	96,500	95,459	—	191,961
Goodwill, net	—	247,271	28,168	—	275,439
Intangible assets, net	—	17,881	22,525	—	40,406
Due from O&M and subsidiaries	—	377,786	—	(377,786)	—
Advances to and investments in consolidated subsidiaries	1,533,294	—	—	(1,533,294)	—
Other assets, net	408	63,848	26,048	—	90,304
Total assets	\$1,608,296	\$2,124,656	\$506,610	\$(1,915,520)	\$2,324,042
Liabilities and equity					
Current liabilities					
Accounts payable	\$—	\$595,865	\$51,185	\$(3,178)	\$643,872
Accrued payroll and related liabilities	—	12,792	10,504	—	23,296
Deferred income taxes	—	41,464	149	—	41,613
Other current liabilities	6,811	87,795	186,821	—	281,427
Total current liabilities	6,811	737,916	248,659	(3,178)	990,208
Long-term debt, excluding current portion	204,028	7,228	1,530	—	212,786
Due to O&M and subsidiaries	373,544	—	2,910	(376,454)	—
Intercompany debt	—	138,890	—	(138,890)	—
Deferred income taxes	—	32,173	11,554	—	43,727
Other liabilities	—	47,816	4,462	—	52,278
Total liabilities	584,383	964,023	269,115	(518,522)	1,298,999
Equity					
Common stock	126,193	—	1,500	(1,500)	126,193
Paid-in capital	196,605	242,024	259,864	(501,888)	196,605
Retained earnings (deficit)	691,547	925,184	(41,029)	(884,155)	691,547
Accumulated other comprehensive income (loss)	9,568	(6,575)	16,030	(9,455)	9,568
Total Owens & Minor, Inc. shareholders' equity	1,023,913	1,160,633	236,365	(1,396,998)	1,023,913
Noncontrolling interest	—	—	1,130	—	1,130
Total equity	1,023,913	1,160,633	237,495	(1,396,998)	1,025,043
Total liabilities and equity	\$1,608,296	\$2,124,656	\$506,610	\$(1,915,520)	\$2,324,042

Condensed Consolidating Financial Information

Year ended December 31, 2014	Owens & Minor, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Statements of Cash Flows					
Operating activities:					
Net income (loss)	\$66,503	\$127,164	\$(27,725)	\$(99,439)	\$66,503
Adjustments to reconcile net income to cash (used for) provided by operating activities:					
Equity in earnings of subsidiaries	(96,384)	) —	—	96,384	—
Depreciation and amortization	2	35,879	27,526	—	63,407
Loss on early retirement of debt	14,890	—	—	—	14,890
Share-based compensation expense	—	8,369	(162)	) —	8,207
Provision for losses on accounts and notes receivable	—	(36)	) 484	—	448
Deferred income tax (benefit) expense	—	1,292	(4,677)	) —	(3,385)
Changes in operating assets and liabilities:					
Accounts and notes receivable	—	(24,440)	) 6,185	452	(17,803)
Merchandise inventories	—	(65,916)	) 8,308	279	(57,329)
Accounts payable	—	(28,580)	) (24,613)	) 1,045	(52,148)
Net change in other assets and liabilities	(455)	) (12,341)	) (14,311)	) 1,279	(25,828)
Other, net	(1,161)	) (9)	) 447	—	(723)
Cash provided by (used for) operating activities of continuing operations	(16,605)	) 41,382	(28,538)	) —	(3,761)
Investing activities:					
Acquisitions, net of cash acquired	—	—	(248,536)	) —	(248,536)
Additions to property and equipment	—	(34,475)	) (13,949)	) —	(48,424)
Additions to computer software and intangible assets	—	(18,054)	) (4,330)	) —	(22,384)
Proceeds from the sale of investments	—	1,937	—	—	1,937
Proceeds from sale of property and equipment	—	156	—	—	156
Cash used for investing activities of continuing operations	—	(50,436)	) (266,815)	) —	(317,251)
Financing activities:					
Proceeds from issuance of debt	547,693	—	—	—	547,693
Proceeds from revolver	—	33,700	—	—	33,700
Repayment of debt	(217,352)	) —	—	—	(217,352)
Change in intercompany advances	(287,275)	) (21,106)	) 308,381	—	—
Cash dividends paid	(63,104)	) —	—	—	(63,104)
Repurchases of common stock	(9,934)	) —	—	—	(9,934)
Financing costs paid	(4,780)	) (611)	) —	—	(5,391)
Excess tax benefits related to share-based compensation	582	—	—	—	582
Proceeds from exercise of stock options	1,180	—	—	—	1,180
Purchase of NCI	—	—	(1,500)	) —	(1,500)
Other, net	(2,783)	) (1,029)	) (3,502)	) —	(7,314)
Cash provided by (used for) financing activities	(35,773)) 10,954	303,379	—	278,560

