INSTEEL INDUSTRIES INC
Form 10-Q
April 21, 2016
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended April 2, 2016

OR

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

For the Transition Period From ________ to ________

Commission File Number: 1-9929

Insteel Industries, Inc.

(Exact name of registrant as specified in its charter)

North Carolina	**56-0674867**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

<u>1373 Boggs Drive, Mount Airy, North Carolina</u>	**<u>27030</u>**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(336) 786-2141**

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 [X] 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 [X] No [ ]

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

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

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

Yes [ ] No [X]

The number of shares outstanding of the registrant's common stock as of April 20, 2016 was 18,786,486.

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(In thousands, except per share amounts)

(Unaudited)

	Three Months Ended		**Six Months Ended**	
	April 2, 2016	**March 28, 2015**	**April 2, 2016**	**March 28, 2015**
Net sales	$107,414	$101,767	$199,805	$212,395
Cost of sales	88,799	93,065	164,767	191,650
Gross profit	18,615	8,702	35,038	20,745
Selling, general and administrative expense	7,636	5,975	13,971	11,627
Restructuring charges, net	100	333	25	333
Other expense (income), net	29	(1,599)	(85)	(1,639)
Interest expense	40	114	81	208
Interest income	(32)	(4)	(50)	(4)
Earnings before income taxes	10,842	3,883	21,096	10,220
Income taxes	3,690	1,339	7,236	3,526
Net earnings	$7,152	$2,544	$13,860	$6,694
Net earnings per share:				
Basic	$0.38	$0.14	$0.75	$0.36
Diluted	0.38	0.14	0.73	0.36
Weighted average shares outstanding:				
Basic	18,678	18,404	18,601	18,391

Diluted	19,015	18,822	18,949	18,821
Cash dividends declared per share	$0.03	$0.03	$1.06	$0.06
Comprehensive income	$7,152	$2,544	$13,860	$6,694

See accompanying notes to consolidated financial statements.

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands)

	(Unaudited) April 2, 2016	**October 3, 2015**
Assets		
Current assets:		
Cash and cash equivalents	$ 36,402	$ 33,258
Accounts receivable, net	48,578	46,782
Inventories	56,574	66,009
Other current assets	2,563	5,309
Total current assets	144,117	151,358
Property, plant and equipment, net	83,788	84,178
Intangibles, net	9,641	10,220
Goodwill	6,965	6,965
Other assets	7,813	7,518
Total assets	$ 252,324	$ 260,239
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	$ 30,654	$ 32,182
Accrued expenses	9,096	13,644
Total current liabilities	39,750	45,826
Other liabilities	13,498	14,198
Commitments and contingencies		
Shareholders' equity:		
Common stock	18,786	18,466
Additional paid-in capital	65,370	60,967
Retained earnings	117,066	122,928
Accumulated other comprehensive loss	(2,146)	(2,146)
Total shareholders' equity	199,076	200,215
Total liabilities and shareholders' equity	$ 252,324	$ 260,239

See accompanying notes to consolidated financial statements.

4

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended	
	April 2, 2016	**March 28, 2015**
Cash Flows From Operating Activities:		
Net earnings	$13,860	$6,694
Adjustments to reconcile net earnings to net cash provided by (used for) operating activities:		
Depreciation and amortization	5,620	5,797
Amortization of capitalized financing costs	32	51
Stock-based compensation expense	1,276	1,273
Deferred income taxes	871	828
Asset impairment charges	20	237
Excess tax benefits from stock-based compensation	(824)	(147)
Gain on sale and disposition of property, plant and equipment	(208)	(1,679)
Increase in cash surrender value of life insurance policies over premiums paid	(96)	(283)
Net changes in assets and liabilities (net of assets and liabilities acquired):		
Accounts receivable, net	(1,796)	7,023
Inventories	9,435	(1,540)
Accounts payable and accrued expenses	(6,503)	(20,733)
Other changes	2,061	651
Total adjustments	9,888	(8,522)
Net cash provided by (used for) operating activities	23,748	(1,828)
Cash Flows From Investing Activities:		
Capital expenditures	(4,334)	(4,587)
Acquisition of intangible asset	-	(1,460)
Proceeds from fire loss insurance	-	1,613
Acquisition of business	-	480
Proceeds from sale of assets held for sale	180	-
Proceeds from sale of property, plant and equipment	60	89
Proceeds from surrender of life insurance policies	40	40
Increase in cash surrender value of life insurance policies	(264)	(196)
Net cash used for investing activities	(4,318)	(4,021)

Cash Flows From Financing Activities:		
Proceeds from long-term debt	172	60,474
Principal payments on long-term debt	(172)	(50,474)
Cash dividends paid	(19,722)	(1,104)
Cash received from exercise of stock options	3,252	176
Excess tax benefits from stock-based compensation	824	147
Payment of employee tax withholdings related to net share transactions	(629)	(248)
Financing costs	(11)	-
Net cash (used for) provided by financing activities	(16,286)	8,971
Net increase in cash and cash equivalents	3,144	3,122
Cash and cash equivalents at beginning of period	33,258	3,050
Cash and cash equivalents at end of period	$36,402	$6,172
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest	$-	$93
Income taxes, net	8,533	3,403
Non-cash investing and financing activities:		
Purchases of property, plant and equipment in accounts payable	369	227
Restricted stock units and stock options surrendered for withholding taxes payable	629	248

See accompanying notes to consolidated financial statements.

