

LINCOLN ELECTRIC HOLDINGS INC  
Form 10-Q  
October 28, 2011  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended **September 30, 2011**

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-1402

**LINCOLN ELECTRIC HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Ohio

34-1860551

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(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

22801 St. Clair Avenue, Cleveland, Ohio  
(Address of principal executive offices)

44117  
(Zip Code)

(216) 481-8100

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

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

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

Yes  No

The number of shares outstanding of the registrant's common shares as of September 30, 2011 was 83,801,260.

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| <br><u>Signature</u>   | <br>30  |
| EX-31.1  | Certification of the Chairman, President and Chief Executive Officer (Principal Executive Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.   |
| EX-31.2  | Certification of the Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.  |
| EX-32.1  | Certification of the Chairman, President and Chief Executive Officer (Principal Executive Officer) and Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| EX-101   | Instance Document   |
| EX-101   | Schema Document   |
| EX-101   | Calculation Linkbase Document   |
| EX-101   | Label Linkbase Document   |
| EX-101   | Presentation Linkbase Document  |
| EX-101   | Definition Linkbase Document  |

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****LINCOLN ELECTRIC HOLDINGS, INC.****CONSOLIDATED STATEMENTS OF INCOME****(UNAUDITED)***(In thousands, except per share amounts)*

|  | Three Months Ended September 30, |            | Nine Months Ended September 30, |              |
|--|----------------------------------|------------|---------------------------------|--------------|
|  | 2011                             | 2010       | 2011                            | 2010         |
| Net sales  | \$ 701,624                       | \$ 519,338 | \$ 2,000,096                    | \$ 1,505,880 |
| Cost of goods sold                                       | 516,172                          | 375,267    | 1,457,702                       | 1,089,893    |
| Gross profit   | 185,452                          | 144,071    | 542,394                         | 415,987      |
| Selling, general & administrative expenses               | 110,629                          | 95,612     | 327,794                         | 284,452      |
| Rationalization and asset impairment charges (gains)     |                                  | 269        | 282                             | (2,559)      |
| Operating income   | 74,823                           | 48,190     | 214,318                         | 134,094      |
| Other income (expense):                                  |                                  |            |                                 |              |
| Interest income  | 1,167                            | 602        | 2,436                           | 1,781        |
| Equity earnings in affiliates                            | 1,488                            | 1,070      | 4,033                           | 2,684        |
| Other income   | 147                              | 628        | 2,154                           | 1,324        |
| Interest expense   | (1,752)                          | (1,671)    | (5,037)                         | (4,751)      |
| Total other income                                       | 1,050                            | 629        | 3,586                           | 1,038        |
| Income before income taxes                               | 75,873                           | 48,819     | 217,904                         | 135,132      |
| Income taxes   | 20,515                           | 16,191     | 58,582                          | 44,431       |
| Net income including noncontrolling interests            | 55,358                           | 32,628     | 159,322                         | 90,701       |
| Noncontrolling interests in subsidiaries earnings        | (172)                            | 155        | (131)                           | 1,960        |
| Net income   | \$ 55,530                        | \$ 32,473  | \$ 159,453                      | \$ 88,741    |
| Basic weighted average shares outstanding                | 83,613                           | 84,268     | 83,781                          | 84,563       |
| Effect of dilutive securities - stock options and awards | 936                              | 803        | 1,045                           | 776          |
| Diluted weighted average shares outstanding              | 84,549                           | 85,071     | 84,826                          | 85,339       |
| Basic earnings per share                                 | \$ 0.66                          | \$ 0.39    | \$ 1.90                         | \$ 1.05      |
| Diluted earnings per share                               | \$ 0.66                          | \$ 0.38    | \$ 1.88                         | \$ 1.04      |
| Cash dividends declared per share                        | \$ 0.155                         | \$ 0.14    | \$ 0.465                        | \$ 0.42      |

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Net income per common share, weighted average number of common shares outstanding and cash dividends declared per common share have been retroactively adjusted to give effect to the two-for-one stock split. See Note 1 for additional information.

See notes to these consolidated financial statements.

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## LINCOLN ELECTRIC HOLDINGS, INC.

## CONSOLIDATED BALANCE SHEETS

*(In thousands)*

|  | September 30, 2011<br>(UNAUDITED) | December 31, 2010<br>(NOTE 1) |
|--|-----------------------------------|-------------------------------|
| <b>ASSETS</b>  |                                   |                               |
| <b>Current Assets</b>  |                                   |                               |
| Cash and cash equivalents  | \$ 321,460                        | \$ 366,193                    |
| Accounts receivable (less allowance for doubtful accounts of \$7,935 in 2011; \$7,855 in 2010) | 392,568                           | 321,948                       |
| Inventories:   |                                   |                               |
| Raw materials  | 130,582                           | 85,232                        |
| Work-in-process  | 55,653                            | 38,706                        |
| Finished goods   | 235,018                           | 167,792                       |
| Total inventory  | 421,253                           | 291,730                       |
| Other current assets   | 109,310                           | 102,641                       |
| <b>Total Current Assets</b>  | <b>1,244,591</b>                  | <b>1,082,512</b>              |
| <b>Property, Plant and Equipment</b>   |                                   |                               |
| Land   | 43,224                            | 43,701                        |
| Buildings  | 322,974                           | 313,861                       |
| Machinery and equipment  | 723,778                           | 712,362                       |
|  | 1,089,976                         | 1,069,924                     |
| Less accumulated depreciation  | 613,720                           | 591,358                       |
| <b>Property, Plant and Equipment, Net</b>  | <b>476,256</b>                    | <b>478,566</b>                |
| Non-current assets   | 242,030                           | 222,710                       |
| <b>TOTAL ASSETS</b>  | <b>\$ 1,962,877</b>               | <b>\$ 1,783,788</b>           |
| <b>LIABILITIES AND EQUITY</b>  |                                   |                               |
| <b>Current Liabilities</b>   |                                   |                               |
| Amounts due banks  | \$ 11,059                         | \$ 11,283                     |
| Trade accounts payable   | 203,299                           | 147,111                       |
| Other current liabilities  | 252,866                           | 175,403                       |
| Current portion of long-term debt  | 81,924                            | 1,795                         |
| <b>Total Current Liabilities</b>   | <b>549,148</b>                    | <b>335,592</b>                |
| <b>Long-Term Liabilities</b>   |                                   |                               |
| Long-term debt, less current portion   | 1,562                             | 84,627                        |
| Accrued pensions   | 86,296                            | 121,994                       |
| Other long-term liabilities  | 80,801                            | 92,097                        |
| <b>Total Long-Term Liabilities</b>   | <b>168,659</b>                    | <b>298,718</b>                |
| <b>Shareholders Equity</b>   |                                   |                               |
| Common shares  | 9,858                             | 9,858                         |
| Additional paid-in capital   | 174,026                           | 162,447                       |
| Retained earnings  | 1,440,895                         | 1,320,552                     |
| Accumulated other comprehensive loss   | (154,640)                         | (141,948)                     |
| Treasury shares  | (241,149)                         | (217,412)                     |

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|                                     |           |                  |           |                  |
|-------------------------------------|-----------|------------------|-----------|------------------|
| <b>Total Shareholders Equity</b>    |           | 1,228,990        |           | 1,133,497        |
| Noncontrolling interests            |           | 16,080           |           | 15,981           |
| <b>Total Equity</b>                 |           | <b>1,245,070</b> |           | <b>1,149,478</b> |
| <b>TOTAL LIABILITIES AND EQUITY</b> | <b>\$</b> | <b>1,962,877</b> | <b>\$</b> | <b>1,783,788</b> |

See notes to these consolidated financial statements.

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## LINCOLN ELECTRIC HOLDINGS, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

*(In thousands)*

|  | Nine Months Ended September 30, |                 |
|--|---------------------------------|-----------------|
|  | 2011                            | 2010            |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                                 |                 |
| Net income   | \$ 159,453                      | \$ 88,741       |
| Noncontrolling interests in subsidiaries (loss) earnings   | (131)                           | 1,960           |
| Net income including noncontrolling interests  | 159,322                         | 90,701          |
| Adjustments to reconcile Net income including noncontrolling interests to Net cash provided by operating activities: |                                 |                 |
| Rationalization and asset impairment charges (gains)   | 23                              | (4,834)         |
| Depreciation and amortization  | 47,089                          | 42,422          |
| Equity earnings in affiliates, net   | (1,316)                         | (704)           |
| Deferred income taxes  | 4,992                           | (858)           |
| Stock-based compensation   | 4,723                           | 6,570           |
| Amortization of terminated interest rate swaps   | (1,396)                         | (1,396)         |
| Amortization of pension actuarial losses and prior service cost  | 16,345                          | 15,563          |
| Other non-cash items, net  | 3,392                           | 3,581           |
| Changes in operating assets and liabilities, net of effects from acquisitions:                                       |                                 |                 |
| Increase in accounts receivable  | (72,287)                        | (48,598)        |
| Increase in inventories  | (98,727)                        | (57,211)        |
| Increase in other current assets   | (8,539)                         | (2,880)         |
| Increase in trade accounts payable   | 34,988                          | 54,315          |
| Increase in other current liabilities  | 75,623                          | 44,146          |
| Decrease in accrued pensions   | (30,490)                        | (29,241)        |
| Net change in other long-term assets and liabilities   | (3,364)                         | (7,862)         |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>   | <b>130,378</b>                  | <b>103,714</b>  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                                 |                 |
| Capital expenditures   | (50,750)                        | (43,208)        |
| Acquisition of businesses, net of cash acquired  | (62,340)                        | (1,182)         |
| Proceeds from sale of property, plant and equipment  | 1,003                           | 9,746           |
| <b>NET CASH USED BY INVESTING ACTIVITIES</b>   | <b>(112,087)</b>                | <b>(34,644)</b> |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |                                 |                 |
| Proceeds from short-term borrowings  | 12,182                          | 21,014          |
| Payments on short-term borrowings  | (13,451)                        | (19,916)        |
| Amounts due banks, net   | (11)                            | (17,727)        |
| Proceeds from long-term borrowings   |                                 | 63              |
| Payments on long-term borrowings   | (1,598)                         | (1,039)         |
| Proceeds from exercise of stock options  | 7,211                           | 1,319           |
| Tax benefit from exercise of stock options   | 2,327                           | 469             |
| Purchase of shares for treasury  | (27,630)                        | (22,960)        |
| Cash dividends paid to shareholders  | (39,001)                        | (35,584)        |
| <b>NET CASH USED BY FINANCING ACTIVITIES</b>   | <b>(59,971)</b>                 | <b>(74,361)</b> |
| Effect of exchange rate changes on Cash and cash equivalents   | (3,053)                         | (308)           |



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|  |    |          |    |         |
|--|----|----------|----|---------|
| DECREASE IN CASH AND CASH EQUIVALENTS            |    | (44,733) |    | (5,599) |
| Cash and cash equivalents at beginning of period |    | 366,193  |    | 388,136 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD       | \$ | 321,460  | \$ | 382,537 |

See notes to these consolidated financial statements.

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**LINCOLN ELECTRIC HOLDINGS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**Dollars in thousands, except per share amounts**

**NOTE 1 BASIS OF PRESENTATION**

As used in this report, the term "Company," except as otherwise indicated by the context, means Lincoln Electric Holdings, Inc. and its wholly-owned and majority-owned subsidiaries for which it has a controlling interest. The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, these unaudited consolidated financial statements do not include all of the information and notes required by GAAP for complete financial statements. However, in the opinion of management, these unaudited consolidated financial statements contain all the adjustments (consisting of normal recurring accruals) considered necessary to present fairly the financial position, results of operations and cash flows for the interim periods. Operating results for the nine months ended September 30, 2011 are not necessarily indicative of the results to be expected for the year ending December 31, 2011.

The accompanying Consolidated Balance Sheet at December 31, 2010 has been derived from the audited financial statements at that date, but does not include all of the information and notes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

On April 29, 2011, the Company announced a two-for-one stock split of the Company's common shares effective in the form of a 100% stock dividend. The record date for the stock split was May 16, 2011 and the additional shares were distributed on May 31, 2011. Accordingly, all per share amounts, average shares outstanding, shares outstanding, shares repurchased and equity based compensation presented in this Form 10-Q have been retroactively adjusted to reflect the stock split. Shareholders' equity has been retroactively adjusted to give effect to the stock split for all periods presented by reclassifying the stated value of the additional shares issued in connection with the stock split to Common shares from Additional paid-in capital.