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Effect of exchange rates on cash and cash equivalents	—	—	(2,681) —	(2,681)
Net increase (decrease) in cash and cash equivalents	(52,378) 1,900	5,345	—	(45,133)
Cash and cash equivalents at beginning of year	74,391	2,012	25,502	—	101,905	
Cash and cash equivalents at end of year	\$22,013	\$3,912	\$30,847	\$—	\$56,772	

62

Condensed Consolidating Financial Information

Year ended December 31, 2013	Owens & Minor, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Statements of Cash Flows					
Operating activities:					
Net income (loss)	\$ 110,882	\$ 123,856	\$ (3,990	) \$(119,866	) \$ 110,882
Adjustments to reconcile net income to cash provided by (used for) operating activities:					
Equity in earnings of subsidiaries	(119,084	) —	—	119,084	—
Depreciation and amortization	14	35,712	14,860	—	50,586
Share-based compensation expense	—	6,381	—	—	6,381
Deferred income tax (benefit) expense	—	5,821	(2,108	) —	3,713
Provision for losses on accounts and notes receivable	—	278	509	—	787
Changes in operating assets and liabilities:					
Accounts and notes receivable	—	(22,055	) (16,522	) (68	) (38,645
Merchandise inventories	—	(170	) (7,676	) 782	(7,064
Accounts payable	(45,300	) 77,320	15,286	68	47,374
Net change in other assets and liabilities	1,774	(12,068	) (22,043	) —	(32,337
Other, net	(1,541	) 515	(97	) —	(1,123
Cash provided by (used for) operating activities	(53,255	) 215,590	—(21,781	) —	140,554
Investing activities:					
Additions to computer software and intangible assets	—	(21,773	) (10,237	) —	(32,010
Additions to property and equipment	—	(21,029	) (7,090	) —	(28,119
Proceeds from sale of property and equipment	—	2,746	305	—	3,051
Cash used for investing activities	—	(40,056	) (17,022	) —	(57,078
Financing activities:					
Change in intercompany advances	145,354	(184,092	) 38,738	—	—
Cash dividends paid	(60,731	) —	—	—	(60,731
Repurchases of common stock	(18,876	) —	—	—	(18,876
Proceeds from exercise of stock options	5,352	—	—	—	5,352
Excess tax benefits related to share-based compensation	898	—	—	—	898
Other, net	(2,541	) (3,071	) (3,011	) —	(8,623
Cash provided by (used for) financing activities	69,456	(187,163	) 35,727	—	(81,980
Effect of exchange rate changes on cash and cash equivalents	—	—	2,521	—	2,521
Net increase (decrease) in cash and cash equivalents	16,201	(11,629	) (555	) —	4,017
Cash and cash equivalents at beginning of year	58,190	13,641	26,057	—	97,888
Cash and cash equivalents at end of year	\$ 74,391	\$ 2,012	\$ 25,502	\$ —	\$ 101,905