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands)

(Unaudited)

	Common Stock		Additional Paid-In	Retained	Accumulated Other Comprehensive	Total Shareholders'
	Shares	Amount	Capital	Earnings	Loss	Equity
Balance at October 3, 2015	18,466	$18,466	$ 60,967	$122,928	$ (2,146)	$ 200,215
Net earnings				13,860		13,860
Stock options exercised, net	290	290	2,962			3,252
Vesting of restricted stock units	30	30	(30)			-
Compensation expense associated with stock-based plans			1,276			1,276
Excess tax benefits from stock-based compensation			824			824
Restricted stock units and stock options surrendered for withholding taxes payable			(629)			(629)
Cash dividends declared				(19,722)		(19,722)
Balance at April 2, 2016	18,786	$18,786	$ 65,370	$117,066	$ (2,146)	$ 199,076

See accompanying notes to consolidated financial statements.

6

INSTEEL INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(1) Basis of Presentation

The accompanying unaudited interim consolidated financial statements of Insteel Industries, Inc. ("we," "us," "our," "the Company" or "Insteel") have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC") for quarterly reports on Form 10-Q. Certain information and note disclosures normally included in the audited financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. The October 3, 2015 consolidated balance sheet was derived from the audited consolidated financial statements at that date, but does not include all of the information and footnotes required by GAAP for complete financial statements. These financial statements should therefore be read in conjunction with the consolidated financial statements and notes for the fiscal year ended October 3, 2015 included in the Company's Annual Report on Form 10-K filed with the SEC.

The accompanying unaudited interim consolidated financial statements reflect all adjustments of a normal recurring nature that the Company considers necessary for a fair presentation of results for these interim periods. The results of operations for the six-month period ended April 2, 2016 are not necessarily indicative of the results that may be expected for the fiscal year ending October 1, 2016 or future periods.

On August 15, 2014, the Company through its wholly-owned subsidiary, Insteel Wire Products Company ("IWP"), purchased substantially all of the assets associated with the prestressed concrete strand ("PC strand") business of American Spring Wire Corporation ("ASW") (see Note 3 to the consolidated financial statements).

The Company has evaluated subsequent events through the time of filing this Quarterly Report on Form 10-Q and has concluded that there are no significant events that occurred subsequent to the balance sheet date but prior to the filing of this report that would have a material impact on the consolidated financial statements**.**

(2) Recent Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09 "Compensation – Stock Compensation Topic 718: Improvements to Employee Share-Based Payment Accounting," which is intended to simplify the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. ASU No. 2016-09 will become effective for the Company in the first quarter of fiscal 2018. The Company is evaluating the future effects of the adoption of this update on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02 "Leases," which will replace the guidance in Accounting Standards Codification ("ASC") Topic 840. ASU No. 2016-02 was issued to increase transparency and comparability among organizations by recognizing all lease transactions (with terms in excess of 12 months) on the balance sheet as a lease liability and a right-of-use asset. ASU No. 2016-02 will become effective for the Company in the first quarter of fiscal 2020. The Company is evaluating the potential effects of the adoption of this update on its consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11 "Simplifying the Measurement of Inventory," which requires that an entity measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less reasonably predictable costs of completion, disposal and transportation. ASU No. 2015-11 will become effective for the Company in the first quarter of fiscal 2018. The Company does not expect the adoption of this update will have a material effect on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09 "Revenue from Contracts with Customers," which will supersede nearly all existing revenue recognition guidance under GAAP. ASU No. 2014-09 provides that an entity recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments, and assets recognized from costs incurred to obtain or fulfill a contract. ASU No. 2014-09 allows for either full retrospective or modified retrospective adoption and will become effective for the Company in the first quarter of fiscal 2019. The Company is evaluating the alternative transition methods and the potential effects of the adoption of this update on its consolidated financial statements.

(3) Business Combination

On August 15, 2014, the Company purchased substantially all of the assets associated with the PC strand business of ASW for a final adjusted purchase price of $33.5 million, net of post-closing adjustments of $480,000 (the “ASW Acquisition”).

ASW manufactured PC strand at facilities located in Houston, Texas and Newnan, Georgia. The Company acquired, among other assets, the accounts receivable and inventories related to ASW’s PC strand business, the production equipment at its facility in Houston and its production equipment and facility in Newnan. Pursuant to an agreement with ASW, the Company is leasing the Houston facility from ASW with an option to purchase it in the future. In addition, the Company assumed certain of ASW’s accounts payable and accrued liabilities related to its PC strand business.

Following is a summary of the Company’s final allocation of the adjusted purchase price to the fair values of the assets acquired and liabilities assumed as of the date of the ASW Acquisition:

(In thousands)	
Assets acquired:	
Accounts receivable	$7,854
Inventories	6,292
Other current assets	786
Property, plant and equipment	8,638
Intangibles	8,530
Total assets acquired	$32,100
Liabilities assumed:	
Accounts payable	$3,240
Accrued expenses	2,362
Total liabilities assumed	5,602
Net assets acquired	26,498
Purchase price	33,463
Goodwill	$6,965

In connection with the ASW Acquisition, the Company acquired intangible assets consisting of customer relationships, developed technology and know-how, and a non-competition agreement. The ASW Acquisition was accounted for as a business purchase pursuant to ASC Topic 805, *Business Combinations*. Acquisition and integration costs are not included as components of consideration transferred, but are recorded as expenses in the period in which such costs are incurred.

Restructuring charges. Subsequent to the ASW Acquisition, in fiscal 2014, the Company incurred employee separation costs for staffing reductions associated with the acquisition. In February 2015, the Company elected to consolidate its PC strand operations with the March 2015 closure of the Newnan, Georgia facility that had been acquired through the ASW Acquisition.