Certain reclassifications have been made to the prior year financial statements to conform to current year classifications.

*Venezuela Foreign Currency*

Effective January 1, 2010, the financial statements of the Company's Venezuelan operation have been remeasured into the Company's reporting currency (U.S. dollar). A currency control board exists in Venezuela that is responsible for foreign exchange procedures, including approval of requests for exchanges of the Venezuelan currency (the bolivar) for U.S. dollars at the official (government established) exchange rates. An unregulated parallel market that existed for exchanging bolivars for U.S. dollars through securities transactions was terminated by the Venezuelan government on May 17, 2010 and subsequently established as a regulated market on June 9, 2010.

The official exchange rate in Venezuela had been fixed at 2.15 bolivars to 1 U.S. dollar for several years. On January 8, 2010, the Venezuelan government announced the devaluation of its currency relative to the U.S. dollar. The official exchange rate for imported goods classified as essential changed from 2.15 to 2.60 (the Essential Rate), while the official exchange rate for other non-essential goods moved to an exchange rate of 4.30 (the Non-Essential Rate). In remeasuring the financial statements, the Non-Essential Rate is used as this is the rate expected to be applicable to dividend repatriations.

In December 2010, the Venezuelan government announced the elimination of the Essential Rate effective as of January 1, 2011. The impact of the elimination of the Essential Rate did not have a significant impact on the Company's consolidated financial statements.

*Venezuela Highly Inflationary Economy*

Venezuela is a highly inflationary economy under GAAP. As a result, the financial statements of the Company's Venezuelan operation are reported under highly inflationary accounting rules as of January 1, 2010. Under highly inflationary accounting, the financial statements of the Company's Venezuelan operation have been remeasured into the Company's reporting currency and exchange gains and losses from the remeasurement of monetary assets and liabilities are reflected in current earnings.

Future impacts to earnings of applying highly inflationary accounting for Venezuela on the Company's consolidated financial statements will be dependent upon movements in the applicable exchange rates between the bolivar and the U.S. dollar and the

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**LINCOLN ELECTRIC HOLDINGS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Dollars in thousands, except per share amounts**

amount of monetary assets and liabilities included in the Company's Venezuelan operation's balance sheet. The bolivar-denominated monetary net asset position was \$3,165 at September 30, 2011 and net liability position was \$4,715 at December 31, 2010.

The devaluation of the bolivar and the change to the U.S. dollar as the functional currency for the nine months ended September 30, 2010 resulted in a foreign currency transaction gain of \$2,632 in Selling, general & administrative expenses and higher Cost of goods sold of \$5,755 due to the liquidation of inventory valued at the historical exchange rate.

**NOTE 2 NEW ACCOUNTING PRONOUNCEMENTS**

*New Accounting Standards Adopted:*

In December 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-29, *Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations a consensus of the FASB Emerging Issues Task Force*. The objective of ASU 2010-29 is to address diversity in practice about the interpretation of the pro forma revenue and earnings disclosure requirements for business combinations. This standard is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. ASU 2010-29 was adopted by the Company on January 1, 2011 and did not have an impact on the Company's financial statements.

In October 2009, the FASB issued ASU No. 2009-13, *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force*. This update provides amendments to the criteria in Accounting Standards Codification (ASC) Subtopic 605-25. ASU 2009-13 provides principles for allocating consideration among multiple-elements and accounting for separate deliverables under an arrangement. ASC 605-25, as amended, introduces an estimated selling price method for valuing the elements of a bundled arrangement if vendor-specific objective evidence or third-party evidence of selling price is not available and significantly expands related disclosure requirements. This standard is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Alternatively, adoption may be on a retrospective basis. ASU 2009-13 was adopted by the Company on January 1, 2011 and did not have a significant impact on the Company's financial statements.

*New Accounting Standards to be Adopted:*

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In September 2011, the FASB issued ASU No. 2011-09, *Compensation - Retirement Benefits-Multiemployer Plans (Subtopic 715-80): Disclosures about an Employer's Participation in a Multiemployer Plan*. The objective of ASU 2011-09 is to address concerns regarding the lack of transparency with respect to an employer's participation in a multiemployer pension plan. For employers that participate in multiemployer pension plans, the update will require additional quantitative and qualitative disclosures including: the significant multiemployer plans in which the employer participates; the level of participations in those plans; the financial health of the plans, including funded status and; the nature of the employer commitments to the plan. This standard is effective for annual periods for fiscal years ending after December 15, 2011, with early adoption permitted. The amendments should be applied retrospectively for all prior periods presented. The Company is currently evaluating the impact of the adoption of ASU 2011-09 on the Company's financial statements.

In September 2011, the FASB issued ASU No. 2011-08, *Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment*. ASU 2011-08 provides an entity the option to first assess qualitative factors to determine whether the existence of events or circumstance leads to the determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the entity determines it is not more likely than not that the fair value is less than the carrying amount, then performing the two-step impairment test is unnecessary. However, if the entity concludes otherwise, it is required to perform the first step of the two-step impairment test. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company is currently evaluating the impact of the adoption of ASU 2011-08 on the Company's financial statements.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This update provides amendments to ASC Topic 220, Comprehensive Income. ASU 2011-05 provides an entity the option to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Under both options, an entity is required to present each component of net income along with total net income,

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**LINCOLN ELECTRIC HOLDINGS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Dollars in thousands, except per share amounts**

each component of other comprehensive income along with a total for other comprehensive income and a total amount for comprehensive income. Further, the entity may be required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. The amendments should be applied retrospectively and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The Company does not expect adoption of this standard to have a significant impact on the Company's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 amends ASC Topic 820, resulting in common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards (IFRS). Consequently, the amendments change the wording used to describe many of the requirements in GAAP for measuring fair value and for disclosing information about fair value measurements. These amendments are to be applied prospectively and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early application is not permitted. The Company is currently evaluating the impact of the adoption of ASU 2011-04 on the Company's financial statements.

**NOTE 3 ACQUISITIONS**

On July 29, 2011, the Company acquired substantially all of the assets of Techalloy Company, Inc. and certain assets of its parent company, Central Wire Industries Ltd. (collectively, Techalloy), for approximately \$37,882 in cash. The fair value of assets acquired was \$33,514, resulting in goodwill of \$4,368. These values are preliminary and subject to final working capital adjustments. Techalloy, based in Baltimore, Maryland, was a privately-held manufacturer of nickel alloy and stainless steel welding consumables. The acquisition added to the Company's consumables portfolio. Annual sales for Techalloy at the date of acquisition were approximately \$70,000.

On July 29, 2011, the Company acquired substantially all of the assets of Applied Robotics, Inc. (d/b/a Torchmate) (Torchmate) for approximately \$8,109 in cash. The fair value of assets acquired was \$2,400, resulting in goodwill of \$5,709. These values are preliminary and subject to final working capital adjustments. Torchmate, based in Reno, Nevada, provides a wide selection of computer numeric controlled plasma cutter and oxy-fuel cutting systems. The acquisition added to the Company's product offering. Annual sales for Torchmate at the date of acquisition were approximately \$13,000.

On March 11, 2011, the Company completed the acquisition of OOO Severstal-metiz: welding consumables (Severstal) for approximately \$16,861 in cash and assumed debt. The fair value of the assets acquired was \$8,322, resulting in goodwill of \$8,539. Severstal is a leading manufacturer of welding consumables in Russia and was a subsidiary of OAO Severstal, one of the world's leading vertically integrated steel and mining companies. This acquisition expanded the Company's capacity and distribution channels in Russia and the Commonwealth of Independent States (CIS). Sales for Severstal during 2010 were approximately \$40,000.

On January 31, 2011, the Company acquired substantially all of the assets of SSCO Manufacturing, Inc. (d/b/a Arc Products) ( Arc Products ) for approximately \$3,280 in cash and a contingent consideration liability fair valued at \$3,806. The contingent consideration is based upon estimated sales for the five-year period ending December 31, 2015 and will be paid in 2016 based on actual sales during the five-year period.

The fair value of the assets acquired was \$3,613, resulting in goodwill of \$3,473. Arc Products was a privately-held manufacturer of orbital welding systems and welding automation components based in Southern California. Orbital welding systems are designed to automatically weld pipe and tube in difficult to access locations and for mission-critical applications requiring high weld integrity and sophisticated quality monitoring capabilities. The acquisition will complement the Company's ability to serve global customers in the nuclear, power generation and process industries worldwide. Sales for Arc Products during 2010 were not significant.

On October 29, 2010, the Company acquired all of the outstanding stock of Mezghosmetiz-Mtsensk OAO ( MGM ), a privately-held welding wire manufacturer based in the Orel region of Russia, for approximately \$28,500 in cash and assumed debt. This acquisition represented the Company's first manufacturing operation in Russia as well as established distribution channels to serve the growing Russian and CIS welding markets. Annual sales for MGM at the date of acquisition were approximately \$30,000.

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**LINCOLN ELECTRIC HOLDINGS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Dollars in thousands, except per share amounts**

Pro forma information related to these acquisitions has not been presented because the impact on the Company's Consolidated Statements of Income is not material. Acquired companies are included in the Company's consolidated financial statements as of the date of acquisition.

**NOTE 4 SEGMENT INFORMATION**

The Company's primary business is the design and manufacture of arc welding and cutting products, manufacturing a broad line of arc welding equipment, consumable welding products and other welding and cutting products. The Company also has a leading global position in the brazing and soldering alloys market. The Company has aligned its business units into five operating segments to enhance the utilization of the Company's worldwide resources and global sourcing initiatives. The operating segments consist of North America Welding, Europe Welding, Asia Pacific Welding, South America Welding and The Harris Products Group. The North America Welding segment includes welding operations in the United States, Canada and Mexico. The Europe Welding segment includes welding operations in Europe, Russia and Africa. The other two welding segments include welding operations in Asia Pacific and South America, respectively. The fifth segment, The Harris Products Group, includes the Company's global cutting, soldering and brazing businesses as well as the retail business in the United States.

Segment performance is measured and resources are allocated based on a number of factors, the primary profit measure being earnings before interest and income taxes ( EBIT ), as adjusted. Segment EBIT is adjusted for special items as determined by management, such as the impact of rationalization activities, certain asset impairment charges and gains or losses on disposals of assets.



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## LINCOLN ELECTRIC HOLDINGS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dollars in thousands, except per share amounts

Financial information for the reportable segments follows:

|                             | North<br>America<br>Welding | Europe<br>Welding | Asia Pacific<br>Welding | South<br>America<br>Welding | The Harris<br>Products<br>Group | Corporate /<br>Eliminations | Consolidated |
|-----------------------------|-----------------------------|-------------------|-------------------------|-----------------------------|---------------------------------|-----------------------------|--------------|
| <i>Three months ended</i>   |                             |                   |                         |                             |                                 |                             |              |
| <i>September 30, 2011</i>   |                             |                   |                         |                             |                                 |                             |              |
| Net sales                   | \$ 345,182                  | \$ 128,294        | \$ 97,790               | \$ 44,169                   | \$ 86,189                       | \$                          | \$ 701,624   |
| Inter-segment sales         | 33,070                      | 3,238             | 4,111                   | 254                         | 2,485                           | (43,158)                    |              |
| Total                       | \$ 378,252                  | \$ 131,532        | \$ 101,901              | \$ 44,423                   | \$ 88,674                       | (43,158)                    | \$ 701,624   |
| EBIT, as adjusted           | \$ 53,436                   | \$ 10,282         | \$ 1,899                | \$ 4,025                    | \$ 5,010                        | \$ 1,806                    | \$ 76,458    |
| Special items charge (gain) |                             |                   |                         |                             |                                 |                             |              |
| EBIT                        | \$ 53,436                   | \$ 10,282         | \$ 1,899                | \$ 4,025                    | \$ 5,010                        | \$ 1,806                    | \$ 76,458    |
| Interest income             |                             |                   |                         |                             |                                 |                             | 1,167        |
| Interest expense            |                             |                   |                         |                             |                                 |                             | (1,752)      |
| Income before income taxes  |                             |                   |                         |                             |                                 |                             | \$ 75,873    |
| <i>Three months ended</i>   |                             |                   |                         |                             |                                 |                             |              |
| <i>September 30, 2010</i>   |                             |                   |                         |                             |                                 |                             |              |
| Net sales                   | \$ 255,636                  | \$ 85,892         | \$ 79,657               | \$ 34,065                   | \$ 64,088                       | \$                          | \$ 519,338   |
| Inter-segment sales         | 28,291                      | 3,242             | 4,224                   | 662                         | 1,518                           | (37,937)                    |              |
| Total                       | \$ 283,927                  | \$ 89,134         | \$ 83,881               | \$ 34,727                   | \$ 65,606                       | (37,937)                    | \$ 519,338   |
| EBIT, as adjusted           | \$ 43,187                   | \$ 5,664          | (1,488)                 | \$ 3,170                    | \$ 4,119                        | (3,680)                     | \$ 50,972    |
| Special items charge (gain) |                             | 370               | (101)                   | 815                         |                                 |                             | 1,084        |
| EBIT                        | \$ 43,187                   | \$ 5,294          | (1,387)                 | \$ 2,355                    | \$ 4,119                        | (3,680)                     | \$ 49,888    |
| Interest income             |                             |                   |                         |                             |                                 |                             | 602          |
| Interest expense            |                             |                   |                         |                             |                                 |                             | (1,671)      |
| Income before income taxes  |                             |                   |                         |                             |                                 |                             | \$ 48,819    |
| <i>Nine months ended</i>    |                             |                   |                         |                             |                                 |                             |              |
| <i>September 30, 2011</i>   |                             |                   |                         |                             |                                 |                             |              |
| Net sales                   | \$ 947,594                  | \$ 381,750        | \$ 288,072              | \$ 116,011                  | \$ 266,669                      | \$                          | \$ 2,000,096 |
| Inter-segment sales         | 105,419                     | 13,375            | 10,721                  | 374                         | 6,735                           | (136,624)                   |              |
| Total                       | \$ 1,053,013                | \$ 395,125        | \$ 298,793              | \$ 116,385                  | \$ 273,404                      | (136,624)                   | \$ 2,000,096 |
| EBIT, as adjusted           | \$ 158,192                  | \$ 27,267         | \$ 3,281                | \$ 9,600                    | \$ 20,750                       | \$ 1,697                    | \$ 220,787   |
| Special items charge (gain) |                             | 392               | (110)                   |                             |                                 |                             | 282          |
| EBIT                        | \$ 158,192                  | \$ 26,875         | \$ 3,391                | \$ 9,600                    | \$ 20,750                       | \$ 1,697                    | \$ 220,505   |
| Interest income             |                             |                   |                         |                             |                                 |                             | 2,436        |
| Interest expense            |                             |                   |                         |                             |                                 |                             | (5,037)      |
| Income before income taxes  |                             |                   |                         |                             |                                 |                             | \$ 217,904   |
| Total assets                | \$ 1,105,952                | \$ 461,574        | \$ 372,017              | \$ 115,638                  | \$ 280,579                      | (372,883)                   | \$ 1,962,877 |

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| <i>Nine months ended</i>    |    |         |    |         |    |         |    |        |    |         |    |           |    |           |
|-----------------------------|----|---------|----|---------|----|---------|----|--------|----|---------|----|-----------|----|-----------|
| <i>September 30, 2010</i>   |    |         |    |         |    |         |    |        |    |         |    |           |    |           |
| Net sales                   | \$ | 740,780 | \$ | 255,773 | \$ | 233,965 | \$ | 85,009 | \$ | 190,353 | \$ | 1,505,880 |    |           |
| Inter-segment sales         |    | 81,381  |    | 9,787   |    | 9,310   |    | 1,064  |    | 4,877   |    | (106,419) |    |           |
| Total                       | \$ | 822,161 | \$ | 265,560 | \$ | 243,275 | \$ | 86,073 | \$ | 195,230 | \$ | (106,419) | \$ | 1,505,880 |
| EBIT, as adjusted           | \$ | 114,484 | \$ | 14,721  | \$ | 1,051   | \$ | 5,506  | \$ | 9,378   | \$ | (6,474)   | \$ | 138,666   |
| Special items charge (gain) |    |         |    | 2,079   |    | (4,222) |    | 3,123  |    | (416)   |    |           |    | 564       |
| EBIT                        | \$ | 114,484 | \$ | 12,642  | \$ | 5,273   | \$ | 2,383  | \$ | 9,794   | \$ | (6,474)   | \$ | 138,102   |
| Interest income             |    |         |    |         |    |         |    |        |    |         |    |           |    | 1,781     |
| Interest expense            |    |         |    |         |    |         |    |        |    |         |    |           |    | (4,751)   |
| Income before income taxes  |    |         |    |         |    |         |    |        |    |         |    |           | \$ | 135,132   |
| Total assets                | \$ | 913,608 | \$ | 389,893 | \$ | 330,163 | \$ | 96,847 | \$ | 269,208 | \$ | (201,027) | \$ | 1,798,692 |

In the third quarter of 2010, special items include a rationalization charge of \$370 for the Europe Welding segment, primarily related to costs associated with the consolidation of manufacturing operations. The Asia Pacific Welding segment includes a gain of \$101, primarily related to the sale of assets at rationalized operations. The South America Welding segment includes a

Table of Contents**LINCOLN ELECTRIC HOLDINGS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Dollars in thousands, except per share amounts**

charge of \$815 for the impact to the Company's operations in Venezuela resulting from the change in functional currency to the U.S. dollar and devaluation of the Venezuelan currency.

In the nine months ended September 30, 2011, special items include net charges of \$188 and \$93 for rationalization actions in the Europe Welding and Asia Pacific Welding segments, respectively, primarily related to employee severance and other costs associated with the consolidation of manufacturing operations. The Europe Welding and Asia Pacific Welding segments special items also include a loss of \$204 and a gain of \$203, respectively, on the sale of assets at rationalized operations.

For the nine months ended September 30, 2010, special items include a rationalization charge of \$2,079 for the Europe Welding segment, primarily related to costs associated with the consolidation of manufacturing operations. The Asia Pacific Welding segment includes a gain of \$4,555 related to the sale of assets at rationalized operations and charges of \$333 for costs associated with the consolidation of manufacturing operations. The South America Welding segment includes a net charge of \$3,123 for the impact to the Company's operations in Venezuela resulting from the change in functional currency to the U.S. dollar and devaluation of the Venezuelan currency. The Harris Products Group segment includes a gain of \$416 on the sale of a property of a rationalized operation.

**NOTE 5 RATIONALIZATION AND ASSET IMPAIRMENTS**

During 2009, the Company initiated rationalization actions including the consolidation of certain manufacturing operations in the Europe Welding, Asia Pacific Welding and The Harris Products Group segments. The Company recognized a net charge of \$282 for the nine months ended September 30, 2011, composed of a charge of \$259 related to activities for employee severance and other related charges and a net charge of \$23 related to asset impairments. At September 30, 2011, a liability relating to these actions of \$342 was recognized in Other current liabilities. The Company does not expect any further material costs associated with these actions in 2011 as they were substantially completed in 2010 and are expected to be substantially paid by the end of 2011.

The following table summarizes the activity related to the rationalization liabilities by segment:

|                               | Europe<br>Welding | Asia Pacific<br>Welding | The Harris<br>Products<br>Group | Consolidated |
|-------------------------------|-------------------|-------------------------|---------------------------------|--------------|
| Balance at December 31, 2010  | \$ 411            | \$ 90                   | \$ 930                          | \$ 1,431     |
| Payments                      | (320)             | (183)                   | (845)                           | (1,348)      |
| Charged to expense            | 166               | 93                      |                                 | 259          |
| Balance at September 30, 2011 | \$ 257            | \$                      | \$ 85                           | \$ 342       |

**NOTE 6 STOCK-BASED COMPENSATION**

The Company issued 384,534 and 97,612 shares of common stock from treasury upon exercise of stock options during the nine months ended September 30, 2011 and 2010, respectively, and 2,138 and 392 shares of common stock from treasury for dividends earned on the vesting of restricted shares during the nine months ended September 30, 2011 and 2010, respectively. The Company granted 45,703 and 1,600 stock options during the nine months ended September 30, 2011 and 2010, respectively, 66,604 restricted stock units during the nine months ended September 30, 2011 and 9,944 restricted shares during the nine months ended September 30, 2010. The restricted shares granted during the nine months ended September 30, 2010 were issued from treasury.

For the three months ended September 30, 2011 and 2010, common shares subject to equity-based awards of 923,308 and 1,390,802, respectively, were excluded from the computation of diluted earnings per share because the effect of their exercise would be anti-dilutive. For the nine months ended September 30, 2011 and 2010, common shares subject to equity-based awards of 492,166 and 1,390,172, respectively, were excluded from the computation of diluted earnings per share because the effect of their exercise would be anti-dilutive.

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## LINCOLN ELECTRIC HOLDINGS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dollars in thousands, except per share amounts

**NOTE 7 COMMON SHARE REPURCHASE PROGRAM**

The Company has a share repurchase program for up to 30 million shares of the Company's common stock. At management's discretion, the Company repurchases its common stock from time to time in the open market, depending on market conditions, stock price and other factors. During the three and nine month periods ended September 30, 2011, the Company purchased an aggregate of 455,664 and 795,664 common shares, respectively, in the open market under this plan. As of September 30, 2011, there remained 5,367,322 shares available for repurchase under the stock repurchase program. The repurchased common shares remain in treasury and have not been retired.

**NOTE 8 COMPREHENSIVE INCOME**

The components of comprehensive income are as follows:

|   | Three Months Ended September 30, |           | Nine Months Ended September 30, |            |
|---|----------------------------------|-----------|---------------------------------|------------|
|   | 2011                             | 2010      | 2011                            | 2010       |
| Net income including noncontrolling interests   | \$ 55,358                        | \$ 32,628 | \$ 159,322                      | \$ 90,701  |
| Other comprehensive income:   |                                  |           |                                 |            |
| Unrealized gain (loss) on derivatives designated and qualifying as cash flow hedges, net of tax | 1,516                            | (1,015)   | 1,412                           | (185)      |
| Defined benefit pension plan activity, net of tax   | 3,388                            | 3,193     | 10,104                          | 15,061     |
| Currency translation adjustment   | (59,045)                         | 40,445    | (23,978)                        | 6,552      |
| Total comprehensive income  | 1,217                            | 75,251    | 146,860                         | 112,129    |
| Total comprehensive (loss) income attributable to noncontrolling interests                      | (684)                            | 612       | 99                              | 2,300      |
| Total comprehensive income attributable to shareholders   | \$ 1,901                         | \$ 74,639 | \$ 146,761                      | \$ 109,829 |

For the three months ended September 30, 2011 and 2010, Unrealized gain (loss) on derivatives is shown above net of tax of \$447 and (\$93), respectively. For the nine months ended September 30, 2011 and 2010, Unrealized gain (loss) on derivatives is shown net of tax of \$477 and \$285, respectively.

For the three months ended September 30, 2011 and 2010, Defined benefit pension plan activity is shown above net of tax of \$2,246 and \$1,785, respectively. For the nine months ended September 30, 2011 and 2010, Defined benefit pension plan activity is shown net of tax of \$6,678 and \$9,230, respectively.