Condensed Consolidating Financial Information

Year ended December 31, 2012	Owens & Minor, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated
Statements of Cash Flows					
Operating activities:					
Net income (loss)	\$109,003	\$134,276	\$(13,462)	\$(120,814)	\$109,003
Adjustments to reconcile net income to cash provided by (used for) operating activities:					
Equity in earnings of subsidiaries	(120,133)	—	—	120,133	—
Depreciation and amortization	1	34,944	4,659	—	39,604
Deferred income tax expense	—	2,933	(1,873)	—	1,060
Share-based compensation expense	—	5,697	—	—	5,697
Provision for losses on accounts and notes receivable	—	587	417	—	1,004
Changes in operating assets and liabilities:					
Accounts and notes receivable	—	31,513	(7,599)	3,247	27,161
Merchandise inventories	—	56,235	1,818	681	58,734
Accounts payable	(67,800)	55,941	(3,585)	(3,250)	(18,694)
Net change in other assets and liabilities	19	(2,653)	(1,859)	3	(4,490)
Other, net	(1,738)	1,236	(71)	—	(573)
Cash provided by (used for) operating activities	(80,648)	320,709	(21,555)	—	218,506
Investing activities:					
Acquisition, net of cash acquired	—	—	(155,210)	—	(155,210)
Additions to property and equipment	—	(4,249)	(5,583)	—	(9,832)
Additions to computer software and intangible assets	—	(27,960)	(1,171)	—	(29,131)
Proceeds from sale of property and equipment	—	1,057	2,241	—	3,298
Cash used for investing activities	—	(31,152)	(159,723)	—	(190,875)
Financing activities:					
Change in intercompany advances	86,131	(287,200)	201,069	—	—
Cash dividends paid	(55,681)	—	—	—	(55,681)
Repurchases of common stock	(15,000)	—	—	—	(15,000)
Financing costs paid	—	(1,303)	—	—	(1,303)
Excess tax benefits related to share-based compensation	1,293	—	—	—	1,293
Proceeds from exercise of stock options	4,986	—	—	—	4,986
Other, net	(2,901)	(2,222)	2,413	—	(2,710)
Cash provided by (used for) financing activities	18,828	(290,725)	203,482	—	(68,415)
Effect of exchange rate changes on cash and cash equivalents	—	—	2,734	—	2,734
Net increase (decrease) in cash and cash equivalents	(61,820)	(1,168)	24,938	—	(38,050)
Cash and cash equivalents at beginning of year	120,010	14,809	1,119	—	135,938
Cash and cash equivalents at end of year	\$58,190	\$13,641	\$26,057	\$—	\$97,888

Report of Independent Registered Public Accounting Firm
The Board of Directors and Shareholders
Owens & Minor, Inc.:

We have audited the accompanying consolidated balance sheets of Owens & Minor, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three year period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Owens & Minor, Inc. and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Owens & Minor, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 23, 2015, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting. Owens & Minor, Inc. acquired Medical Action Industries, Inc. on October 1, 2014 and ArcRoyal on November 1, 2014, and management excluded from its assessment of the effectiveness of Owens & Minor, Inc.'s internal control over financial reporting as of December 31, 2014, Medical Action Industries, Inc.'s internal control over financial reporting associated with total assets of \$269 million and total revenues of \$40 million and ArcRoyal's internal control over financial reporting associated with total assets of \$71 million and total revenues of \$7 million included in the consolidated financial statements of Owens & Minor, Inc. as of and for the year ended December 31, 2014. Our audit of internal control over financial reporting of Owens & Minor, Inc. also excluded an evaluation of the internal control over financial reporting of Medical Action Industries, Inc. and ArcRoyal.

/s/ KPMG LLP
Richmond, Virginia
February 23, 2015

Index to Exhibits

- 3.1 Amended and Restated Articles of Incorporation of Owens & Minor, Inc. (incorporated herein by reference to our Current Report on Form 8-K, Exhibit 3.1, dated July 29, 2008)
- 3.2 Amended and Restated Bylaws of Owens & Minor, Inc. as adopted February 5, 2015 (incorporated herein by reference to our Current Report on Form 8-K, Exhibit 3.1, dated February 10, 2015)
- 4.1 Indenture, dated September 16, 2014, by and among Owens & Minor, Inc., Owens and Minor Distribution, Inc., Owens & Minor Medical, Inc. and U.S. Bank National Association, as trustee (incorporated herein by reference to the Company's Current Report on Form 8-K, Exhibit 4.1, dated September 17, 2014)
- 4.2 First Supplemental Indenture, dated September 16, 2014, by and among Owens & Minor, Inc., Owens and Minor Distribution, Inc., Owens & Minor Medical, Inc. and U.S. Bank National Association, as trustee (incorporated herein by reference to the Company's Current Report on Form 8-K, Exhibit 4.2, dated September 17, 2014)
- 4.3 Form of Global Note for the 3.875% Senior Notes due 2021 (included as Exhibit A to Exhibit 4.2 of the Company's Current Report on Form 8-K, Exhibit 4.2, dated September 17, 2014 and incorporated herein by reference)
- 4.4 Form of Global Note for the 4.375% Senior Notes due 2024 (included as Exhibit B to Exhibit 4.2 of the Company's Current Report on Form 8-K, Exhibit 4.2, dated September 17, 2014 and incorporated herein by reference)
- 10.1 Owens & Minor, Inc. 2003 Directors' Compensation Plan (incorporated herein by reference to Annex B of the Company's definitive Proxy Statement filed pursuant to Section 14(a) of the Securities Exchange Act on March 13, 2003 (File No. 001-09810))*
- 10.2 Amendment to 2003 Directors' Compensation Plan (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q, Exhibit 10.6, for the quarter ended March 31, 2008)*
- 10.3 Form of Director Restricted Stock Grant Agreement (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q, Exhibit 10.3, for the quarter ended March 31, 2008)*
- 10.4 Owens & Minor, Inc. Directors' Deferred Compensation Plan, as amended and restated effective January 1, 2005 (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q, Exhibit 10.3, for the quarter ended September 30, 2008)*
- 10.5 Deferral Election Form for The Owens & Minor, Inc. Directors' Deferred Compensation Plan (incorporated by reference to the Company's Annual Report on Form 10-K, Exhibit 10.9 for the year ended December 31, 2010)*
- 10.6 Form of Owens & Minor, Inc. Executive Severance Agreement effective January 1, 2011 (incorporated by reference to the Company's Annual Report on Form 10-K, Exhibit 10.10 for the year ended December 31, 2010)*

