MITEK SYSTEMS INC
Form 10-Q
May 04, 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 March 31, 2016

£ 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 001-35231

MITEK SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	87-0418827 (I.R.S. Employer Identification No.)
8911 Balboa Avenue	
San Diego, California (Address of Principal Executive Offices)	92123 (Zip Code)

(858) 309-1700

(Registrant’s Telephone Number, Including Area Code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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. (Check one):

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

There were 32,214,857 shares of the registrant’s common stock outstanding as of April 28, 2016.

0MITEK SYSTEMS, INC.

FORM 10-Q

For The Quarterly Period Ended March 31, 2016

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PART I

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

MITEK SYSTEMS, INC.

CONSOLIDATED BALANCE SHEETS

(amounts in thousands except share data)

	March 31, 2016 (Unaudited)	September 30, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$ 13,226	$ 2,753
Short-term investments	14,935	23,921
Accounts receivable, net	2,492	3,937
Other current assets	1,099	798
Total current assets	31,752	31,409
Long-term investments	3,753	-
Property and equipment, net	867	975
Intangible assets, net	3,025	3,397
Goodwill	2,806	2,873
Other non-current assets	92	92
Total assets	$ 42,295	$ 38,746
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,608	$ 1,538
Accrued payroll and related taxes	1,950	2,061
Deferred revenue, current portion	3,770	3,516
Other current liabilities	361	289
Total current liabilities	7,689	7,404
Deferred revenue, non-current portion	175	222
Other non-current liabilities	786	687
Total liabilities	8,650	8,313
Stockholders' equity:		
Preferred stock, $0.001 par value, 1,000,000 shares authorized, none issued and outstanding	-	-
Common stock, $0.001 par value, 60,000,000 shares authorized, 32,214,855 and	32	32

31,721,114 issued and outstanding, as of March 31, 2016 and September 30, 2015, respectively		
Additional paid-in capital	66,979	63,905
Accumulated other comprehensive loss	(125)	(3)
Accumulated deficit	(33,241)	(33,501)
Total stockholders' equity	33,645	30,433
Total liabilities and stockholders' equity	$ 42,295	$ 38,746

The accompanying notes form an integral part of these consolidated financial statements.

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MITEK SYSTEMS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND OTHER COMPREHENSIVE INCOME

(Unaudited)

(amounts in thousands except for share data)

	Three Months Ended		Six Months Ended	
	March 31, 2016	2015	March 31, 2016	2015
Revenue				
Software	$5,557	$3,993	$10,286	$7,740
Services	2,965	1,679	5,640	3,322
Total revenue	8,522	5,672	15,926	11,062
Operating costs and expenses				
Cost of revenue-software	132	225	522	439
Cost of revenue-services	588	332	1,140	616
Selling and marketing	2,553	1,429	5,016	2,867
Research and development	1,814	1,388	3,520	2,543
General and administrative	2,263	1,812	4,355	3,977
Acquisition-related costs and expenses	541		**(782)**	(670)
Net income allocated to common shares	**$ 99,434**	$ 67,646		
Basic net income per common share	**$ .97**	$ .64		
Diluted				
Average common shares outstanding	**102,070,349**	104,991,014		
Stock options and other contingently issuable shares [1]	**2,387,739**	2,371,655		
Average common shares outstanding assuming dilution	**104,458,088**	107,362,669		
Net income	**$ 100,216**	$ 68,316		
Less net income allocated to unvested restricted shares assuming dilution	**(768)**	(662)		
Net income allocated to common shares assuming dilution	**$ 99,448**	$ 67,654		
Diluted net income per common share	**$ .95**	$ .63		

[1] Stock options and other contingently issuable shares excluded 54,675 shares for the three months ended March 31, 2011 due to their anti-dilutive effect. There were no options excluded due to their anti-dilutive effect for the three months ended March 31, 2012.

The Company has two classes of participating securities: common shares and restricted shares, representing 99% and 1% of outstanding shares, respectively. The restricted shares are shares of unvested restricted stock granted under the Company s restricted stock award program. Unvested restricted shares granted prior to April 21, 2010 received non-forfeitable dividends. Accordingly, the shares are considered a participating security and the two-class method of calculating basic and diluted earnings per share is required. Effective April 21, 2010, the restricted stock award program was revised and dividends on performance-based restricted shares granted after this date are deferred and payment is contingent upon the awards vesting. Only the time-based restricted shares, which continue to receive non-forfeitable dividends, are considered a participating security. Basic and diluted earnings per share are calculated using the two-class method in accordance with the Earnings Per Share Topic of the ASC.