**NOTE 9 - EQUITY**

Changes in equity for the nine months ended September 30, 2011 are as follows:

|   | <b>Shareholders<br/>Equity</b> | <b>Noncontrolling<br/>Interests</b> | <b>Total Equity</b> |
|---|--------------------------------|-------------------------------------|---------------------|
| Balance at December 31, 2010                | \$ 1,133,497                   | \$ 15,981                           | \$ 1,149,478        |
| Comprehensive income:                       |                                |                                     |                     |
| Net income (loss)                           | 159,453                        | (131)                               | 159,322             |
| Other comprehensive (loss) income           | (12,692)                       | 230                                 | (12,462)            |
| Total comprehensive income                  | 146,761                        | 99                                  | 146,860             |
| Cash dividends declared - \$0.465 per share | (39,109)                       |                                     | (39,109)            |
| Issuance of shares under benefit plans      | 15,471                         |                                     | 15,471              |
| Purchase of shares for treasury             | (27,630)                       |                                     | (27,630)            |
| Balance at September 30, 2011               | \$ 1,228,990                   | \$ 16,080                           | \$ 1,245,070        |

Table of Contents**LINCOLN ELECTRIC HOLDINGS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Dollars in thousands, except per share amounts**

Changes in equity for the nine months ended September 30, 2010 are as follows:

|  | <b>Shareholders<br/>Equity</b> | <b>Noncontrolling<br/>Interests</b> | <b>Total Equity</b> |
|--|--------------------------------|-------------------------------------|---------------------|
| Balance at December 31, 2009               | \$ 1,072,346                   | \$ 13,329                           | \$ 1,085,675        |
| Comprehensive income:                      |                                |                                     |                     |
| Net income                                 | 88,741                         | 1,960                               | 90,701              |
| Other comprehensive income                 | 21,088                         | 340                                 | 21,428              |
| Total comprehensive income                 | 109,829                        | 2,300                               | 112,129             |
| Cash dividends declared - \$0.42 per share | (35,639)                       |                                     | (35,639)            |
| Issuance of shares under benefit plans     | 7,426                          |                                     | 7,426               |
| Purchase of shares for treasury            | (22,960)                       |                                     | (22,960)            |
| Balance at September 30, 2010              | \$ 1,131,002                   | \$ 15,629                           | \$ 1,146,631        |

**NOTE 10 INVENTORY VALUATION**

Inventories are valued at the lower of cost or market. Fixed manufacturing overhead costs are allocated to inventory based on normal production capacity and abnormal manufacturing costs are recognized as period costs. For most domestic inventories, cost is determined principally by the last-in, first-out ( LIFO ) method, and for non-U.S. inventories, cost is determined by the first-in, first-out ( FIFO ) method. The valuation of LIFO inventories is made at the end of each year based on inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs. Actual year-end costs and inventory levels may differ from interim LIFO inventory valuations. The excess of current cost over LIFO cost was \$78,386 and \$70,906 at September 30, 2011 and December 31, 2010, respectively.

**NOTE 11 ACCRUED EMPLOYEE BONUS**

Other current liabilities at September 30, 2011 and 2010 include accruals for year-end bonuses and related payroll taxes of \$85,134 and \$56,872, respectively, related to the Company's employees worldwide. The payment of bonuses is discretionary and subject to approval by the Board of Directors. A majority of annual bonuses are paid in December resulting in an increasing bonus accrual during the Company's fiscal year. The increase in the accrual from September 30, 2010 to September 30, 2011 is due to the increase in profitability of the Company.

**NOTE 12 CONTINGENCIES**

The Company, like other manufacturers, is subject from time to time to a variety of civil and administrative proceedings arising in the ordinary course of business. Such claims and litigation include, without limitation, product liability claims and health, safety and environmental claims, some of which relate to cases alleging asbestos and manganese induced illnesses. The claimants in the asbestos and manganese cases seek compensatory and punitive damages, in most cases for unspecified amounts. The Company believes it has meritorious defenses to these claims and intends to contest such suits vigorously.

The Company's accrual for contingent liabilities, primarily for product liability claims, was \$6,384 as of September 30, 2011 and \$5,711 as of December 31, 2010. The accrual is included in Other current liabilities. The Company also recognized an asset for recoveries from insurance carriers related to the insured claims outstanding of \$1,615 as of September 30, 2011 and \$1,616 as of December 31, 2010. The asset is included in Other current assets.

Based on the Company's historical experience in litigating product liability claims, including a significant number of dismissals, summary judgments and defense verdicts in many cases and immaterial settlement amounts, as well as the Company's current assessment of the underlying merits of the claims and applicable insurance, the Company believes resolution of these claims and proceedings, individually or in the aggregate (exclusive of defense costs), will not have a material effect on the Company's consolidated financial statements.



Table of Contents**LINCOLN ELECTRIC HOLDINGS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Dollars in thousands, except per share amounts****NOTE 13 PRODUCT WARRANTY COSTS**

The Company accrues for product warranty claims based on historical experience and the expected material and labor costs to provide warranty service. Warranty services are generally provided for periods up to three years from the date of sale. The accrual for product warranty claims is included in Other current liabilities.

The changes in the carrying amount of product warranty accruals for the nine months ended September 30, 2011 and 2010 are as follows:

|                                | <b>Nine Months Ended September 30,</b> |             |
|--------------------------------|--|-------------|
|                                | <b>2011</b>                            | <b>2010</b> |
| Balance at beginning of period | \$ 16,879                              | \$ 16,768   |
| Charged to expense             | 7,243                                  | 7,809       |
| Deductions                     | (7,909)                                | (8,375)     |
| Foreign currency translation   | (184)                                  | (205)       |
| Balance at end of period       | \$ 16,029                              | \$ 15,997   |

Warranty expense was 0.4% and 0.5% of sales for the nine months ended September 30, 2011 and 2010, respectively.

**NOTE 14 DEBT**

The Company's \$80,000 Series C Note (the Note) is due in March 2012. The Company has a line of credit totaling \$150,000 through the Amended and Restated Credit Agreement (the Credit Agreement), which was entered into on November 18, 2009. As of September 30, 2011, the Company was in compliance with all of its covenants and had no outstanding borrowings under the Credit Agreement, but had letters of credit outstanding totaling \$60, which reduced the availability under the Credit Agreement to \$149,940. The Credit Agreement has a three-year term and may be increased, subject to certain conditions, by an additional amount up to \$75,000 at any time not later than 180 days prior to the last day of the term.

The Company historically utilized interest rate swaps to manage interest rate risks. The Company terminated its remaining interest rate swaps in 2009 and had no interest rate swaps outstanding as of September 30, 2011. The termination of interest rate swaps in 2009 resulted in a realized gain of \$5,079. This gain was deferred and is being amortized over the remaining life of the Note. The amortization of this gain reduced Interest expense by \$1,243 in the nine month periods ended September 30, 2011 and 2010 and is expected to reduce annual interest expense by

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\$1,661 during 2011. At September 30, 2011, \$746 remains to be amortized and is recognized in Current portion of long-term debt. The weighted average effective interest rate on the Note, net of the impact of swaps, was 4.0 % for the nine months ended September 30, 2011.

**NOTE 15 RETIREMENT AND POSTRETIREMENT BENEFIT PLANS**

The components of total pension cost were as follows:

|                                    | Three Months Ended September 30, |          | Nine Months Ended September 30, |           |
|------------------------------------|----------------------------------|----------|---------------------------------|-----------|
|                                    | 2011                             | 2010     | 2011                            | 2010      |
| Service cost                       | \$ 4,544                         | \$ 3,847 | \$ 13,205                       | \$ 11,530 |
| Interest cost                      | 11,127                           | 10,810   | 33,067                          | 32,331    |
| Expected return on plan assets     | (14,323)                         | (12,620) | (43,061)                        | (37,758)  |
| Amortization of prior service cost | (16)                             | (12)     | (47)                            | (34)      |
| Amortization of net loss           | 5,444                            | 5,201    | 16,392                          | 15,597    |
| Defined benefit plans              | 6,776                            | 7,226    | 19,556                          | 21,666    |
| Multi-employer plans               | 241                              | 235      | 717                             | 764       |
| Defined contribution plans         | 2,137                            | 1,865    | 6,327                           | 5,554     |
| Total pension cost                 | \$ 9,154                         | \$ 9,326 | \$ 26,600                       | \$ 27,984 |

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**LINCOLN ELECTRIC HOLDINGS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Dollars in thousands, except per share amounts**

The Company voluntarily contributed \$30,000 to its defined benefit plans in the United States during the nine months ended September 30, 2011. The expected return on plan assets increased in 2011 due to higher investment balances in plan assets at December 31, 2010 than at December 31, 2009.

**NOTE 16 INCOME TAXES**

The Company recognized \$58,582 of tax expense on pre-tax income of \$217,904, resulting in an effective income tax rate of 26.9% for the nine months ended September 30, 2011. The effective income tax rate is lower than the Company's statutory rate primarily due to income earned in lower tax rate jurisdictions, the utilization of foreign tax loss carryforwards for which valuation allowances had been previously provided and a tax benefit of \$4,844 for tax audit settlements.

The effective income tax rate of 32.9% for the nine months ended September 30, 2010 was lower than the Company's statutory rate primarily due to income earned in lower tax rate jurisdictions and the utilization of foreign tax loss carryforwards for which valuation allowances had been previously provided.

The anticipated effective income tax rate for 2011 depends on the amount of earnings in various tax jurisdictions and the level of related tax deductions achieved during the year.

As of September 30, 2011, the Company had \$28,797 of unrecognized tax benefits. If recognized, approximately \$18,251 would be recognized as a component of income tax expense.

The Company files income tax returns in the U.S. and various state, local and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2007. The Company is currently subject to various U.S. state audits, a German tax audit for 2007-2009, a Canadian tax audit for 2005-2007 and an Indonesian tax audit for 2003-2007. The Company does not expect the results of these examinations to have a material effect on the Company's consolidated financial statements.

Unrecognized tax benefits are reviewed on an ongoing basis and are adjusted for changing facts and circumstances, including progress of tax audits and closing of statutes of limitations. Based on information currently available, management believes that additional audit activity could be completed and/or statutes of limitations may close relating to existing unrecognized tax benefits. It is reasonably possible there could be a

reduction of \$7,059 in prior years unrecognized tax benefits by the end of the third quarter 2012.

**NOTE 17 DERIVATIVES**

The Company uses derivatives to manage exposures to currency exchange rates, interest rates and commodity prices arising in the normal course of business. Derivative contracts to hedge currency and commodity exposures are generally written on a short-term basis but may cover exposures for up to two years while interest rate contracts may cover longer periods consistent with the terms of the underlying debt. The Company does not enter into derivatives for trading or speculative purposes.

All derivatives are recognized at fair value on the Company's Consolidated Balance Sheets. The accounting for gains and losses resulting from changes in fair value depends on the use of the derivative and whether it is designated and qualifies for hedge accounting. The Company formally documents the relationship of the hedge with the hedged item as well as the risk-management strategy for all designated hedges. Both at inception and on an ongoing basis, the hedging instrument is assessed as to its effectiveness, when applicable. If and when a derivative is determined not to be highly effective as a hedge, the underlying hedged transaction is no longer likely to occur, or the derivative is terminated, hedge accounting is discontinued. The cash flows from settled derivative contracts are recognized in operating activities in the Company's Consolidated Statements of Cash Flows. Hedge ineffectiveness was immaterial in the nine months ended September 30, 2011 and 2010.

The Company is subject to the credit risk of the counterparties to derivative instruments. Counterparties include a number of major banks and financial institutions. The Company manages individual counterparty exposure by monitoring the credit rating of the counterparty and the size of financial commitments and exposures between the Company and the counterparty. None of the concentrations of risk with any individual counterparty was considered significant at September 30, 2011. The Company does not expect any counterparties to fail to meet their obligations.

Table of Contents**LINCOLN ELECTRIC HOLDINGS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Dollars in thousands, except per share amounts***Cash Flow Hedges*

Certain foreign currency forward contracts were qualified and designated as cash flow hedges. The dollar equivalent gross notional amount of these short-term contracts was \$60,972 and \$33,221 at September 30, 2011 and December 31, 2010, respectively. The effective portions of the fair value gains or losses on these cash flow hedges are recognized in Accumulated other comprehensive income ( AOCI ) and subsequently reclassified to Cost of goods sold or Sales for hedges of purchases and sales, respectively, as the underlying hedged transactions affect earnings.

*Derivatives Not Designated as Hedging Instruments*

The Company has certain foreign exchange forward contracts that are not designated as hedges. These derivatives are held as economic hedges of certain balance sheet exposures. The dollar equivalent gross notional amount of these contracts was \$157,283 and \$173,116 at September 30, 2011 and December 31, 2010, respectively. The fair value gains or losses from these contracts are recognized in Selling, general and administrative expenses, offsetting the losses or gains on the exposures being hedged.

The Company had short-term silver forward contracts with notional amounts of 340,000 troy ounces at September 30, 2011. The notional amount of short-term silver contracts was 380,000 troy ounces at December 31, 2010. Realized and unrealized gains and losses on these contracts were recognized in earnings.