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- 10.7 Owens & Minor, Inc. Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2005 (“SERP”) (incorporated herein by reference to the Company’s Quarterly Report on Form 10-Q, Exhibit 10.1, for the quarter ended September 30, 2008)*
- 10.8 Resolutions of the Board of Directors of the Company amending the SERP (incorporated by reference to the Company’s Annual Report on Form 10-K, Exhibit 10.12 for the year ended December 31, 2011)*
- 10.9 Owens & Minor, Inc. Amended and Restated Management Equity Ownership Program and Stock Ownership Rewards Program (incorporated by reference to the Company’s Annual Report on Form 10-K, Exhibit 10.15, for the year ended December 31, 2009)*
- 10.10 Amendment to MEOP effective January 1, 2014 (incorporated by reference to the Company’s Annual Report on Form 10-K, Exhibit 10.10 for the year ended December 31, 2013)*

- 10.11 Owens & Minor, Inc. Executive Deferred Compensation and Retirement Plan effective January 1, 2013 (incorporated by reference to the Company's Quarterly Report on Form 10-Q Exhibit 10.1 for the quarter ended March 31, 2013)*
- 10.12 Owens & Minor, Inc. Pension Plan, as amended and restated effective January 1, 1994 ("Pension Plan") (incorporated herein by reference to the Company's Annual Report on Form 10-K, Exhibit 10(c), for the year ended December 31, 1996)*
- 10.13 Amendment No. 1 to Pension Plan (incorporated herein by reference to the Company's Annual Report on Form 10-K, Exhibit 10(d), for the year ended December 31, 1996)*
- 10.14 Amendment No. 2 to Pension Plan (incorporated herein by reference to the Company's Annual Report on Form 10-K, Exhibit 10.5, for the year ended December 31, 1998)*
- 10.15 Resolutions of the Board of Directors of the Company amending the Owens & Minor, Inc. Pension Plan. (incorporated herein by reference to the Company's Current Report on Form 8-K, Exhibit 10.5, dated May 3, 2006)*
- 10.16 Amendment No. 3 to Pension Plan (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q, Exhibit 10.2, for the quarter ended September 30, 2008)*
- 10.17 Fourth Amendment to Pension Plan (incorporated herein by reference to the Company's Annual Report on Form 10-K, Exhibit 10.24, for the year ended December 31, 2009)*
- 10.18 Fifth, Sixth, and Seventh Amendments to Pension Plan (incorporated by reference to the Company's Annual Report on Form 10-K, Exhibit 10.22 for the year ended December 31, 2010)*
- 10.19 Owens & Minor, Inc. 2005 Stock Incentive Plan, as amended (incorporated herein by reference to the Company's Registration Statement on Form S-8, Registration No. 333-124965)*
- 10.20 Resolution of the Board of Directors of the Company amending the Owens & Minor, Inc. 2005 Stock Incentive Plan (incorporated herein by reference to the Company's Annual Report on Form 10-K, Exhibit 10.21, for the year ended December 31, 2007)*
- 10.21 Amendment to Owens & Minor, Inc. 2005 Stock Incentive Plan (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q, Exhibit 10.4, for the quarter ended March 31, 2008)*
- 10.22 Amendment to Owens & Minor, Inc. 2005 Stock Incentive Plan (incorporated herein by reference to the Company's definitive Proxy Statement filed pursuant to Section 14(a) of the Securities Exchange Act on March 17, 2010 (File No. 001-09810))*
- 10.23 Form of Owens & Minor, Inc. Stock Option Grant Agreement under 2005 Stock Incentive Plan (incorporated herein by reference to the company's Current Report on Form 8-K, Exhibit 10.1, dated June 23, 2005)*
- 10.24 Form of Owens & Minor, Inc. Restricted Stock Grant Agreement under 2005 Stock Incentive Plan (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q, Exhibit 10.2, for the quarter ended March 31, 2008)*
- 10.25 Form of Performance Share Award Agreement (incorporated by reference to the Company's Quarterly Report on Form 10-Q, Exhibit 10.1, for the quarter ended March 31, 2014) *