Following is a summary of the restructuring activities and associated costs that were incurred during the three- and six-month periods ended April 2, 2016 and March 28, 2015:

(In thousands)	**Equipment Relocation Costs**	**Severance and Other Employee Separation Costs**	**Facility Closure Costs**	**Gain on Sale of Equipment**	**Asset Impairment Charges**	**Total**
2016						
Liability as of October 3, 2015	$ -	$ 735	$ -	$ -	$ -	$735
Restructuring charges (recoveries)	75	-	30	(180)	-	(75)
Cash receipts (payments)	(75)	(72)	(30)	180	-	3
Liability as of January 2, 2016	-	663	-	-	-	663
Restructuring charges	21	-	59	-	20	100
Cash payments	(21)	(59)	(39)	-	-	(119)
Non-cash charges	-	-	-	-	(20)	(20)
Liability as of April 2, 2016	$ -	$ 604	$ 20	$ -	$ -	$624
2015						
Liability as of September 27, 2014	$ -	$ 1,208	$ -	$ -	$ -	$1,208
Cash payments	-	(53)	-	-	-	(53)
Liability as of December 27, 2014	-	1,155	-	-	-	1,155
Restructuring charges	-	75	21	-	237	333
Cash payments	-	(58)	(4)	-	-	(62)
Non-cash charges	-	-	-	-	(237)	(237)
Liability as of March 28, 2015	$ -	$ 1,172	$ 17	$ -	$ -	$1,189

The Company recorded restructuring liabilities of $0.6 million on its consolidated balance sheet as of April 2, 2016, including $0.5 million in accrued expenses and $0.1 million in other liabilities. As of October 3, 2015 the Company recorded restructuring liabilities of $0.7 million on its consolidated balance sheet, including $0.5 million in accrued expenses and $0.2 million in other liabilities.

The Company does not currently expect to incur any significant restructuring charges during the remainder of fiscal 2016.

(4) Fair Value Measurements

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. The authoritative guidance for fair value measurements establishes a three-level fair value hierarchy that encourages an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of inputs used to measure fair value are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities, including certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

As of April 2, 2016 and October 3, 2015, the Company held financial assets that are required to be measured at fair value on a recurring basis. The financial assets held by the Company and the fair value hierarchy used to determine their fair values are as follows:

(In thousands)	**Total**	**Quoted Prices in Active Markets (Level 1)**	**Observable Inputs (Level 2)**
As of April 2, 2016:			
Current assets:			
Cash equivalents	$36,588	$36,588	$ -
Other assets:			
Cash surrender value of life insurance policies	7,514	-	7,514
Total	$44,102	$36,588	$ 7,514
As of October 3, 2015:			
Current assets:			
Cash equivalents	$32,843	$32,843	$ -
Other assets:			
Cash surrender value of life insurance policies	7,194	-	7,194
Total	$40,037	$32,843	$ 7,194

Cash equivalents, which include all highly liquid investments with original maturities of three months or less, are classified as Level 1 of the fair value hierarchy. The carrying amount of the Company's cash equivalents, which consist of investments in money market funds, approximates fair value due to their short maturities. Cash surrender value of life insurance policies are classified as Level 2. The fair value of the life insurance policies was determined by the underwriting insurance company's valuation models and represents the guaranteed value the Company would receive upon surrender of these policies as of the reporting date.

As of April 2, 2016 and October 3, 2015, the Company did not have any nonfinancial assets that were required to be measured at fair value on a nonrecurring basis other than the assets and liabilities that were acquired from ASW at fair value (see Note 3 to the consolidated financial statements). The carrying amounts of accounts receivable, accounts payable and accrued expenses approximates fair value due to the short-term maturities of these financial instruments.

(5) Intangible Assets

The primary components of the Company's intangible assets and the related accumulated amortization are as follows:

(In thousands)	**Gross Amount**	**Accumulated Amortization**	**Net Book Value**
As of April 2, 2016:			
Customer relationships	$ 6,500	$ (532)	$ 5,968
Developed technology and know-how	1,800	(147)	1,653
Non-competition agreements	3,577	(1,557)	2,020
	$ 11,877	$ (2,236)	$ 9,641
As of October 3, 2015:			
Customer relationships	$ 6,500	$ (369)	$ 6,131
Developed technology and know-how	1,800	(102)	1,698
Non-competition agreements	3,577	(1,186)	2,391
	$ 11,877	$ (1,657)	$ 10,220

Amortization expense for intangibles was $290,000 and $239,000 for the three-month periods ended April 2, 2016 and March 28, 2015, respectively, and $579,000 and $455,000 for the six-month periods ended April 2, 2016 and March 28, 2015, respectively.

(6) Stock-Based Compensation

Under the Company’s equity incentive plans, employees and directors may be granted stock options, restricted stock, restricted stock units and performance awards. Effective February 17, 2015, the shareholders of the Company approved the 2015 Equity Incentive Plan of Insteel Industries, Inc. (the “2015 Plan”), which authorizes up to 900,000 shares of Company common stock for future grants under the plan. The 2015 Plan, which expires on February 17, 2025, replaces the 2005 Equity Incentive Plan of Insteel Industries, Inc., which expired on February 15, 2015. As of April 2, 2016, there were 612,000 shares of Company common stock available for future grants under the 2015 Plan, which is the Company’s only active equity incentive plan.

Stock options**.** Under the Company’s equity incentive plans, employees and directors may be granted options to purchase shares of the Company’s common stock at the fair market value on the date of the grant. Options granted under these plans generally vest over three years and expire ten years from the date of the grant. Compensation expense associated with stock options for the three- and six-month periods ended April 2, 2016 and March 28, 2015 is as follows:

	Three Months Ended		**Six Months Ended**	
(in thousands)	**April 2, 2016**	**March 28, 2015**	**April 2, 2016**	**March 28, 2015**
Stock options:				
Compensation expense	$383	$ 382	$466	$ 555

As of April 2, 2016, the remaining unamortized compensation cost related to unvested stock option awards was $374,000, which is expected to be recognized over a weighted average period of 1.44 years.