Fair values of derivative instruments in the Company's Consolidated Balance Sheets follow:

|   | September 30, 2011         |                                 | December 31, 2010          |                                 |
|---|----------------------------|---------------------------------|----------------------------|---------------------------------|
|   | Other<br>Current<br>Assets | Other<br>Current<br>Liabilities | Other<br>Current<br>Assets | Other<br>Current<br>Liabilities |
| <b>Derivatives by hedge designation</b> |                            |                                 |                            |                                 |
| Designated as hedging instruments:      |                            |                                 |                            |                                 |
| Foreign exchange contracts              | \$ 1,711                   | \$ 637                          | \$ 381                     | \$ 728                          |
| Not designated as hedging instruments:  |                            |                                 |                            |                                 |
| Foreign exchange contracts              | 1,532                      | 1,131                           | 252                        | 1,228                           |
| Commodity contracts                     | 3,195                      |                                 |                            | 1,051                           |
| <b>Total derivatives</b>                | <b>\$ 6,438</b>            | <b>\$ 1,768</b>                 | <b>\$ 633</b>              | <b>\$ 3,007</b>                 |

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The effects of designated fair value hedges and undesignated derivative instruments on the Company's Consolidated Statements of Income for the three and nine months ended September 30, 2011 and 2010 consisted of the following:

| Derivatives by hedge designation | Classification of gains (losses)           | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|----------------------------------|--|-------------------------------------|------------|------------------------------------|------------|
|                                  |  | 2011                                | 2010       | 2011                               | 2010       |
| Not designated as hedges:        |  |                                     |            |                                    |            |
| Foreign exchange contracts       | Selling, general & administrative expenses | \$ 5,645                            | \$ (5,366) | \$ (243)                           | \$ (1,518) |
| Commodity contracts              | Cost of goods sold                         | 1,984                               | (1,156)    | 347                                | (1,592)    |
| Commodity contracts              | Other income                               |                                     |            | (12)                               |            |

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## LINCOLN ELECTRIC HOLDINGS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dollars in thousands, except per share amounts

The effects of designated cash flow hedges on AOCI and the Company's Consolidated Statements of Income consisted of the following:

| Total gain (loss) recognized<br>in AOCI, net of tax | September 30, 2011 | December 31, 2010 |
|---|--------------------|-------------------|
| Foreign exchange contracts                          | \$ 1,060           | \$ (352)          |

| Derivative type               | Gain (loss) reclassified from AOCI to: | Three Months Ended<br>September 30, |       | Nine Months Ended<br>September 30, |         |
|-------------------------------|--|-------------------------------------|-------|------------------------------------|---------|
|                               |  | 2011                                | 2010  | 2011                               | 2010    |
| Foreign exchange<br>contracts | Sales                                  | \$ (113)                            | \$ 44 | \$ (3)                             | \$ 60   |
|                               | Cost of goods sold                     | (407)                               | (23)  | (1,610)                            | (111)   |
| Commodity contracts           | Cost of goods sold                     |                                     | (96)  |                                    | (1,029) |

The Company expects a gain of \$1,060 related to existing contracts to be reclassified from AOCI, net of tax, to earnings over the next 12 months as the hedged transactions are realized.

**NOTE 18 - FAIR VALUE**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The following hierarchy is used to classify the inputs used to measure fair value:

|         |   |
|---------|---|
| Level 1 | Unadjusted quoted prices in active markets for identical assets or liabilities.   |
| Level 2 | Unadjusted quoted prices in active markets for similar assets or liabilities, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability. |
| Level 3 | Unobservable inputs for the asset or liability.   |

The following table provides a summary of assets and liabilities as of September 30, 2011 measured at fair value on a recurring basis:

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| Description                | Balance as of<br>September 30, 2011 | Quoted Prices<br>in Active<br>Markets for<br>Identical Assets<br>or Liabilities<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|----------------------------|-------------------------------------|--|---|--|
| <b>Assets:</b>             |                                     |  |   |  |
| Foreign exchange contracts | \$ 3,243                            | \$   | \$ 3,243  | \$   |
| Commodity contracts        | 3,195                               |  | 3,195   |  |
| Total assets               | \$ 6,438                            | \$   | \$ 6,438  | \$   |
| <b>Liabilities:</b>        |                                     |  |   |  |
| Foreign exchange contracts | \$ 1,768                            | \$   | \$ 1,768  | \$   |
| Contingent consideration   | 4,153                               |  |   | 4,153  |
| Deferred compensation      | 14,316                              |  | 14,316  |  |
| Total liabilities          | \$ 20,237                           | \$   | \$ 16,084   | \$ 4,153   |



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## LINCOLN ELECTRIC HOLDINGS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Dollars in thousands, except per share amounts

The following table provides a summary of assets and liabilities as of December 31, 2010 measured at fair value on a recurring basis:

| Description                | Balance as of<br>December 31, 2010 | Quoted Prices<br>in Active<br>Markets for<br>Identical Assets<br>or Liabilities<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|----------------------------|------------------------------------|--|---|--|
| <b>Assets:</b>             |                                    |  |   |  |
| Foreign exchange contracts | \$ 633                             | \$   | \$ 633  | \$   |
| <b>Liabilities:</b>        |                                    |  |   |  |
| Foreign exchange contracts | \$ 1,956                           | \$   | \$ 1,956  | \$   |
| Commodity contracts        | 1,051                              |  | 1,051   |  |
| Deferred compensation      | 14,380                             |  | 14,380  |  |
| Total liabilities          | \$ 17,387                          | \$   | \$ 17,387   | \$   |

The Company's derivative contracts are valued at fair value using the market approach. The Company measures the fair value of foreign exchange contracts using Level 2 inputs based on observable spot and forward rates in active markets. The Company measures the fair value of commodity contracts using Level 2 inputs through observable market transactions in active markets provided by financial institutions. During the quarter ended September 30, 2011, there were no transfers between Levels 1, 2 or 3.

In connection with the Arc Products acquisition, the Company recorded contingent consideration fair valued at \$3,806 at January 31, 2011 and \$4,153 at September 30, 2011, reflecting \$347 of non-cash accretion. The contingent consideration is based upon estimated sales for the five-year period ending December 31, 2015 and will be paid in 2016 based on actual sales during the five-year period. The fair value of the contingent consideration is considered a Level 3 valuation and is estimated using a probability weighted discounted cash flow analysis.

The deferred compensation liability is the Company's liability under its executive deferred compensation plan. The Company measures the fair value of the liability using the net asset values of the participants' underlying investment fund elections.

The fair value of Cash and cash equivalents, Accounts receivable, Amounts due banks and Trade accounts payable approximated book value due to the short-term nature of these instruments at both September 30, 2011 and December 31, 2010. The fair value of long-term debt at September 30, 2011 and December 31, 2010, including the current portion, was approximately \$83,682 and \$88,120, respectively, which was determined using available market information and methodologies requiring judgment. The carrying value of this debt at such dates was \$83,486 and \$86,422, respectively. Since considerable judgment is required in interpreting market information, the fair value of the debt is not necessarily the amount that could be realized in a current market exchange.



Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
(Dollars in thousands, except per share amounts)

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read together with the Company's unaudited consolidated financial statements and other financial information included elsewhere in this Quarterly Report on Form 10-Q.

**General**

The Company is the world's largest designer and manufacturer of arc welding and cutting products, manufacturing a broad line of arc welding equipment, consumable welding products and other welding and cutting products. Welding products include arc welding power sources, wire feeding systems, robotic welding packages, fume extraction equipment, consumable electrodes and fluxes. The Company's product offering also includes regulators and torches used in oxy-fuel welding and cutting. In addition, the Company has a leading global position in the brazing and soldering alloys market.

The Company's products are sold in both domestic and international markets. In North America, products are sold principally through industrial distributors, retailers and also directly to users of welding products. Outside of North America, the Company has an international sales organization comprised of Company employees and agents who sell products from the Company's various manufacturing sites to distributors and product users.

On April 29, 2011, the Company announced a two-for-one stock split of the Company's common shares effective in the form of a 100% stock dividend. The record date for the stock split was May 16, 2011 and the additional shares were distributed on May 31, 2011. Accordingly, all per share amounts, average shares outstanding, shares outstanding, shares repurchased and equity based compensation presented in this Form 10-Q have been retroactively adjusted to reflect the stock split. Shareholders' equity has been retroactively adjusted to give effect to the stock split for all periods presented by reclassifying the stated value of the additional shares issued in connection with the stock split to Common shares from Additional paid-in capital.

**Results of Operations***Three Months Ended September 30, 2011 Compared with Three Months Ended September 30, 2010*

|                    | 2011       |            | Three Months Ended September 30, 2010 |            | Change     |       |
|--------------------|------------|------------|---------------------------------------|------------|------------|-------|
|                    | Amount     | % of Sales | Amount                                | % of Sales | Amount     | %     |
| Net sales          | \$ 701,624 | 100.0%     | \$ 519,338                            | 100.0%     | \$ 182,286 | 35.1% |
| Cost of goods sold | 516,172    | 73.6%      | 375,267                               | 72.3%      | 140,905    | 37.5% |
| Gross profit       | 185,452    | 26.4%      | 144,071                               | 27.7%      | 41,381     | 28.7% |
|                    | 110,629    | 15.8%      | 95,612                                | 18.4%      | 15,017     | 15.7% |

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|  |           |        |           |        |           |          |
|--|-----------|--------|-----------|--------|-----------|----------|
| Selling, general & administrative expenses               |           |        |           |        |           |          |
| Rationalization and asset impairment charges (gains)     |           |        | 269       | 0.1%   | (269)     | (100.0%) |
| Operating income   | 74,823    | 10.7%  | 48,190    | 9.3%   | 26,633    | 55.3%    |
| Interest income  | 1,167     | 0.2%   | 602       | 0.1%   | 565       | 93.9%    |
| Equity earnings in affiliates                            | 1,488     | 0.2%   | 1,070     | 0.2%   | 418       | 39.1%    |
| Other income   | 147       |        | 628       | 0.1%   | (481)     | (76.6%)  |
| Interest expense   | (1,752)   | (0.2%) | (1,671)   | (0.3%) | (81)      | (4.8%)   |
| Income before income taxes                               | 75,873    | 10.8%  | 48,819    | 9.4%   | 27,054    | 55.4%    |
| Income taxes   | 20,515    | 2.9%   | 16,191    | 3.1%   | 4,324     | 26.7%    |
| Net income including noncontrolling interests            | 55,358    | 7.9%   | 32,628    | 6.3%   | 22,730    | 69.7%    |
| Noncontrolling interests in subsidiaries (loss) earnings | (172)     |        | 155       |        | (327)     | (211.0%) |
| Net income   | \$ 55,530 | 7.9%   | \$ 32,473 | 6.3%   | \$ 23,057 | 71.0%    |

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*Net Sales:* The table below summarizes the impacts of volume, acquisitions, price and foreign currency exchange rates on Net sales for the three months ended September 30, 2011:

|                           | Change in Net Sales due to: |           |              |           |                     |            | Net Sales<br>2011 |
|---------------------------|-----------------------------|-----------|--------------|-----------|---------------------|------------|-------------------|
|                           | Net Sales<br>2010           | Volume    | Acquisitions | Price     | Foreign<br>Exchange |            |                   |
| <b>Operating Segments</b> |                             |           |              |           |                     |            |                   |
| North America Welding     | \$ 255,636                  | \$ 55,094 | \$ 22,403    | \$ 10,789 | \$ 1,260            | \$ 345,182 |                   |
| Europe Welding            | 85,892                      | 10,370    | 20,191       | 3,806     | 8,035               | 128,294    |                   |
| Asia Pacific Welding      | 79,657                      | 11,322    |              | (326)     | 7,137               | 97,790     |                   |
| South America Welding     | 34,065                      | 6,585     |              | 2,358     | 1,161               | 44,169     |                   |
| The Harris Products Group | 64,088                      | 1,367     |              | 19,310    | 1,424               | 86,189     |                   |
| Consolidated              | \$ 519,338                  | \$ 84,738 | \$ 42,594    | \$ 35,937 | \$ 19,017           | \$ 701,624 |                   |
| <b>% Change</b>           |                             |           |              |           |                     |            |                   |
| North America Welding     |                             | 21.6%     | 8.8%         | 4.2%      | 0.5%                | 35.0%      |                   |
| Europe Welding            |                             | 12.1%     | 23.5%        | 4.4%      | 9.4%                | 49.4%      |                   |
| Asia Pacific Welding      |                             | 14.2%     |              | (0.4%)    | 9.0%                | 22.8%      |                   |
| South America Welding     |                             | 19.3%     |              | 6.9%      | 3.4%                | 29.7%      |                   |
| The Harris Products Group |                             | 2.1%      |              | 30.1%     | 2.2%                | 34.5%      |                   |
| Consolidated              |                             | 16.3%     | 8.2%         | 6.9%      | 3.7%                | 35.1%      |                   |

Net sales volumes for the third quarter of 2011 increased for all operating segments as a result of improved demand levels reflective of expanding industrial economies and modest market share gains. Product pricing increased in the North America Welding, Europe Welding, South America Welding and The Harris Products Group segments from prior year levels due to the realization of price increases implemented in response to increases in raw material costs. Product pricing in the South America Welding segment reflects a higher inflationary environment, particularly in Venezuela. Product pricing increased in The Harris Products Group segment primarily as a result of the pass-through effect of higher commodity costs, particularly silver and copper, over the prior year period. In the Asia Pacific Welding segment, lower export pricing and competitive pressures in Australia offset pricing increases in the rest of Asia. With respect to changes in Net sales due to foreign exchange, all segments increased due to a weaker U.S. dollar.