- 10.26 Form of Performance Share Award Agreement for grant to James L. Bierman on September 2, 2014*--filed herewith
- 10.27 Form of Annual Executive Incentive Program (incorporated by reference to the Company's Quarterly Report on Form 10-Q, Exhibit 10. 2, for the quarter ended March 31, 2014) *
- 10.28 Owens & Minor, Inc. Officer Severance Policy Terms (incorporated herein by reference to the Company's Current Report on Form 8-K, Exhibit 10.1, dated December 19, 2005)*
- 10.29 Policy on Recoupment of Executive Incentive Compensation (incorporated herein by reference to the Company's Annual Report on Form 10-K, Exhibit 10.36, for the year ended December 31, 2009)*

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- 10.30 Credit Agreement dated as of June 5, 2012 by and among Owens & Minor Distribution, Inc. and Owens & Minor Medical, Inc. (as Borrowers), Owens & Minor, Inc. and certain of its domestic subsidiaries (as Guarantors), Wells Fargo Bank, N.A. (as Administrative Agent), JPMorgan Chase Bank, N.A. (as Syndication Agent) and a syndicate of banks as specified on the signature pages thereof (incorporated herein by reference to the Company's Current Report on Form 8-K, Exhibit 10.1, dated June 8, 2012)
- 10.31 First Amendment dated as of September 17, 2014 by and among Owens & Minor Distribution, Inc. and Owens & Minor Medical, Inc. (as Borrowers), Owens & Minor, Inc. and certain of its domestic subsidiaries (as Guarantors) and Wells Fargo Bank, N.A. (as Administrative Agent), to the Credit Agreement dated as of June 5, 2012 by and among the Borrowers, the Guarantors, a syndicate of financial institutions party thereto, the Administrative Agent, and the other agents party thereto (incorporated herein by reference to the Company's Current Report on Form 8-K, Exhibit 10.1, dated September 18, 2014)
- 10.32 Share Purchase Agreement dated August 31, 2012 between Celesio AG, Admenta Deutschland GmbH, Admenta Denmark ApS, Admenta France S.A. and OCP Portugal Produtos Farmaceuticos, S.A. (as Sellers) and O&M-Movianto Nederland B.V., O&M-Movianto UK Holdings Ltd, O&M-Movianto France Holdings SAS (as Purchasers) and Owens & Minor, Inc. (as Purchasers' Guarantor) (incorporated herein by reference to our Current Report on Form 8-K, Exhibit10.1, dated September 4, 2012)
- 10.33 Agreement and Plan of Merger, dated as of June 24, 2014, by and among Owens & Minor Inc., Mongoose Merger Sub Inc. and Medical Action Industries Inc. (incorporated herein by reference to the Company's Current Report on Form 8-K, Exhibit 10.1, dated June 25, 2014)
- 11.1 Calculation of Net Income per Common Share. Information related to this item is in Part II, Item 8, Notes to Consolidated Financial Statements, Note 15-Net Income per Common Share
- 21.1 Subsidiaries of Registrant
- 23.1 Consent of KPMG LLP, independent registered public accounting firm
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13(a)-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted 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 Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

* Management contract or compensatory plan or arrangement.

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, on the 23rd day of February, 2015.

OWENS & MINOR, INC.