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NOTE 13 REPORTABLE SEGMENT INFORMATION

The Company reports segment information in the same way that management internally organizes its business for assessing performance and making decisions regarding allocation of resources in accordance with the Segment Disclosures Topic of the ASC. The Company has determined that it has four reportable segments: Paint Stores Group, Consumer Group, Global Finishes Group and Latin America Coatings Group (collectively, the Reportable Segments).

(Thousands of dollars)

Three Months Ended March 31, 2012	Paint Stores Group	Consumer Group	Global Finishes Group	Latin America Coatings Group	Administrative	Consolidated Totals
Net external sales	**$ 1,123,078**	**$ 320,373**	**$ 483,075**	**$ 208,594**	**$ 1,224**	**$ 2,136,344**
Intersegment transfers		**503,501**	**2,330**	**10,975**	**(516,806)**	
Total net sales and intersegment transfers	**$ 1,123,078**	**$ 823,874**	**$ 485,405**	**$ 219,569**	**$ (515,582)**	**$ 2,136,344**
Segment profit	**$ 112,713**	**$ 55,306***	**$ 28,636**	**$ 19,887**		**$ 216,542**
Interest expense					**$ (10,337)**	**(10,337)**
Administrative expenses and other					**(63,890)**	**(63,890)**
Income before income taxes	**$ 112,713**	**$ 55,306**	**$ 28,636**	**$ 19,887**	**$ (74,227)**	**$ 142,315**

Three Months Ended March 31, 2011	Paint Stores Group	Consumer Group	Global Finishes Group	Latin America Coatings Group	Administrative	Consolidated Totals
Net external sales	$ 929,267	$ 294,930	$ 435,317	$ 194,849	$ 1,223	$ 1,855,586
Intersegment transfers		418,148	1,298	8,440	(427,886)	
Total net sales and intersegment transfers	$ 929,267	$ 713,078	$ 436,615	$ 203,289	$ (426,663)	$ 1,855,586
Segment profit	$ 68,857	$ 41,091*	$ 19,438	$ 17,372		$ 146,758
Interest expense					$ (10,675)	(10,675)
Administrative expenses and other					(41,370)	(41,370)
Income before income taxes	$ 68,857	$ 41,091	$ 19,438	$ 17,372	$ (52,045)	$ 94,713

* Segment profit includes $6,676 and $4,948 of mark-up on intersegment transfers realized as a result of external sales by the Paint Stores Group during the first quarter of 2012 and 2011, respectively.

In the reportable segment financial information, Segment profit was total net sales and intersegment transfers less operating costs and expenses. Domestic intersegment transfers were accounted for at the approximate fully absorbed manufactured cost, based on normal capacity volumes, plus customary distribution costs. International intersegment transfers were accounted for at values comparable to normal unaffiliated customer sales. The Administrative segment includes the administrative expenses of the Company s corporate headquarters site. Also included in the Administrative segment was interest expense, interest and investment income, certain expenses related to closed facilities and environmental-related matters, and other expenses which were not directly associated with the Reportable Segments. The Administrative segment did not include any significant foreign operations. Also included in the Administrative segment was a real estate management unit that is responsible for the ownership, management and leasing of non-retail properties held primarily for use by the Company, including the Company s headquarters site, and disposal of idle facilities. Sales of this segment represented

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external leasing revenue of excess headquarters space or leasing of facilities no longer used by the Company in its primary businesses. Gains and losses from the sale of property were not a significant operating factor in determining the performance of the Administrative segment.

Net external sales and segment profit of all consolidated foreign subsidiaries were $501.8 million and $34.8 million, respectively, for the first quarter of 2012, and $470.0 million and $27.4 million, respectively, for the first quarter of 2011. Long-lived assets of these subsidiaries totaled $662.2 million and $662.5 million at March 31, 2012 and March 31, 2011, respectively. Domestic operations accounted for the remaining net external sales, segment profits and long-lived assets. No single geographic area outside the United States was significant relative to consolidated net external sales, income before taxes, or consolidated long-lived assets.