*Gross Profit:* Gross profit increased 28.7% to \$185,452 for the third quarter 2011 compared with \$144,071 in the third quarter 2010. As a percentage of Net sales, Gross profit decreased to 26.4% in the third quarter 2011 from 27.7% in the third quarter 2010. The decrease in this percentage was the result of rising material costs and lower margins from recent acquisitions. In the third quarter 2011, charges totaling \$1,778 were recorded related to the initial accounting for recent acquisitions. In the prior year period, the South America Welding segment recorded charges of \$815 resulting from the change in functional currency and related devaluation of the Venezuelan currency. Foreign currency exchange rates had a \$3,932 favorable translation impact in the third quarter 2011.

*Selling, General & Administrative ( SG&A ) Expenses:* SG&A expenses were higher than prior year by \$15,017, or 15.7%, in the third quarter 2011 compared with the third quarter 2010. As a percentage of Net sales, SG&A expenses were 15.8% in the third quarter 2011 and 18.4% in the third quarter 2010. The increase in SG&A expenses was predominantly due to higher bonus expense of \$8,212, increased selling, general and administrative expenses from acquisitions of \$3,127, an unfavorable impact from foreign currency translation of \$2,572, and increased selling, administrative and research and development expense of \$1,870, partially offset by a decrease in legal expenses of \$905.

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*Interest Income:* Interest income increased to \$1,167 in the third quarter 2011 from \$602 in the third quarter 2010. The increase was largely due to interest income received on a sales tax refund.

*Equity Earnings in Affiliates:* Equity earnings in affiliates were \$1,488 in the third quarter 2011 compared with earnings of \$1,070 in the third quarter 2010. The increase was due to an increase in earnings of \$407 in Turkey and \$10 in Chile.

*Interest Expense:* Interest expense increased to \$1,752 in the third quarter 2011 from \$1,671 in the third quarter 2010 as a result of higher interest rates partially offset by lower levels of debt in the current period.

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*Income Taxes:* The Company recognized \$20,515 of tax expense on pre-tax income of \$75,873, resulting in an effective income tax rate of 27.0% for the three months ended September 30, 2011. The effective income tax rate is lower than the Company's statutory rate primarily due to income earned in lower tax rate jurisdictions and the utilization of foreign tax loss carryforwards for which valuation allowances had been previously provided.

The effective income tax rate of 33.2% for the three months ended September 30, 2010 was lower than the Company's statutory rate primarily due to income earned in lower tax rate jurisdictions and the utilization of foreign tax loss carryforwards for which valuation allowances had been previously provided.

*Net Income:* Net income for the third quarter 2011 was \$55,530 compared with Net income of \$32,473 in the third quarter 2010. Diluted earnings per share for the third quarter 2011 was \$0.66 compared with \$0.38 in the third quarter 2010. Foreign currency exchange rate movements had a favorable translation effect of \$1,034 on Net income for the third quarter 2011.

*Nine Months Ended September 30, 2011 Compared with Nine Months Ended September 30, 2010*

|  | 2011         |            | Nine Months Ended September 30, 2010 |            | Change     |          |
|--|--------------|------------|--------------------------------------|------------|------------|----------|
|  | Amount       | % of Sales | Amount                               | % of Sales | Amount     | %        |
| Net sales  | \$ 2,000,096 | 100.0%     | \$ 1,505,880                         | 100.0%     | \$ 494,216 | 32.8%    |
| Cost of goods sold                                       | 1,457,702    | 72.9%      | 1,089,893                            | 72.4%      | 367,809    | 33.7%    |
| Gross profit   | 542,394      | 27.1%      | 415,987                              | 27.6%      | 126,407    | 30.4%    |
| Selling, general & administrative expenses               | 327,794      | 16.4%      | 284,452                              | 18.9%      | 43,342     | 15.2%    |
| Rationalization and asset impairment charges (gains)     | 282          |            | (2,559)                              | (0.2%)     | 2,841      | 111.0%   |
| Operating income   | 214,318      | 10.7%      | 134,094                              | 8.9%       | 80,224     | 59.8%    |
| Interest income  | 2,436        | 0.1%       | 1,781                                | 0.1%       | 655        | 36.8%    |
| Equity earnings in affiliates                            | 4,033        | 0.2%       | 2,684                                | 0.2%       | 1,349      | 50.3%    |
| Other income   | 2,154        | 0.1%       | 1,324                                | 0.1%       | 830        | 62.7%    |
| Interest expense   | (5,037)      | (0.3%)     | (4,751)                              | (0.3%)     | (286)      | (6.0%)   |
| Income before income taxes                               | 217,904      | 10.9%      | 135,132                              | 9.0%       | 82,772     | 61.3%    |
| Income taxes   | 58,582       | 2.9%       | 44,431                               | 3.0%       | 14,151     | 31.8%    |
| Net income including noncontrolling interests            | 159,322      | 8.0%       | 90,701                               | 6.0%       | 68,621     | 75.7%    |
| Noncontrolling interests in subsidiaries (loss) earnings | (131)        |            | 1,960                                | 0.1%       | (2,091)    | (106.7%) |
| Net income   | \$ 159,453   | 8.0%       | \$ 88,741                            | 5.9%       | \$ 70,712  | 79.7%    |

*Net Sales:* The table below summarizes the impacts of volume, acquisitions, price and foreign currency exchange rates on Net sales for the nine months ended September 30, 2011:

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|                           | Change in Net Sales due to: |            |              |            |                     |              | Net Sales<br>2011 |
|---------------------------|-----------------------------|------------|--------------|------------|---------------------|--------------|-------------------|
|                           | Net Sales<br>2010           | Volume     | Acquisitions | Price      | Foreign<br>Exchange |              |                   |
| <b>Operating Segments</b> |                             |            |              |            |                     |              |                   |
| North America Welding     | \$ 740,780                  | \$ 149,157 | \$ 23,680    | \$ 27,064  | \$ 6,913            | \$ 947,594   |                   |
| Europe Welding            | 255,773                     | 37,571     | 51,218       | 14,746     | 22,442              | 381,750      |                   |
| Asia Pacific Welding      | 233,965                     | 31,848     |              | 2,932      | 19,327              | 288,072      |                   |
| South America Welding     | 85,009                      | 19,192     |              | 7,417      | 4,393               | 116,011      |                   |
| The Harris Products Group | 190,353                     | 14,338     |              | 57,398     | 4,580               | 266,669      |                   |
| Consolidated              | \$ 1,505,880                | \$ 252,106 | \$ 74,898    | \$ 109,557 | \$ 57,655           | \$ 2,000,096 |                   |
| <b>% Change</b>           |                             |            |              |            |                     |              |                   |
| North America Welding     |                             | 20.1%      | 3.2%         | 3.7%       | 0.9%                | 27.9%        |                   |
| Europe Welding            |                             | 14.7%      | 20.0%        | 5.8%       | 8.8%                | 49.3%        |                   |
| Asia Pacific Welding      |                             | 13.6%      |              | 1.3%       | 8.3%                | 23.1%        |                   |
| South America Welding     |                             | 22.6%      |              | 8.7%       | 5.2%                | 36.5%        |                   |
| The Harris Products Group |                             | 7.5%       |              | 30.2%      | 2.4%                | 40.1%        |                   |
| Consolidated              |                             | 16.7%      | 5.0%         | 7.3%       | 3.8%                | 32.8%        |                   |



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Net sales volumes for the nine months ended September 30, 2011 increased for all operating segments as a result of improved demand levels reflective of expanding industrial economies and modest market share gains. Product pricing increased in all segments from prior year levels due to the realization of price increases implemented in response to increases in raw material costs. Product pricing in the South America Welding segment reflects a higher inflationary environment, particularly in Venezuela. Product pricing increased in The Harris Products Group segment primarily as a result of the pass-through effect of higher commodity costs, particularly silver and copper, over the prior year period. With respect to changes in Net sales due to foreign exchange, all segments increased due to a weaker U.S. dollar.

*Gross Profit:* Gross profit increased 30.4% to \$542,394 for the nine months ended September 30, 2011 compared with \$415,987 in the nine months ended September 30, 2010. As a percentage of Net sales, Gross profit decreased to 27.1% in the nine months ended September 30, 2011 as compared to 27.6% in the same period in 2010. The decrease was the result of rising material costs and lower margins from recent acquisitions. In the prior year period, the South America Welding segment recorded charges of \$5,755 resulting from the change in functional currency and related devaluation of the Venezuelan currency. Foreign currency exchange rates had a \$12,101 favorable translation impact in the nine months ended September 30, 2011.

*Selling, General & Administrative ( SG&A ) Expenses:* SG&A expenses were higher than prior year by \$43,342, or 15.2%, in the nine months ended September 30, 2011 compared with the same period in 2010. As a percentage of Net sales, SG&A expenses were 16.4% in the nine months ended September 30, 2011 and 18.9% in the same period in 2010. The increase in SG&A expenses was predominantly due to higher bonus expense of \$26,918, increased selling, general, & administrative expenses from acquisitions of \$5,347, an unfavorable impact from foreign currency translation of \$7,903, and increased selling, administrative and research and development expense of \$6,675, partially offset by a decrease in legal expenses of \$6,347. In the prior year period, the South America Welding segment recorded a gain of \$2,632 due to the change in the functional currency and related devaluation of the Venezuelan currency.

*Rationalization and Asset Impairment Charges (Gains):* In the nine months ended September 30, 2011, the Company recognized \$282 (\$237 after-tax) in charges primarily related to rationalization actions initiated in 2009.

*Interest Income:* Interest income increased to \$2,436 in the nine months ended September 30, 2011 from \$1,781 in the nine months ended September 30, 2010. The increase was due to interest income received on a sales tax refund and the net effect of lower average Cash and cash equivalents balances earning higher interest rates in the nine months ended September 30, 2011, compared with the same period in 2010.

*Equity Earnings in Affiliates:* Equity earnings in affiliates were \$4,033 in the nine months ended September 30, 2011 compared with earnings of \$2,684 in the same period in 2010. The increase was due to an increase in earnings of \$1,130 in Turkey and \$219 in Chile.

*Interest Expense:* Interest expense increased to \$5,037 in the nine months ended September 30, 2011 from \$4,751 in the comparable prior year period as a result of higher interest rates in certain foreign jurisdictions, partially offset by lower levels of debt in 2011.

*Income Taxes:* The Company recognized \$58,582 of tax expense on pre-tax income of \$217,904, resulting in an effective income tax rate of 26.9% for the nine months ended September 30, 2011. The effective income tax rate is lower than the Company's statutory rate primarily due to income earned in lower tax rate jurisdictions, the utilization of foreign tax loss carryforwards for which valuation allowances had been

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previously provided and a tax benefit of \$4,844 for tax audit settlements.

The effective income tax rate of 32.9% for the nine months ended September 30, 2010 was lower than the Company's statutory rate primarily due to income earned in lower tax rate jurisdictions and the utilization of foreign tax loss carryforwards for which valuation allowances had been previously provided.

*Net Income:* Net income for the nine months ended September 30, 2011 was \$159,453 compared with Net income of \$88,741 in the same period in 2010. Diluted earnings per share for the nine months ended September 30, 2011 was \$1.88 compared with \$1.04 in the nine months ended September 30, 2010. Foreign currency exchange rate movements had a favorable translation effect of \$3,147 on Net income for the nine months ended September 30, 2011.