The fair value of each option award granted is estimated on the date of grant using a Monte Carlo valuation model. The estimated fair values of stock options granted during the three- and six-month periods ended April 2, 2016 and March 28, 2015 was $8.69 and $7.75 per share, respectively, based on the following assumptions:

Six Months Ended	
April 2,	**March 28,**

	2016	**2015**
Risk-free interest rate	1.39 %	1.77 %
Dividend yield	0.53 %	0.55 %
Expected volatility	39.23%	37.39 %
Expected term (in years)	5.75	5.67

The assumptions utilized in the Monte Carlo valuation model are evaluated and revised, as necessary, to reflect market conditions and actual historical experience. The risk-free interest rate for periods within the contractual life of the option was based on the U.S. Treasury yield curve in effect at the time of the grant. The dividend yield was calculated based on the Company's annual dividend as of the option grant date. The expected volatility was derived using a term structure based on historical volatility and the volatility implied by exchange-traded options on the Company's common stock. The expected term for options was based on the results of a Monte Carlo simulation model, using the model's estimated fair value as an input to the Black-Scholes-Merton model, and then solving for the expected term.

The following table summarizes stock option activity for the six-month period ended April 2, 2016:

	Options *Outstanding* *(in thousands)*	**Exercise Price Per Share** **Range**	**Weighted Average**	**Contractual Term - Weighted Average (in years)**	**Aggregate Intrinsic** ***Value*** *(in thousands)*
Outstanding at October 3, 2015	923	$7.55-$21.96	$ 15.14		
Granted	56	23.95-23.95	23.95		
Exercised	(343)	7.55 -20.50	11.96		$ 4,404
Outstanding at April 2, 2016	636	7.55 -23.95	17.63	6.89	7,230
Vested and anticipated to vest in the future at April 2, 2016	630		17.60	6.87	7,173
Exercisable at April 2, 2016	384		15.79	5.55	5,068

Stock option exercises include "net exercises," pursuant to which the optionee received shares of common stock equal to the intrinsic value of the options (fair market value of common stock on the date of exercise less exercise price) reduced by any applicable withholding taxes.

Restricted stock units. Restricted stock units ("RSUs") granted under the Company's equity incentive plans are valued based upon the fair market value on the date of the grant and provide for a dividend equivalent payment which is included in compensation expense. The vesting period for RSUs is generally one year from the date of the grant for RSUs granted to directors and three years from the date of the grant for RSUs granted to employees. RSUs do not have voting rights. RSU grants and compensation expense for the three- and six-month periods ended April 2, 2016 and March 28, 2015 are as follows:

(In thousands)	**Three Months Ended**		**Six Months Ended**	
	April 2, 2016	**March 28, 2015**	**April 2, 2016**	**March 28, 2015**
Restricted stock unit grants:				
Units	43	36	43	36
Market value	$1,027	$ 790	$1,027	$ 790
Compensation expense	664	449	810	718

As of April 2, 2016, the remaining unrecognized compensation cost related to unvested RSUs was $773,000, which is expected to be recognized over a weighted average vesting period of 1.65 years.

The following table summarizes RSU activity during the six-month period ended April 2, 2016:

(Unit amounts in thousands)	**Restricted Stock Units Outstanding**	**Weighted Average Grant Date Fair Value**
Balance, October 3, 2015	157	$ 18.96
Granted	43	23.95
Released	(38)	18.50
Balance, April 2, 2016	162	20.39

(7) Income Taxes

***Effective income tax rate*.** The Company's effective income tax rate was 34.3% for the six-month period ended April 2, 2016 compared with 34.5% for the six-month period ended March 28, 2015. The effective income tax rates for both periods were based upon the estimated rate applicable for the entire fiscal year adjusted to reflect any significant items related specifically to interim periods.

Deferred income taxes. In November 2015, the FASB issued ASU No. 2015-17 "Income Taxes (Topic 740) - Balance Sheet Classification of Deferred Taxes" to simplify the presentation of deferred income taxes. Under this update, all deferred tax assets and liabilities, along with any related valuation allowance, are required to be classified as noncurrent on the balance sheet. Effective January 2, 2016, the Company early adopted ASU No. 2015-17 on a prospective basis, which resulted in the reclassification of the Company's current deferred tax asset as a non-current deferred tax liability on its consolidated balance sheet. No prior periods were retrospectively adjusted.

As of April 2, 2016, the Company recorded a non-current deferred tax liability (net of valuation allowance) of $5.4 million in other liabilities on its consolidated balance sheet. The Company has $7.5 million of state net operating loss carryforwards ("NOLs") that begin to expire in 2017, but principally expire between 2017 and 2031. The Company has also recorded $178,000 of gross deferred tax assets for various state tax credits that begin to expire in 2016, but principally expire between 2016 and 2020.

The realization of the Company's deferred tax assets is entirely dependent upon the Company's ability to generate future taxable income in applicable jurisdictions. GAAP requires that the Company periodically assess the need to establish a reserve against its deferred tax assets to the extent the Company no longer believes it is more likely than not that they will be fully realized. As of April 2, 2016 and October 3, 2015, the Company recorded a valuation allowance of $334,000 and $492,000, respectively, pertaining to various state NOLs and tax credits that were not expected to be utilized. The valuation allowance established by the Company is subject to periodic review and adjustment based on changes in facts and circumstances and would be reduced should the Company utilize the state NOLs and tax credits against which an allowance had previously been provided or determine that such utilization was more likely than not.

Uncertainty in income taxes. As of April 2, 2016, the Company has no material, known tax exposures that require the establishment of contingency reserves for uncertain tax positions.

The Company files U.S. federal income tax returns as well as state and local income tax returns in various jurisdictions. Federal and various state tax returns filed by the Company subsequent to 2010 remain subject to examination.