Export sales and sales to any individual customer were each less than 10 percent of consolidated sales to unaffiliated customers during all periods presented.

NOTE 14 ACQUISITIONS

The Company acquired a controlling interest in Leighs Paints in July 2011 and the remaining interest in December 2011. Headquartered in Bolton, United Kingdom, Leighs Paints is one of the leading industrial fire protection coatings manufacturers in the world, with a growing global platform driven by technology innovation and quality products. The acquisition strengthens the Global Finishes Group s growing global platform. The aggregate consideration paid for Leighs Paints was $41.8 million, net of cash acquired. The acquisition resulted in the recognition of goodwill and intangible assets.

The following unaudited pro-forma summary presents consolidated financial information as if Leighs Paints had been acquired as of the beginning of each period presented. The pro-forma consolidated financial information does not necessarily reflect the actual results that would have occurred had the acquisition taken place on January 1, 2011 or of future results of operations of Leighs Paints under ownership and operation of the Company.

(Thousands of dollars except per share data)

	Three Months Ended March 31,	
	2012	2011
Net sales	**$ 2,136,344**	$ 1,870,978
Net income	**100,216**	68,349
Net income per common share:		
Basic	**$ .97**	$ .64
Diluted	**$ .95**	$ .63

NOTE 15 FAIR VALUE MEASUREMENTS

The Fair Value Measurements and Disclosures Topic of the ASC applies to the Company s financial and non-financial assets and liabilities. The guidance applies when other standards require or permit the fair value measurement of assets and liabilities. It does not expand the use

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of fair value measurements. The Company did not have any fair value measurements for its non-financial assets and liabilities during the first quarter. The following table presents the Company s financial assets and liabilities that are measured at fair value on a recurring basis, categorized using the fair value hierarchy:

(Thousands of dollars)	Fair Value at March 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Deferred compensation plan asset [1]	$ 19,026	$ 17,815	$ 1,211	
Liabilities:				
Deferred compensation plan liability [2]	$ 25,665	$ 25,665		

(1) The deferred compensation plan asset consists of the investment funds maintained for the future payments under the Company s executive deferred compensation plan, which is structured as a rabbi trust. The investments are marketable securities accounted for under the Debt and Equity Securities Topic of the ASC. The level 1 investments are valued using quoted market prices multiplied by the number of shares. The level 2 investments are valued based on vendor or broker models. The cost basis of the investment funds is $18,842.

(2) The deferred compensation plan liability is the Company s liability under its executive deferred compensation plan. The liability represents the fair value of the participant shadow accounts, and the value is based on quoted market prices.

NOTE 16 FINANCIAL INSTRUMENTS

The table below summarizes the carrying amount and fair value of the Company s publicly traded debt and non-publicly traded debt in accordance with the Fair Value Measurements and Disclosures Topic of the ASC. The fair values of the Company s publicly traded debt are based on quoted market prices. The fair values of the Company s non-traded debt are estimated using discounted cash flow analyses, based on the Company s current incremental borrowing rates for similar types of borrowing arrangements. The Company s publicly traded debt and non-traded debt are classified as level 1 and level 2, respectively, in the fair value hierarchy.

(Thousands of dollars)	**March 31, 2012**		March 31, 2011	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Publicly traded debt	**$ 632,435**	**$ 701,156**	$ 632,387	$ 666,247
Non-traded debt	**12,356**	**11,860**	28,509	26,720

On January 30, 2012, the Company entered into a five-year credit agreement, which was amended on February 6, 2012, February 13, 2012 and February 27, 2012. This credit agreement gives the Company the right to borrow and to obtain the issuance, renewal, extension and increase of a letter of credit of up to an aggregate availability of $500 million.

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On April 23 and 25, 2012, the Company entered into a new five-year credit agreement which gives the Company the right to borrow and to obtain the issuance, renewal, extension and increase of a letter of credit up to an aggregate availability of $150 million.