Table of Contents**Non-GAAP Financial Measures**

The Company reviews Adjusted operating income, Adjusted net income and Adjusted diluted earnings per share, all non-GAAP financial measures, in assessing and evaluating the Company's underlying operating performance. These non-GAAP financial measures exclude the impact of special items on the Company's reported financial results. Non-GAAP financial measures should be read in conjunction with the GAAP financial measures, as non-GAAP measures are a supplement to, and not a replacement for, GAAP financial measures.

The following table presents a reconciliation of Operating income as reported to Adjusted operating income:

|  | Three Months Ended September 30, |           | Nine Months Ended September 30, |            |
|--|----------------------------------|-----------|---------------------------------|------------|
|  | 2011                             | 2010      | 2011                            | 2010       |
| Operating income as reported                           | \$ 74,823                        | \$ 48,190 | \$ 214,318                      | \$ 134,094 |
| Special items (pre-tax):                               |                                  |           |                                 |            |
| Rationalization and asset impairment charges (gains)   |                                  | 269       | 282                             | (2,559)    |
| Venezuela - functional currency change and devaluation |                                  | 815       |                                 | 3,123      |
| Adjusted operating income                              | \$ 74,823                        | \$ 49,274 | \$ 214,600                      | \$ 134,658 |

Special items included in Operating income during the nine months ended September 30, 2011 include net rationalization and asset impairment charges of \$282, primarily related to employee severance and other costs associated with the consolidation of manufacturing operations in the Europe Welding and Asia Pacific Welding segments resulting from actions initiated in 2009.

Special items included in Operating income during the third quarter of 2010, include rationalization charges of \$269, primarily related to costs associated with the consolidation of manufacturing operations initiated in 2009 offset by gains on the disposal of assets at rationalized operations and a charge of \$815 in Cost of goods sold related to the change in functional currency for the Company's operation in Venezuela to the U.S. dollar and the devaluation of the Venezuelan currency. Special items included in Operating income during the nine months ended September 30, 2010 include a rationalization gain of \$2,559, primarily related to the disposal of assets at rationalized operations offset by costs associated with the consolidation of manufacturing operations initiated in 2009 and a net charge of \$3,123 related to the change in the functional currency for the Company's operation in Venezuela to the U.S. dollar and the devaluation of the Venezuelan currency. The net charge of \$3,123 includes an incremental inventory cost of \$5,755 included in Cost of goods sold and a foreign currency transaction gain of \$2,632 included in SG&A expenses.

The following table presents reconciliations of Net income and Diluted earnings per share as reported to Adjusted net income and Adjusted diluted earnings per share:

|  | Three Months Ended September 30, |           | Nine Months Ended September 30, |           |
|--|----------------------------------|-----------|---------------------------------|-----------|
|  | 2011                             | 2010      | 2011                            | 2010      |
| Net income as reported                                 | \$ 55,530                        | \$ 32,473 | \$ 159,453                      | \$ 88,741 |
| Special items (after-tax):                             |                                  |           |                                 |           |
| Rationalization and asset impairment charges (gains)   |                                  | 265       | 237                             | (2,896)   |
| Venezuela - functional currency change and devaluation |                                  | 815       |                                 | 3,560     |
| Adjustment for tax audit settlements                   |                                  |           | (4,844)                         |           |

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|  |    |        |      |        |                      |
|--|----|--------|------|--------|----------------------|
| Noncontrolling interests               |    |        | 44   |        | 1,890                |
| Adjusted net income                    | \$ | 55,530 | \$   | 33,597 | \$ 154,846 \$ 91,295 |
| Diluted earnings per share as reported | \$ | 0.66   | \$   | 0.38   | \$ 1.88 \$ 1.04      |
| Special items                          |    |        | 0.01 |        | (0.05) 0.03          |
| Adjusted diluted earnings per share    | \$ | 0.66   | \$   | 0.39   | \$ 1.83 \$ 1.07      |

Special items included in Net income for the nine months ended September 30, 2011 include net rationalization and asset impairment charges of \$237, primarily related to employee severance and other costs associated with the consolidation of manufacturing operations in the Europe Welding and Asia Pacific Welding segments resulting from actions initiated in 2009.

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Special items for the nine months ended September 30, 2011 also include a gain of \$4,844 related to a favorable adjustment for tax audit settlements at the North America Welding segment.

Special items included in Net income during 2010 include rationalization charges of \$265 and gains of \$2,896 for the three and nine months ended September 30, 2010, respectively, primarily related to costs associated with the consolidation of manufacturing operations initiated in 2009 offset by gains on the disposal of assets at rationalized operations. Special items for 2010 also include net charges of \$815 and \$3,560 for the three and nine months ended September 30, 2010, respectively, related to the change in the functional currency for the Company's operation in Venezuela to the U.S. dollar and the devaluation of the Venezuelan currency. In addition, special items include charges of \$44 and \$1,890 in Noncontrolling interests for the three and nine months ended September 30, 2010, respectively, associated with gains recognized on the disposal of assets for a majority-owned consolidated subsidiary.

***Liquidity and Capital Resources***

The Company's cash flow from operations can be cyclical. Operational cash flow is a key driver of liquidity, providing cash and access to capital markets. In assessing liquidity, the Company reviews working capital measurements to define areas for improvement. Management anticipates the Company will be able to satisfy cash requirements for its ongoing businesses for the foreseeable future primarily with cash generated by operations, existing cash balances and, if necessary, borrowings under its existing credit facilities.

The Company continues to expand globally and periodically looks at transactions that would involve significant investments. The Company can fund its global expansion plans with operational cash flow, but a significant acquisition may require access to capital markets, in particular, the long-term debt market, as well as the syndicated bank loan market. The Company's financing strategy is to fund itself at the lowest after-tax cost of funding. Where possible, the Company utilizes operational cash flows and raises capital in the most efficient market, usually the United States, and then lends funds to the specific subsidiary that requires funding. If additional acquisitions providing appropriate financial benefits become available, additional expenditures may be made.

The following table reflects changes in key cash flow measures:

|   | Nine Months Ended September 30, |            |           |
|---|---------------------------------|------------|-----------|
|   | 2011                            | 2010       | Change    |
| Cash provided by operating activities               | \$ 130,378                      | \$ 103,714 | \$ 26,664 |
| Cash used by investing activities                   | (112,087)                       | (34,644)   | (77,443)  |
| Capital expenditures                                | (50,750)                        | (43,208)   | (7,542)   |
| Acquisition of businesses, net of cash acquired     | (62,340)                        | (1,182)    | (61,158)  |
| Proceeds from sale of property, plant and equipment | 1,003                           | 9,746      | (8,743)   |
| Cash used by financing activities                   | (59,971)                        | (74,361)   | 14,390    |
| Payments on short-term borrowings, net              | (1,280)                         | (16,629)   | 15,349    |
| Payments on long-term borrowings, net               | (1,598)                         | (976)      | (622)     |
| Proceeds from exercise of stock options             | 7,211                           | 1,319      | 5,892     |
| Tax benefit from exercise of stock options          | 2,327                           | 469        | 1,858     |
| Purchase of shares for treasury                     | (27,630)                        | (22,960)   | (4,670)   |
| Cash dividends paid to shareholders                 | (39,001)                        | (35,584)   | (3,417)   |
| Decrease in Cash and cash equivalents               | (44,733)                        | (5,599)    |           |

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Cash and cash equivalents decreased 12.2% or \$44,733 during the nine months ended September 30, 2011 to \$321,460 from \$366,193 as of December 31, 2010. This compares to a decrease of 1.4% or \$5,599 to \$382,537 during the nine months ended September 30, 2010.

Cash provided by operating activities increased by \$26,664 for the nine months ended September 30, 2011, compared with the nine months ended September 30, 2010. This increase was predominantly related to an increase in Net income offset by increases in net operating working capital required to support higher sales levels. Net operating working capital is defined as the sum of Accounts receivable and Total inventory less Trade accounts payable. Net operating working capital to sales, defined as net operating working capital divided by annualized rolling three months of Net sales, increased to 21.8% at September 30, 2011 compared with 20.7% at December 31, 2010 and decreased from 23.2% at September 30, 2010. Days sales in inventory increased to 99.1 days at September 30, 2011 from 89.8 days at December 31, 2010 and decreased from 107.7 days at September 30, 2010. Accounts receivable days decreased to 53.5 days at September 30, 2011 from 55.4 days

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at December 31, 2010 and 59.3 days at September 30, 2010. Average days in accounts payable increased to 39.3 days at September 30, 2011 from 35.2 days at December 31, 2010 and decreased from 41.2 days at September 30, 2010.

Cash used by investing activities for the nine months ended September 30, 2011 compared with the nine months ended September 30, 2010 increased by \$77,443. This reflects an increase in capital expenditures of \$7,542 in the nine months ended September 30, 2011, and an increase in cash used in the acquisition of businesses of \$61,158. The Company anticipates capital expenditures in 2011 to be in the range of \$60,000 to \$70,000. Anticipated capital expenditures reflect investments for capital maintenance to improve operational effectiveness and the Company's continuing international expansion. Management critically evaluates all proposed capital expenditures and requires each project to increase efficiency, reduce costs, promote business growth, or improve the overall safety and environmental conditions of the Company's facilities.

Cash used by financing activities decreased by \$14,390 to \$59,971 in the nine months ended September 30, 2011 compared with the comparable period of 2010. The decrease was predominantly due to higher proceeds from the exercise of stock options of \$5,892 and decreased net payments of short-term borrowings of \$15,349 compared with the prior year comparable period, offset by higher purchases of common shares for treasury of \$4,670.

The Company's debt levels decreased from \$97,705 at December 31, 2010 to \$94,545 at September 30, 2011. Debt to total invested capital decreased to 7.1% at September 30, 2011 from 7.8% at December 31, 2010. Included in the Company's debt is a Senior Unsecured Note with a balance of \$80,000, which is due in March 2012. The Company expects to repay this note with cash generated by operations, existing cash balances or borrowings under its existing credit facilities.

In October 2011, the Company paid a cash dividend of \$0.155 per share, or \$12,934, to shareholders of record on September 30, 2011.

*Venezuela Foreign Currency*

Effective January 1, 2010, the financial statements of the Company's Venezuelan operation have been remeasured into the Company's reporting currency (U.S. dollar). A currency control board exists in Venezuela that is responsible for foreign exchange procedures, including approval of requests for exchanges of the Venezuelan currency (the bolivar) for U.S. dollars at the official (government established) exchange rates. An unregulated parallel market that existed for exchanging bolivars for U.S. dollars through securities transactions was terminated by the Venezuelan government on May 17, 2010 and subsequently established as a regulated market on June 9, 2010.

The official exchange rate in Venezuela had been fixed at 2.15 bolivars to 1 U.S. dollar for several years. On January 8, 2010, the Venezuelan government announced the devaluation of its currency relative to the U.S. dollar. The official exchange rate for imported goods classified as essential changed from 2.15 to 2.60 (the Essential Rate), while the official exchange rate for other non-essential goods moved to an exchange rate of 4.30 (the Non-Essential Rate). In remeasuring the financial statements, the Non-Essential Rate is used as this is the rate expected to be applicable to dividend repatriations.

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In December 2010, the Venezuelan government announced the elimination of the Essential Rate effective as of January 1, 2011. The impact of the elimination of the Essential Rate did not have a significant impact on the Company's consolidated financial statements.

### *Venezuela Highly Inflationary Economy*

Venezuela is a highly inflationary economy under GAAP. As a result, the financial statements of the Company's Venezuelan operation are reported under highly inflationary accounting rules as of January 1, 2010. Under highly inflationary accounting, the financial statements of the Company's Venezuelan operation have been remeasured into the Company's reporting currency and exchange gains and losses from the remeasurement of monetary assets and liabilities are reflected in current earnings.

Future impacts to earnings of applying highly inflationary accounting for Venezuela on the Company's consolidated financial statements will be dependent upon movements in the applicable exchange rates between the bolivar and the U.S. dollar and the amount of monetary assets and liabilities included in the Company's Venezuelan operation's balance sheet. The bolivar-denominated monetary net asset position was \$3,165 at September 30, 2011 and net liability position was \$4,715 at December 31, 2010.

The devaluation of the bolivar and the change to the U.S. dollar as the functional currency for the nine months ended September 30, 2010 resulted in a foreign currency transaction gain of \$2,632 in Selling, general & administrative



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expenses and higher Cost of goods sold of \$5,755 due to the liquidation of inventory valued at the historical exchange rate.