(8) Employee Benefit Plans

Retirement plans. The Company has one defined benefit pension plan, the Insteel Wire Products Company Retirement Income Plan for Hourly Employees, Wilmington, Delaware (the "Delaware Plan"). The Delaware Plan provides benefits for eligible employees based primarily upon years of service and compensation levels. The Company's funding policy is to contribute amounts at least equal to those required by law. The Delaware Plan was frozen effective September 30, 2008 whereby participants no longer earn additional service benefits.

During the second quarter of fiscal 2016, the Company notified plan participants of its intent to terminate the Delaware Plan effective May 1, 2016 and settle plan liabilities through either lump sum distributions to plan participants or annuity contracts that cover vested benefits. The Company currently expects to complete the settlement of plan liabilities by September 30, 2016.

The Company made contributions totaling $37,000 and $86,000 to the Delaware Plan during the three- and six-month periods ended April 2, 2016, respectively, and expects to contribute an additional $106,000 during the remainder of the current fiscal year.

Net periodic pension costs for the Delaware Plan for the three- and six-month periods ended April 2, 2016 and March 28, 2015 include the following components:

	Three Months Ended		**Six Months Ended**	
(In thousands)	**April 2, 2016**	**March 28, 2015**	**April 2, 2016**	**March 28, 2015**

Interest cost	$37	$ 33	$74	$ 66
Expected return on plan assets	(44)	(45)	(88)	(90)
Recognized net actuarial loss	19	13	38	26
Net periodic pension cost	$12	$ 1	$24	$ 2

Supplemental employee retirement plan. The Company maintains supplemental employee retirement plans (each, a "SERP") with certain of its employees (each, a "Participant"). Under the SERPs, if the Participant remains in continuous service with the Company for a period of at least 30 years, the Company will pay to the Participant, for the 15-year period following the later of the Participant's retirement date or the Participant's attainment of age 65, a supplemental retirement benefit equal to 50% of the Participant's highest average annual base salary for five consecutive years in the 10-year period preceding the Participant's retirement. If the Participant retires prior to the completion of 30 years of continuous service with the Company, but has completed at least 10 years of continuous service with the Company and is at least 55 years of age, the amount of the supplemental retirement benefit will be reduced by 1/360th for each month short of 30 years that the Participant was employed by the Company.

Net periodic pension costs for the SERPs for the three- and six-month periods ended April 2, 2016 and March 28, 2015 include the following components:

(In thousands)	**Three Months Ended**		**Six Months Ended**	
	April 2, 2016	**March 28, 2015**	**April 2, 2016**	**March 28, 2015**
Service cost	$66	$ 72	$132	$ 144
Interest cost	81	81	162	162
Recognized net actuarial loss	21	29	42	58
Net periodic pension cost	$168	$ 182	$336	$ 364

13

(9) Long-Term Debt

Revolving Credit Facility. The Company has a $100.0 million revolving credit facility (the "Credit Facility") that is used to supplement its operating cash flow and fund its working capital, capital expenditure, general corporate and growth requirements. In May 2015, the Company amended the Credit Facility to, among other changes, extend its maturity date from June 2, 2016 to May 13, 2020. Advances under the Credit Facility are limited to the lesser of the revolving loan commitment amount (currently $100.0 million) or a borrowing base amount that is calculated based upon a percentage of eligible receivables and inventories. As of April 2, 2016, no borrowings were outstanding on the Credit Facility, $77.0 million of borrowing capacity was available and outstanding letters of credit totaled $1.6 million.

Interest rates on the Credit Facility are based upon (1) an index rate that is established at the highest of the prime rate, 0.50% plus the federal funds rate or the LIBOR rate plus the excess of the then-applicable margin for LIBOR loans over the then-applicable margin for index rate loans, or (2) at the election of the Company, a LIBOR rate, plus in either case, an applicable interest rate margin. The applicable interest rate margins are adjusted on a quarterly basis based upon the amount of excess availability on the Credit Facility within the range of 0.25% to 0.75% for index rate loans and 1.25% to 1.75% for LIBOR loans. In addition, the applicable interest rate margins would be increased by 2.00% upon the occurrence of certain events of default provided for under the terms of the Credit Facility. Based on the Company's excess availability as of April 2, 2016, the applicable interest rate margins on the Credit Facility were 0.25% for index rate loans and 1.25% for LIBOR loans.

The Company's ability to borrow available amounts under the Credit Facility will be restricted or eliminated in the event of certain covenant breaches, events of default or if the Company is unable to make certain representations and warranties provided for under the terms of the Credit Facility. The Company is required to maintain a fixed charge coverage ratio of not less than 1.10 at the end of each fiscal quarter for the twelve-month period then ended when the amount of liquidity on the Credit Facility is less than $12.5 million. In addition, the terms of the Credit Facility restrict the Company's ability to, among other things: engage in certain business combinations or divestitures; make investments in or loans to third parties, unless certain conditions are met with respect to such investments or loans; pay cash dividends or repurchase shares of the Company's stock subject to certain minimum borrowing availability requirements; incur or assume indebtedness; issue securities; enter into certain transactions with affiliates of the Company; or permit liens to encumber the Company's property and assets. The terms of the Credit Facility also provide that an event of default will occur with respect to the Company upon the occurrence of, among other things: defaults or breaches under the loan documents, subject in certain cases to cure periods; defaults or breaches by the Company or any of its subsidiaries under any agreement resulting in the acceleration of amounts above certain thresholds or payment defaults above certain thresholds; certain events of bankruptcy or insolvency with respect to the Company; certain entries of judgment against the Company or any of its subsidiaries, which are not covered by insurance; or a change of control of the Company. As of April 2, 2016, the Company was in compliance with all of the financial and negative covenants under the Credit Facility and there have not been any events of default.

Amortization of capitalized financing costs associated with the Credit Facility was $16,000 and $26,000 for the three-month periods ended April 2, 2016 and March 28, 2015, respectively, and $32,000 and $51,000 for the six-month periods ended April 2, 2016 and March 28, 2015, respectively. Accumulated amortization of capitalized financing costs was $4.5 million as of April 2, 2016 and October 3, 2015.