NOTE 17 NON-TRADED INVESTMENTS

The Company has invested in the U.S. affordable housing and historic renovation real estate markets. These non-traded investments have been identified as variable interest entities. However, because the Company does not have the power to direct the day-to-day operations of the investments and the risk of loss is limited to the amount of contributed capital, the Company is not considered the primary beneficiary. In accordance with the Consolidation Topic of the ASC, the investments are not consolidated. The Company uses the effective yield method to determine the carrying value of the investments. Under the effective yield method, the initial cost of the investments is amortized over the period that the tax credits are recognized. The carrying amount of the investments, included in Other assets, was $240.4 million and $207.6 million at March 31, 2012 and 2011, respectively. The liability for estimated future capital contributions to the investments was $231.3 million and $197.1 million at March 31, 2012 and 2011, respectively.

NOTE 18 CAPITAL STOCK

On March 31, 2011, the Company retired all of its 125.4 million shares of common stock held in treasury at that date, which decreased Treasury stock, Common stock and Retained earnings by $4.5 billion, $0.1 billion and $4.4 billion, respectively.

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Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

SUMMARY

The Sherwin-Williams Company, founded in 1866, and its consolidated wholly owned subsidiaries (collectively, the Company) are engaged in the development, manufacture, distribution and sale of paint, coatings and related products to professional, industrial, commercial and retail customers primarily in North and South America with additional operations in the Caribbean region, Europe and Asia. The Company is structured into four reportable segments Paint Stores Group, Consumer Group, Global Finishes Group and Latin America Coatings Group (collectively, the Reportable Segments) and an Administrative segment in the same way it is internally organized for assessing performance and making decisions regarding allocation of resources. See pages 6 through 15 and Note 19, on pages 76 through 79, in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Reportable Segments.

The Company s financial condition, liquidity and cash flow were strong in the first quarter of 2012 primarily due to improving domestic architectural paint demand. Net working capital decreased $57.3 million at March 31, 2012 compared to the end of the first quarter of 2011 due to an increase in current liabilities partially offset by an increase in current assets. The Company has been able to arrange sufficient short-term borrowing capacity at reasonable rates even as credit markets remain tight, and the Company has sufficient total available borrowing capacity to fund its current operating needs. Net operating cash decreased $1.7 million in the first three months of 2012, including a payment to the IRS for the 2011 ESOP settlement of $59.1 million, to a cash usage of $154.8 million from a cash usage of $153.2 million in 2011. In the twelve month period from April 1, 2011 through March 31, 2012, the Company generated net operating cash of $734.1 million, including two payments to the IRS for the 2011 ESOP settlement totaling $119.1 million.

Consolidated net sales increased 15.1 percent in the first quarter to $2.136 billion from $1.856 billion in the first quarter of 2011 due primarily to higher paint sales volume and selling price increases. Consolidated gross profit as a percent of consolidated net sales decreased in the first quarter to 42.6 percent from 43.0 percent in 2011 due primarily to rising raw material costs partially offset by selling price increases and increased paint volume. Selling, general and administrative expenses (SG&A) decreased as a percent of consolidated net sales to 35.5 percent from 37.2 percent in the first quarter of 2011 due primarily to good expense control across all Reportable Segments. Interest expense decreased $0.3 million in the first quarter. The effective income tax rate for first quarter of 2012 was 29.6 percent compared to 27.9 percent in 2011. Diluted net income per common share increased to $.95 per share for the first quarter of 2012 from $.63 per share a year ago.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation and fair presentation of the consolidated unaudited interim financial statements and accompanying notes included in this report are the responsibility of management. The

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financial statements and footnotes have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements and contain certain amounts that were based upon management s best estimates, judgments and assumptions that were believed to be reasonable under the circumstances. Management considered the impact of the uncertain economic environment and utilized certain outside sources of economic information when developing the basis for their estimates and assumptions. The impact of the global economic conditions on the estimates and assumptions used by management was believed to be reasonable under the circumstances. Management used assumptions based on historical results, considering the current economic trends, and other assumptions to form the basis for determining appropriate carrying values of assets and liabilities that were not readily available from other sources. Actual results could differ from those estimates. Also, materially different amounts may result under materially different conditions, materially different economic trends or from using materially different assumptions. However, management believes that any materially different amounts resulting from materially different conditions or material changes in facts or circumstances are unlikely to significantly impact the current valuation of assets and liabilities that were not readily available from other sources.