/s/ James L. Bierman
James L. Bierman
President & Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 23rd day of February, 2015:

/s/ James L. Bierman
James L. Bierman
President & Chief Executive Officer

/s/ Martha H. Marsh
Martha H. Marsh
Director

/s/ Craig R. Smith
Craig R. Smith
Executive Chairman & Chairman of the Board

/s/ Eddie N. Moore, Jr.
Eddie N. Moore, Jr.
Director

/s/ Richard A. Meier
Richard A. Meier
Executive Vice President & Chief Financial Officer

/s/ James E. Rogers
James E. Rogers
Director

/s/ Stuart M. Essig
Stuart M. Essig
Director

/s/ David S. Simmons
David S. Simmons
Director

/s/ John W. Gerdelman
John W. Gerdelman
Director

/s/ Robert C. Sledd
Robert C. Sledd
Director

/s/ Lemuel E. Lewis
Lemuel E. Lewis
Director

/s/ Anne Marie Whittemore
Anne Marie Whittemore
Lead Director

Corporate Officers

Craig R. Smith (63)

Executive Chairman

Executive Chairman since September 2014. Prior to that, Mr. Smith was Chairman of the Board from April 2013 and Chief Executive Officer 2005 to 2014. Mr. Smith also served as President from 1999 until April 2013. Mr. Smith has been with the company since 1989.

James L. Bierman (62)

President & Chief Executive Officer

Chief Executive Officer since September 2014 and President since August 2013. Served as President & Chief Operating Officer from August 2013 to September 2014. Prior to that, Mr. Bierman served as Executive Vice President & Chief Operating Officer from March 2012 until August 2013. Mr. Bierman served as Executive Vice President & Chief Financial Officer from April 2011 to March 2012. Prior to that, Mr. Bierman served as Senior Vice President & Chief Financial Officer from 2007 to 2011. Mr. Bierman, who joined the company in 2007, was appointed to the board of directors of Owens & Minor in September 2014.

Richard A. Meier (55)

Executive Vice President & Chief Financial Officer

Executive Vice President & Chief Financial Officer since joining Owens & Minor in March 2013. Mr. Meier served from 2010 to 2012 as Executive Vice President & Chief Financial Officer of Teleflex, Inc., a global provider of specialty medical devices. Prior to that, he served as President & Chief Operating Officer of Advanced Medical Optics, Inc., from 2007 to 2009, and as Chief Financial Officer and in a variety of other finance and operations roles from 2002 through 2007.

Charles C. Colpo (57)

Senior Vice President, Strategic Relationships

Senior Vice President, Strategic Relationships since August 2013. From March 2012 until August 2013, Mr. Colpo served as Senior Vice President, Operations. Prior to that, Mr. Colpo served as Executive Vice President & Chief Operating Officer from 2010 to 2012. Mr. Colpo served as Executive Vice President, Administration from 2008 until 2010 and as Senior Vice President, Operations, from 1999 until 2008. He has been with the company since 1981.

Erika T. Davis (51)

Senior Vice President, Administration & Operations

Senior Vice President, Administration & Operations since August 2013. Prior to that, Ms. Davis served as Senior Vice President, Human Resources, from 2001 until August 2013. Ms. Davis has been with the company since 1993.

Grace R. den Hartog (63)

Senior Vice President, General Counsel & Corporate Secretary

Senior Vice President, General Counsel & Corporate Secretary since joining Owens & Minor in 2003. Previously, Ms. den Hartog served as a partner of McGuireWoods LLP from 1990 to 2003.

D. Todd Healy (52)

Senior Vice President, Provider Services

Senior Vice President, Provider Services since August 2013. Prior to that, Mr. Healy served as Regional Vice President, North Region from 2004 to August 2013. He has served Owens & Minor as a general manager, division vice president and area vice president. Prior to joining Owens & Minor in 1994, Mr. Healy worked in a variety of sales leadership roles for Proctor & Gamble, Johnson & Johnson Orthopaedics, and Stuart Medical (which was acquired by Owens & Minor).

Geoffrey T. Marlatt (46)

Senior Vice President, Manufacturer Services

Senior Vice President, Manufacturer Services since September 2014. From 2012 to 2014, Mr. Marlatt served as Regional Vice President, Provider Services, West Region. Prior to that, Mr. Marlatt served as Vice President, OM Solutions from 2006 to 2012. Before joining Owens & Minor in 2006, Mr. Marlatt held leadership positions with McKesson, Johnson & Johnson, Ethicon, Medtronic and the Global Healthcare Exchange.

Richard W. Mears (54)

Senior Vice President, Chief Information Officer

Senior Vice President, Chief Information Officer since joining Owens & Minor in 2005. Previously, Mr. Mears was an Executive Director with Perot Systems (now Dell Perot Systems) from 2003 to 2005.

Numbers inside parentheses indicate age.