(10) Earnings Per Share

The computations of basic and diluted earnings per share attributable to common shareholders for the three- and six-month periods ended April 2, 2016 and March 28, 2015 are as follows:

	Three Months Ended		**Six Months Ended**	
(In thousands, except per share amounts)	**April 2, 2016**	**March 28, 2015**	**April 2, 2016**	**March 28, 2015**
Net earnings available to common shareholders	$7,152	$2,544	$13,860	$6,694
Basic weighted average shares outstanding	18,678	18,404	18,601	18,391
Dilutive effect of stock-based compensation	337	418	348	430
Diluted weighted average shares outstanding	19,015	18,822	18,949	18,821
Net earnings per share:				
Basic	$0.38	$0.14	$0.75	$0.36
Diluted	$0.38	$0.14	$0.73	$0.36

Options representing 56,000 and 88,000 shares for the three-month periods ended April 2, 2016 and March 28, 2015, respectively, were antidilutive and not included in the diluted earnings per share calculation. Options representing 71,000 and 56,000 shares for the six-month periods ended April 2, 2016 and March 28, 2015, respectively, were antidilutive and not included in the diluted earnings per share calculation.

(11) Share Repurchases

On November 18, 2008, the Company’s board of directors approved a share repurchase authorization to buy back up to $25.0 million of the Company’s outstanding common stock (the “Authorization”). Under the Authorization, repurchases may be made from time to time in the open market or in privately negotiated transactions subject to market conditions, applicable legal requirements and other factors. The Company is not obligated to acquire any particular amount of common stock and the program may be commenced or suspended at any time at the Company’s discretion without prior notice. The Authorization continues in effect until terminated by the Board of Directors. As of April 2, 2016, there was $24.8 million remaining available for future share repurchases under this authorization. No repurchases of common stock were made during the three- and six-month periods ended April 2, 2016 and March 28, 2015.

(12) Other Financial Data

Balance sheet information:

(In thousands)	**April 2, 2016**	**October 3, 2015**
Accounts receivable, net:		
Accounts receivable	$49,212	$47,420
Less allowance for doubtful accounts	(634)	(638)
Total	$48,578	$46,782
Inventories:		
Raw materials	$28,700	$38,457
Work in process	2,357	2,968
Finished goods	25,517	24,584
Total	$56,574	$66,009
Other current assets:		
Income tax receivable	$803	$-
Prepaid insurance	738	2,519
Current deferred tax asset	-	1,492
Other	1,022	1,298
Total	$2,563	$5,309
Other assets:		
Cash surrender value of life insurance policies	$7,514	$7,194
Capitalized financing costs, net	203	227
Other	96	97
Total	$7,813	$7,518
Property, plant and equipment, net:		
Land and land improvements	$9,434	$9,279
Buildings	43,069	43,016
Machinery and equipment	143,994	142,662
Construction in progress	4,159	1,715
	200,656	196,672
Less accumulated depreciation	(116,868)	(112,494)
Total	$83,788	$84,178
Accrued expenses:		
Salaries, wages and related expenses	$5,093	$5,455
Pension plan	1,201	1,263

Customer rebates	811	1,760
Restructuring liabilities	525	505
Property taxes	465	1,507
Workers' compensation	287	294
Income taxes	-	2,187
Other	714	673
Total	$9,096	$13,644
Other liabilities:		
Deferred compensation	$7,950	$7,765
Deferred income taxes	5,436	6,057
Other	112	376
Total	$13,498	$14,198

(13) Business Segment Information

The Company's operations are entirely focused on the manufacture and marketing of concrete reinforcing products for the concrete construction industry. The Company's concrete reinforcing products consist of welded wire reinforcement and PC strand. Based on the criteria specified in ASC Topic 280, *Segment Reporting*, the Company has one reportable segment.

(14) Contingencies

Insurance recoveries. On January 21, 2014, a fire occurred at the Company's Gallatin, Tennessee PC strand manufacturing facility, damaging a portion of the facility and requiring the temporary curtailment of operations until the necessary repairs were completed. The Company reassigned a portion of its production requirements to its PC strand facility located in Sanderson, Florida, which was operating at a reduced utilization level. During the first quarter of fiscal 2015, the Company completed the remainder of the repairs and the Gallatin facility was fully operational.

The Company maintained general liability, business interruption and replacement cost property insurance coverage on its facilities that was sufficient to cover the losses incurred from the fire. During the three- and six-month periods ended March 28, 2015, the Company received $1.9 million of insurance proceeds related to the expenses that were incurred and capital outlays that were required to replace property and equipment damaged in the fire. During the three-month period ended March 28, 2015, the insurance proceeds attributable to the additional expenses were recorded in selling, general and administrative expense ("SG&A expense") ($56,000) on the consolidated statement of operations and comprehensive income. During the six-month period ended March 28, 2015, the insurance proceeds attributable to the additional expenses were recorded in cost of sales ($244,000) and SG&A expense ($69,000) on the consolidated statement of operations and comprehensive income. The insurance proceeds attributable to the property and equipment damaged in the fire were reported in cash flows from investing activities and all other insurance proceeds received were reported in cash flows from operating activities on the consolidated statement of cash flows. The Company reached a final settlement with its insurance carrier on this claim during the third quarter of fiscal 2015.

Legal proceedings. The Company is involved in lawsuits, claims, investigations and proceedings, including commercial, environmental and employment matters, which arise in the ordinary course of business. The Company does not expect that the ultimate costs to resolve these matters will have a material adverse effect on its financial position, results of operations or cash flows.