A comprehensive discussion of the Company s critical accounting policies and management estimates and significant accounting policies followed in the preparation of the financial statements is included in Management s Discussion and Analysis of Financial Condition and Results of Operations and in Note 1, on pages 48 through 52, in the Company s Annual Report on Form 10-K for the year ended December 31, 2011. There have been no significant changes in critical accounting policies, management estimates or accounting policies followed since the year ended December 31, 2011.

FINANCIAL CONDITION, LIQUIDITY AND CASH FLOW

Overview

The Company s financial condition, liquidity and cash flow were strong in the first quarter of 2012 primarily due to improving domestic architectural paint demand. Net working capital decreased $57.3 million at March 31, 2012 compared to the end of the first quarter of 2011 due to an increase in current liabilities partially offset by an increase in current assets. Accounts receivable increased $123.0 million while inventories decreased $46.9 million and all other current assets decreased $65.4 million. Accounts payable increased $45.5 million while all other current liabilities increased $22.6 million from March 31, 2011. Net working capital increases were impacted primarily by increased sales and higher raw material costs. The Company has been able to arrange sufficient short-term borrowing capacity at reasonable rates even as credit markets remain tight, and the Company has sufficient total available borrowing capacity to fund its current operating needs. In the first three months of 2012, short-term borrowings increased $330.7 million and accounts payable increased $34.5 million from December 31, 2011 primarily due to the seasonal increase in need for working capital and higher raw material costs, and all other current liabilities decreased $132.7 million primarily due to timing of tax payments. Accounts receivable and inventories increased $235.7 million from December 31, 2011 to March 31, 2012 when normal seasonal trends typically require significant growth in these categories. The Company s current ratio was 1.03 at March 31, 2012 compared to 1.06 at March 31, 2011 and 1.05 at December 31, 2011. Total debt at March 31, 2012 decreased $17.5 million to $1.322

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billion from $1.339 billion at March 31, 2011 and increased as a percentage of total capitalization to 46.7 percent from 45.4 percent at the end of the first quarter last year. Total debt increased $328.4 million and increased from 39.6 percent of total capitalization at December 31, 2011. At March 31, 2012, the Company had remaining borrowing ability of $1.584 billion. Net operating cash decreased $1.7 million in the first three months of 2012 to a cash usage of $154.8 million from a cash usage of $153.2 million in 2011 primarily due to a payment to the IRS for the 2011 ESOP settlement of $59.1 million partially offset by an increase in net income of $31.9 million. In the twelve month period from April 1, 2011 through March 31, 2012, the Company generated net operating cash of $734.1 million, including two payments to the IRS for the 2011 ESOP settlement totaling $119.1 million. In that same period, the Company invested $159.6 million in capital additions and improvements, invested $44.4 million in acquisitions, decreased total debt $17.5 million, purchased $457.3 million in treasury stock and paid $154.9 million in cash dividends to its shareholders of common stock.

Net Working Capital, Debt and Other Long-Term Assets and Liabilities

Cash and cash equivalents decreased $7.2 million during the first three months of 2012. Cash requirements for increased sales and normal seasonal increases in working capital, a payment to the IRS for the 2011 ESOP settlement of $59.1 million, capital expenditures of $32.8 million, net payments made on long-term debt of $2.3 million, payments of cash dividends of $40.4 million and treasury stock purchases of $180.8 million were funded primarily by net cash from operations and net increase in short-term borrowings of $330.7 million. At March 31, 2012, the Company s current ratio was 1.03 compared to 1.05 at December 31, 2011 and 1.06 a year ago. The decrease from a year ago was due primarily to the year-over-year increase in short-term borrowings and accounts payable more than offsetting increases in accounts receivable and inventories.

Goodwill and intangible assets increased $2.8 million from December 31, 2011 and decreased $17.8 million from March 31, 2011. The net increase during the first three months of 2012 was due primarily to foreign currency translation of $8.4 million and capitalization of software of $1.0 million partially offset by amortization of $6.6 million. The net decrease over the twelve-month period from March 31, 2011 resulted from amortization of $29.9 million, foreign currency translation of $14.2 million and impairments of $5.5 million partially offset by acquisitions of $24.3 million and capitalization of software of $7.6 million. See Note 5, on pages 53 to 54, in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning goodwill and intangible assets.