**New Accounting Pronouncements**

Refer to Note 2 to the consolidated financial statements for a discussion of accounting standards recently adopted or required to be adopted in the future.

**Acquisitions**

On July 29, 2011, the Company acquired substantially all of the assets of Techalloy Company, Inc. and certain assets of its parent company, Central Wire Industries Ltd. (collectively, Techalloy ), for approximately \$37,882 in cash. The fair value of assets acquired was \$33,514, resulting in goodwill of \$4,368. These values are preliminary and subject to final working capital adjustments. Techalloy, based in Baltimore, Maryland, was a privately-held manufacturer of nickel alloy and stainless steel welding consumables. The acquisition added to the Company's consumables portfolio. Annual sales for Techalloy at the date of acquisition were approximately \$70,000.

On July 29, 2011, the Company acquired substantially all of the assets of Applied Robotics, Inc. (d/b/a Torchmate) ( Torchmate ) for approximately \$8,109 in cash. The fair value of assets acquired was \$2,400, resulting in goodwill of \$5,709. These values are preliminary and subject to final working capital adjustments. Torchmate, based in Reno, Nevada, provides a wide selection of computer numeric controlled plasma cutter and oxy-fuel cutting systems. The acquisition added to the Company's product offering. Annual sales for Torchmate at the date of acquisition were approximately \$13,000.

On March 11, 2011, the Company completed the acquisition of OOO Severstal-metiz: welding consumables ( Severstal ) for approximately \$16,861 in cash and assumed debt. The fair value of the assets acquired was \$8,322, resulting in goodwill of \$8,539. Severstal is a leading manufacturer of welding consumables in Russia and was a subsidiary of OAO Severstal, one of the world's leading vertically integrated steel and mining companies. This acquisition expanded the Company's capacity and distribution channels in Russia and the Commonwealth of Independent States ( CIS ). Sales for Severstal during 2010 were approximately \$40,000.

On January 31, 2011, the Company acquired substantially all of the assets of SSCO Manufacturing, Inc. (d/b/a Arc Products) ( Arc Products ) for approximately \$3,280 in cash and a contingent consideration liability fair valued at \$3,806. The contingent consideration is based upon estimated sales for the five-year period ending December 31, 2015 and will be paid in 2016 based on actual sales during the five-year period. The fair value of the assets acquired was \$3,613, resulting in goodwill of \$3,473. Arc Products was a privately-held manufacturer of orbital welding systems and welding automation components based in Southern California. Orbital welding systems are designed to automatically weld pipe and tube in difficult to access locations and for mission-critical applications requiring high weld integrity and sophisticated quality monitoring capabilities. The acquisition will complement the Company's ability to serve global customers in the nuclear, power generation and process industries worldwide. Sales for Arc Products during 2010 were not significant.

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On October 29, 2010, the Company acquired all of the outstanding stock of Mezghosmetiz-Mtsensk OAO ( MGM ), a privately-held welding wire manufacturer based in the Orel region of Russia, for approximately \$28,500 in cash and assumed debt. This acquisition represented the Company's first manufacturing operation in Russia as well as established distribution channels to serve the growing Russian and CIS welding markets. Annual sales for MGM at the date of acquisition were approximately \$30,000.

Pro forma information related to these acquisitions has not been presented because the impact on the Company's Consolidated Statements of Income is not material. Acquired companies are included in the Company's consolidated financial statements as of the date of acquisition.

### **Rationalization and Asset Impairments**

During 2009, the Company initiated rationalization actions including the consolidation of certain manufacturing operations in the Europe Welding, Asia Pacific Welding and The Harris Products Group segments. The Company recognized a net charge of \$282 for the nine months ended September 30, 2011, composed of a charge of \$259 related to activities for employee severance and other related charges and a net charge of \$23 related to asset impairments. At September 30, 2011, a liability relating to these actions of \$342 was recognized in Other current liabilities. The Company does not expect any further material costs associated with these actions in 2011 as they were substantially completed in 2010 and are expected to be substantially paid by the end of 2011.

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**Debt**

The Company's \$80,000 Series C Note (the "Note") is due in March 2012. The Company has a line of credit totaling \$150,000 through the Amended and Restated Credit Agreement (the "Credit Agreement"), which was entered into on November 18, 2009. As of September 30, 2011, the Company was in compliance with all of its covenants and had no outstanding borrowings under the Credit Agreement, but had letters of credit outstanding totaling \$60, which reduced the availability under the Credit Agreement to \$149,940. The Credit Agreement has a three-year term and may be increased, subject to certain conditions, by an additional amount up to \$75,000 at any time not later than 180 days prior to the last day of the term.

The Company historically utilized interest rate swaps to manage interest rate risks. The Company terminated its remaining interest rate swaps in 2009 and had no interest rate swaps outstanding as of September 30, 2011. The termination of interest rate swaps in 2009 resulted in a realized gain of \$5,079. This gain was deferred and is being amortized over the remaining life of the Note. The amortization of this gain reduced

interest expense by \$1,243 in the nine month periods ended September 30, 2011 and 2010 and is expected to reduce annual interest expense by \$1,661 during 2011. At September 30, 2011, \$746 remains to be amortized and is recognized in Current portion of long-term debt. The weighted average effective interest rate on the Note, net of the impact of swaps, was 4.0 % for the nine months ended September 30, 2011.

**Forward-looking Statements**

The Company's expectations and beliefs concerning the future contained in this report are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements reflect management's current expectations and involve a number of risks and uncertainties. Forward-looking statements generally can be identified by the use of words such as may, will, expect, intend, estimate, anticipate, believe, forecast, guidance or words of similar meaning. Actual results may differ materially from such statements due to a variety of factors that could adversely affect the Company's operating results. The factors include, but are not limited to: general economic and market conditions; the effectiveness of operating initiatives; currency exchange and interest rates; adverse outcome of pending or potential litigation; possible acquisitions; market risks and price fluctuations related to the purchase of commodities and energy; global regulatory complexity; and the possible effects of events beyond our control, such as political unrest, acts of terror and natural disasters, on the Company or its customers, suppliers and the economy in general. For additional discussion, see Item 1A. Risk Factors in this Form 10-Q and in the Company's Annual Report on Form 10-K.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes in the Company's exposure to market risk since December 31, 2010. See Item 7A. Quantitative and Qualitative Disclosures About Market Risk in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this Form 10-Q. Based on that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures are effective as of September 30, 2011.

*Changes in Internal Control Over Financial Reporting*

There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2011 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II. OTHER INFORMATION**

***ITEM 1. LEGAL PROCEEDINGS***

The Company is subject, from time to time, to a variety of civil and administrative proceedings arising out of its normal operations, including, without limitation, product liability claims and health, safety and environmental claims. Among such proceedings are the cases described below.

At September 30, 2011, the Company was a co-defendant in cases alleging asbestos induced illness involving claims by approximately 16,897 plaintiffs, which is a net increase of 16 claims from those previously reported. In each instance, the Company is one of a large number of defendants. The asbestos claimants seek compensatory and punitive damages, in most cases for unspecified sums. Since January 1, 1995, the Company has been a co-defendant in other similar cases that have been resolved as follows: 39,043 of those claims were dismissed, 18 were tried to defense verdicts, seven were tried to plaintiff verdicts (two of which are being appealed), one was resolved by agreement for an immaterial amount and 583 were decided in favor of the Company following summary judgment motions.

At September 30, 2011, the Company was a co-defendant in cases alleging manganese induced illness involving claims by approximately 858 plaintiffs, which is a net decrease of 145 claims from those previously reported. In each instance, the Company is one of a large number of defendants. The claimants in cases alleging manganese induced illness seek compensatory and punitive damages, in most cases for unspecified sums. The claimants allege that exposure to manganese contained in welding consumables caused the plaintiffs to develop adverse neurological conditions, including a condition known as manganism. At September 30, 2011, cases involving 119 claimants were filed in or transferred to federal court where the Judicial Panel on Multidistrict Litigation has consolidated these cases for pretrial proceedings in the Northern District of Ohio. Since January 1, 1995, the Company has been a co-defendant in similar cases that have been resolved as follows: 15,977 of those claims were dismissed, 23 were tried to defense verdicts in favor of the Company and five were tried to plaintiff verdicts (three of which were reversed on appeal and one of which has an appeal pending). In addition, 13 claims were resolved by agreement for immaterial amounts and one was decided in favor of the Company following a summary judgment motion.

On December 13, 2006, the Company filed a complaint in U.S. District Court (Northern District of Ohio) against Illinois Tool Works, Inc. seeking a declaratory judgment that eight patents owned by the defendant relating to certain inverter power sources have not and are not being infringed and that the subject patents are invalid. Illinois Tool Works, Inc. filed a motion to dismiss this action, which the Court denied on June 21, 2007. On September 7, 2007, the Court stayed the litigation, referencing pending reexaminations before the U.S. Patent and Trademark Office. On June 17, 2008, the Company filed a motion to amend its pleadings in the foregoing matter to include several additional counts, including specific allegations of fraud on the U.S. Patent and Trademark Office with respect to portable professional welding machines and resulting monopoly power in that market.

***ITEM 1A. RISK FACTORS***

In addition to the other information set forth in this report and listed below, the reader should carefully consider the factors discussed in Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 and on Form 10-Q for the quarter ended March 31, 2011, which could materially affect the Company's business, financial condition or future results.

**General economic and market conditions may adversely affect the Company's financial condition, results of operations and access to capital markets.**

The Company's operating results are sensitive to changes in general economic conditions. Recessionary economic cycles, higher interest rates, inflations, trade barriers in the world markets, financial turmoil related to sovereign debt and changes in tax laws or other economic factors affecting the countries and industries in which we do business could adversely affect demand for the Company's products, thereby impacting our results of operations, financial conditions and access to capital markets.

Table of Contents**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Issuer purchases of its common stock during the third quarter of 2011 were as follows:

| Period                 | Total Number of Shares Repurchased | Average Price Paid Per Share | Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs (1) |
|------------------------|------------------------------------|------------------------------|--|--|
| July 1 - 31, 2011      |                                    | \$                           |  | 5,822,986  |
| August 1 - 31, 2011    | 324,864                            | 31.30                        | 324,864  | 5,498,122  |
| September 1 - 30, 2011 | 130,800                            | 31.76                        | 130,800  | 5,367,322  |
| Total                  | 455,664                            | 31.43                        | 455,664  |  |

(1) In October 2003, the Company's Board of Directors authorized share repurchase programs for up to 30 million shares of the Company's common stock. Total shares purchased through the share repurchase programs were 24,632,678 shares at a cost of \$340.9 million for a weighted average cost of \$13.84 per share through September 30, 2011. All share and per share information has been retroactively adjusted to give effect to the two-for-one stock split as described in Part I, Item 1. Notes to Unaudited Consolidated Financial Statements.

**ITEM 6. EXHIBITS**

## (a) Exhibits

- 3.1 Amended and Restated Articles of Incorporation of Lincoln Electric Holdings, Inc. (filed as Exhibit 3.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on September 27, 2011, SEC File No. 0-1402 and incorporated herein by reference and made a part hereof).
- 10.1 2005 Deferred Compensation Plan for Executives (Amended and Restated as of August 1, 2011) (filed as Exhibit 10.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on August 4, 2011, SEC File No. 0-1402 and incorporated herein by reference and made a part hereof).
- 10.2 Form of Restricted Stock Unit Agreement for Executive Officers (filed as Exhibit 10.2 to Form 8-K of Lincoln Electric Holdings, Inc. filed on August 4, 2011, SEC File No. 0-1402 and incorporated herein by reference and made a part hereof).
- 31.1 Certification of the Chairman, President and Chief Executive Officer (Principal Executive Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2 Certification of the Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1 Certification of the Chairman, President and Chief Executive Officer (Principal Executive Officer) and Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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101.INS XBRL Instance Document  
101.SCH XBRL Taxonomy Extension Schema Document  
101.CAL XBRL Taxonomy Extension Calculation Linkbase Document  
101.LAB XBRL Taxonomy Extension Label Linkbase Document  
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document  
101.DEF XBRL Taxonomy Extension Definition Linkbase Document

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.



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**SIGNATURE**

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

LINCOLN ELECTRIC HOLDINGS, INC.

/s/ Vincent K. Petrella  
Vincent K. Petrella  
Senior Vice President, Chief Financial  
Officer and Treasurer  
(principal financial and accounting officer)  
October 28, 2011