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

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, particularly under the caption “Outlook” below. When used in this report, the words “believes,” “anticipates,” “expects,” “estimates,” “appears, “plans,” “intends,” “may,” “should,” “could” and similar exp intended to identify forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, they are subject to a number of risks and uncertainties, and we can provide no assurances that such plans, intentions or expectations will be implemented or achieved. Many of these risks and uncertainties are discussed in detail, and where appropriate, updated in our periodic and other reports and statements, in particular under the caption “Risk Factors” in our Annual Report on Form 10-K for the year ended October 3, 2015, filed with the U.S. Securities and Exchange Commission (“SEC”). You should carefully review these risks and uncertainties.

All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. All forward-looking statements speak only to the respective dates on which such statements are made and we do not undertake and specifically decline any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events, except as may be required by law.

It is not possible to anticipate and list all risks and uncertainties that may affect our future operations or financial performance; however, they would include, but are not limited to, the following:

- general economic and competitive conditions in the markets in which we operate;
- reduced spending for nonresidential and residential construction and the impact on demand for our products;
- changes in the amount and duration of transportation funding provided by federal, state and local governments and the impact on spending for infrastructure construction and demand for our products;
- the cyclical nature of the steel and building material industries;
- credit market conditions and the relative availability of financing for us, our customers and the construction industry as a whole;
- fluctuations in the cost and availability of our primary raw material, hot-rolled steel wire rod, from domestic and foreign suppliers;
- competitive pricing pressures and our ability to raise selling prices in order to recover increases in wire rod costs;
- changes in United States or foreign trade policy affecting imports or exports of steel wire rod or our products;
- unanticipated changes in customer demand, order patterns and inventory levels;
- the impact of weak demand and reduced capacity utilization levels on our unit manufacturing costs;
- our ability to further develop the market for engineered structural mesh (“ESM”) and expand our shipments of ESM;
- legal, environmental, economic or regulatory developments that significantly impact our operating costs;
- unanticipated plant outages, equipment failures or labor difficulties;

continued escalation in certain of our operating costs; and

the "Risk Factors" discussed in our Annual Report on Form 10-K for the year ended October 3, 2015 and in other filings that we make with the SEC.

Overview

Insteel Industries, Inc. ("we", "us", "our", "the Company" or "Insteel") is the nation's largest manufacturer of steel wire reinforcing products for concrete construction applications. We manufacture and market prestressed concrete strand ("PC strand") and welded wire reinforcement, including ESM, concrete pipe reinforcement and standard welded wire reinforcement. Our products are sold primarily to manufacturers of concrete products that are used in nonresidential construction. We market our products through sales representatives who are our employees. Our products are sold nationwide as well as into Canada, Mexico, and Central and South America, and delivered primarily by truck, using common or contract carriers. Our business strategy is focused on: (1) achieving leadership positions in our markets; (2) operating as the lowest cost producer; and (3) pursuing growth opportunities within our core businesses that further our penetration of the markets we currently serve or expand our geographic footprint.

On August 15, 2014, we, through our wholly-owned subsidiary, Insteel Wire Products Company ("IWP"), purchased substantially all of the assets associated with the PC strand business of American Spring Wire Corporation ("ASW") for a final adjusted purchase price of $33.5 million (the "ASW Acquisition"). ASW manufactured PC strand at facilities located in Houston, Texas and Newnan, Georgia (see Note 3 to the consolidated financial statements). We acquired, among other assets, the accounts receivable and inventories related to ASW's PC strand business, the production equipment at its facility in Houston and its production equipment and facility in Newnan. We also entered into an agreement to lease the Houston facility from ASW with an option to purchase it in the future. Subsequent to the acquisition, we elected to consolidate our PC strand operations with the March 2015 closure of the Newnan facility.

Results of Operations

Statements of Operations – Selected Data

(Dollars in thousands)

	Three Months Ended			Six Months Ended		
	April 2, 2016	**Change**	**March 28, 2015**	**April 2, 2016**	**Change**	**March 28, 2015**
Net sales	$107,414	5.5%	$101,767	$199,805	(5.9%)	$212,395
Gross profit	18,615	113.9%	8,702	35,038	68.9%	20,745
Percentage of net sales	*17.3 %*		*8.6 %*	*17.5 %*		*9.8 %*
Selling, general and administrative expense	$7,636	27.8%	$5,975	$13,971	20.2%	$11,627
Percentage of net sales	*7.1 %*		*5.9 %*	*7.0 %*		*5.5 %*
Restructuring charges, net	$100	(70.0%)	$333	$25	(92.5%)	$333
Other expense (income), net	29	N/M	(1,599)	(85)	(94.8%)	(1,639)
Interest expense	40	(64.9%)	114	81	(61.1%)	208
Interest income	(32)	N/M	(4)	(50)	N/M	(4)
Effective income tax rate	34.0 %		34.5 %	34.3 %		34.5 %
Net earnings	$7,152	181.1%	$2,544	$13,860	107.1%	$6,694

"N/M" = not meaningful

Second Quarter of Fiscal 2016 Compared to Second Quarter of Fiscal 2015

Net Sales

Net sales for the second quarter of 2016 increased 5.5% to $107.4 million from $101.8 million in the prior year quarter as a 20.1% increase in shipments was partially offset by a 12.1% decrease in average selling prices. The increase in shipments was primarily due to improved market conditions and milder winter weather relative to the prior year period, and, to a lesser extent, the year-over-year differences in the Company’s fiscal calendar. The decrease in average selling prices was driven by competitive pricing pressures. Sales for both periods reflect reduced volumes relative to prerecession levels in our construction end-markets.

Gross Profit

Gross profit for the second quarter of 2016 more than doubled to $18.6 million, or 17.3% of net sales, from $8.7 million, or 8.6% of net sales, in the same year-ago period. The year-over-year increase was primarily due to higher spreads between average selling prices and raw material costs ($4.3 million), lower unit conversion costs ($3.6 million) and the increase in shipments ($1.9 million). The increase in spreads was driven by lower raw material ($18.8 million) and freight costs ($0.4 million) partially offset by lower average selling prices ($14.9 million). Gross profit for both periods was unfavorably impacted by reduced shipment volumes and elevated unit conversion costs relative to prerecession levels largely due to reduced operating schedules.