Deferred pension assets increased $2.4 million during the first three months of 2012 and decreased $20.2 million from March 31, 2011. The decrease in the last twelve months was due primarily to decreases in the fair market value of equity securities held by the Company s defined benefit pension plans. See Note 7, on pages 58 to 64, in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Company s benefit plan assets.

Other assets at March 31, 2012 increased $12.7 million in the first three months of 2012 and $36.1 million from a year ago due primarily to increased investments in affordable housing and historic renovation real estate properties along with increases in various other investments during both time periods.

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Net property, plant and equipment decreased $5.7 million in the first three months of 2012 and increased $4.4 million in the twelve months since March 31, 2011. The decrease in the first three months was primarily due to depreciation expense of $37.9 million and sale or disposition of fixed assets partially offset by capital expenditures of $32.8 million and changes in currency translation rates. Since March 31, 2011, capital expenditures of $159.6 million and acquisitions of $17.3 million were partially offset by depreciation expense of $151.8 million, dispositions or sale of assets with remaining net book value of $9.7 million, and changes in currency translation rates of $11.1 million. Capital expenditures during the first three months of 2012 primarily represented expenditures associated with improvements and normal equipment replacement in manufacturing and distribution facilities in the Consumer Group and normal equipment replacement in the Paint Stores and Global Finishes Groups.

Short-term borrowings related to the Company s domestic commercial paper program outstanding were $606.9 million at an average rate of 0.24 percent at March 31, 2012. There were no borrowings under certain other short-term revolving and letter of credit agreements at March 31, 2012. Short-term borrowings outstanding under various foreign programs at March 31, 2012 were $70.1 million with a weighted average interest rate of 3.5 percent. The Company had unused capacity of $443.1 million at March 31, 2012 under the commercial paper program that is backed by the Company s revolving credit agreement. On January 30, 2012, the Company entered into a five-year credit agreement, which was amended on February 6, 2012, February 13, 2012 and February 27, 2012. This credit agreement gives the Company the right to borrow and to obtain the issuance, renewal, extension and increase of a letter of credit of up to an aggregate availability of $500 million. See Note 8, on pages 64 through 65, in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Company s debt.

Long-term liabilities for postretirement benefits other than pensions did not change significantly from December 31, 2011 and increased $1.8 million from March 31, 2011. The slight increase in the liability was due to the increase in the actuarially determined postretirement benefit obligation resulting from changes in actuarial assumptions and unfavorable claims experience. See Note 7, on pages 58 to 64, in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Company s benefit plan obligations.

Other long-term liabilities at March 31, 2012 increased $4.1 million in the first three months of 2012. The increase of $55.7 million from a year ago was due primarily to an increase in non-current deferred tax liabilities.

Environmental-Related Liabilities

The operations of the Company, like those of other companies in the same industry, are subject to various federal, state and local environmental laws and regulations. These laws and regulations not only govern current operations and products, but also impose potential liability on the Company for past operations. Management expects environmental laws and regulations to

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impose increasingly stringent requirements upon the Company and the industry in the future. Management believes that the Company conducts its operations in compliance with applicable environmental laws and regulations and has implemented various programs designed to protect the environment and promote continued compliance.

Depreciation of capital expenditures and other expenses related to ongoing environmental compliance measures were included in the normal operating expenses of conducting business. The Company s capital expenditures, depreciation and other expenses related to ongoing environmental compliance measures were not material to the Company s financial condition, liquidity, cash flow or results of operations during the first three months of 2012. Management does not expect that such capital expenditures, depreciation and other expenses will be material to the Company s financial condition, liquidity, cash flow or results of operations in 2012.

The Company is involved with environmental investigation and remediation activities at some of its currently and formerly owned sites (including sites which were previously owned and/or operated by businesses acquired by the Company). In addition, the Company, together with other parties, has been designated a potentially responsible party under federal and state environmental protection laws for the investigation and remediation of environmental contamination and hazardous waste at a number of third-party sites, primarily Superfund sites. The Company may be similarly designated with respect to additional third-party sites in the future.