Selling, General and Administrative Expense

Selling, general and administrative expense ("SG&A expense") for the second quarter of 2016 increased 27.8% to $7.6 million, or 7.1% of net sales, from $6.0 million, or 5.9% of net sales, in the same year-ago period as higher compensation expense ($1.7 million) was partially offset by lower employee benefit costs ($0.3 million). The increase in compensation expense was largely driven by higher incentive plan expense due to our improved financial results in the current year quarter. The decrease in employee benefit costs was primarily related to lower employee health insurance expense.

Restructuring Charges, Net

Net restructuring charges of $100,000 were incurred in the second quarter of 2016 related to the consolidation of our PC strand facilities, which included facility closure ($59,000), equipment relocation costs ($21,000) and impairment charges associated with the decommissioning of equipment ($20,000). Net restructuring charges of $333,000 were incurred in the second quarter of 2015 related to the closure of the Newnan, Georgia PC strand facility, which included impairment charges associated with the decommissioning of equipment ($237,000) and employee separation ($75,000) and facility closure costs ($21,000).

Other Expense (Income)

Other expense for the second quarter of 2016 was $29,000 compared to $1.6 million of other income in the same year-ago period. The other income for the second quarter of 2015 was primarily related to a net gain from insurance proceeds attributable to the replacement of property and equipment damaged in the fire at our Gallatin, Tennessee PC strand facility in 2014.

Interest Expense

Interest expense for the second quarter of 2016 decreased 64.9% to $40,000 from $114,000 in the same year-ago period primarily due to the borrowings on our revolving credit facility during the year-ago period.

Income Taxes

Our effective income tax rate for the second quarter of 2016 decreased slightly to 34.0% from 34.5% for the same year-ago period due to changes in permanent book versus tax differences.

Net Earnings

Net earnings for the second quarter of 2016 increased to $7.2 million ($0.38 per share) from $2.5 million ($0.14 per share) in the same year-ago period primarily due to the increase in gross profit partially offset by the increase in SG&A expense.

First Half of Fiscal 2016 Compared to First Half of Fiscal 2015

Net Sales

Net sales for the first half of 2016 decreased 5.9% to $199.8 million from $212.4 million in the same year-ago period as a 5.1% increase in shipments was offset by a 10.5% decrease in average selling prices. The increase in shipments was primarily due to improved market conditions and milder winter weather relative to the prior year period. The decrease in average selling prices was driven by competitive pricing pressures. Sales for both periods reflect reduced volumes relative to prerecession levels in our construction end-markets.

Gross Profit

Gross profit for the first half of 2016 increased 68.9% to $35.0 million, or 17.5% of net sales, from $20.7 million, or 9.8% of net sales, in the same year-ago period. The year-over-year increase was primarily due to higher spreads between average selling prices and raw material costs ($9.2 million), lower unit conversion costs ($3.4 million) and the increase in shipments ($1.1 million). The increase in spreads was driven by lower raw material ($31.9 million) and freight costs ($0.8 million) partially offset by lower average selling prices ($23.5 million). Gross profit for both periods was unfavorably impacted by reduced shipment volumes and elevated unit conversion costs relative to prerecession levels largely due to reduced operating schedules.

Selling, General and Administrative Expense

SG&A expense for the first half of 2016 increased 20.2% to $14.0 million, or 7.0% of net sales, from $11.6 million, or 5.5% of net sales, in the same year-ago period as higher compensation expense ($2.4 million) and the relative year-over-year change in the cash surrender value of life insurance policies ($0.2 million) were partially offset by lower employee benefit costs ($0.4 million). The increase in compensation expense was largely driven by higher incentive plan expense due to our improved financial results in the current year period. The cash surrender value of life insurance policies increased $0.1 million in the current year period compared with $0.3 million in the prior year period due to the changes in the value of the underlying investments. The decrease in employee benefit costs was primarily related to lower employee health insurance expense.

Restructuring Charges, Net

Net restructuring charges of $25,000 were incurred in the first half of 2016 related to the consolidation of our PC strand facilities, which included equipment relocation costs ($96,000), facility closure costs ($89,000) and impairment charges related to the decommissioning of equipment ($20,000) partially offset by a gain on the sale of equipment previously associated with the Newnan, Georgia PC strand facility ($180,000). Net restructuring charges of $333,000 were incurred in the prior year period related to the closure of the Newnan, Georgia facility, which included ($237,000) for impairment charges related to the decommissioning of equipment and employee separation ($75,000) and facility closure costs ($21,000).

20

Other Income

Other income for the first half of 2016 was $85,000 compared with $1.6 million in the same year-ago period. The income for the prior year period was primarily related to a net gain from insurance proceeds attributable to the replacement of property and equipment damaged in the fire at our Gallatin, Tennessee PC strand facility in 2014.

Interest Expense

Interest expense for the first half of 2016 decreased 61.1% to $81,000 from $208,000 in the same year-ago period primarily due to the borrowings on our revolving credit facility during the prior year period.

Income Taxes

Our effective income tax rate for the first half of 2016 was essentially unchanged at 34.3% compared with 34.5% in the prior year.

Net Earnings

Net earnings for the first half of 2016 increased to $13.9 million ($0.73 per diluted share) from $6.7 million ($0.36 per share) in the same year-ago period primarily due to the increase in gross profit partially offset by the increase in SG&A expense.

Liquidity and Capital Resources

Selected Financial Data

(Dollars in thousands)

	Six Months Ended	
	April 2, 2016	March 28, 2015
Net cash provided by (used for) operating activities		