The Company accrues for estimated costs of investigation and remediation activities at its currently and formerly owned sites and third party sites for which commitments or clean-up plans have been developed and when such costs can be reasonably estimated based on industry standards and professional judgment. These estimated costs are based on currently available facts regarding each site. The Company accrues a specific estimated amount when such an amount and a time frame in which the costs will be incurred can be reasonably determined. If the best estimate of costs can only be identified as a range and no specific amount within that range can be determined more likely than any other amount within the range, the minimum of the range is accrued by the Company in accordance with applicable accounting rules and interpretations. The Company continuously assesses its potential liability for investigation and remediation activities and adjusts its environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated. At March 31, 2012 and 2011, the Company had accruals for environmental-related activities of $127.5 million and $150.8 million, respectively.

Due to the uncertainties of the scope and magnitude of contamination and the degree of investigation and remediation activities that may be necessary at certain currently or formerly owned sites and third party sites, it is reasonably likely that further extensive investigations may be required and that extensive remedial actions may be necessary not only on such sites but on adjacent properties. Depending on the extent of the additional investigations and remedial actions necessary, the Company s ultimate liability may result in costs that are significantly higher than currently accrued. If the Company s future loss contingency is ultimately determined to be at the maximum of the range of possible outcomes for every site for which costs can be reasonably estimated, the Company s aggregate accruals for environmental-related activities would be $97.8 million higher than the accruals at March 31, 2012.

Four of the Company s currently and formerly owned sites accounted for the majority of the accruals for environmental-related activities and the unaccrued maximum of the estimated range of possible outcomes at March 31, 2012. At March 31, 2012, $86.7 million, or 68.0 percent, related directly to these four sites. Of the aggregate unaccrued exposure at March 31, 2012, $67.7 million, or 69.2 percent, related to the four sites. While environmental investigations and remedial actions are in different stages at these sites, additional investigations, remedial actions and/or monitoring will likely be required at each site. A comprehensive description of the four currently and formerly owned sites that account for the majority of the accruals for environmental-related activities is included in Management s Discussion and Analysis of Financial Condition and Results of Operations in the Company s Annual Report on Form 10-K for the year ended December 31, 2011. There have been no significant changes in the investigative or remedial status of the four sites since December 31, 2011.

Management cannot presently estimate the ultimate potential loss contingencies related to these four sites or other less significant sites until such time as a substantial portion of the investigative activities at each site is completed and remedial action plans are developed.

In accordance with the Asset Retirement Obligations Topic of the ASC, the Company has identified certain conditional asset retirement obligations at various current manufacturing, distribution and store facilities. These obligations relate primarily to asbestos abatement and closures of hazardous waste containment devices. Using investigative, remediation and disposal methods that are currently available to the Company, the estimated cost of these obligations is not significant.

In the event any future loss contingency significantly exceeds the current amount accrued, the recording of the ultimate liability may result in a material impact on net income for the annual or interim period during which the additional costs are accrued. Management does not believe that any potential liability ultimately attributed to the Company for its environmental-related matters or conditional asset retirement obligations will have a material adverse effect on the Company s financial condition, liquidity, or cash flow due to the extended period of time during which environmental investigation and remediation takes place. An estimate of the potential impact on the Company s operations cannot be made due to the aforementioned uncertainties.

Management expects these contingent environmental-related liabilities and conditional asset retirement obligations to be resolved over an extended period of time. Management is unable to provide a more specific time frame due to the indefinite amount of time to conduct investigation activities at any site, the indefinite amount of time to obtain governmental agency approval, as necessary, with respect to investigation and remediation activities, and the indefinite amount of time necessary to conduct remediation activities.

Contractual Obligations, Commercial Commitments and Warranties

Short-term borrowings increased $330.7 million to $677.0 million at March 31, 2012 from $346.3 million at December 31, 2011. Total long-term debt decreased $2.3 million to $644.8 million at March 31, 2012 from $647.1 million at December 31, 2011 and $660.9 million at March 31, 2011. See the Financial Condition, Liquidity and Cash Flow section of this report for more information. There have been no other significant changes to the Company s contractual

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obligations and commercial commitments in the first quarter of 2012 as summarized in Management s Discussion and Analysis of Financial Condition and Results of Operations in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

Changes to the Company s accrual for product warranty claims in the first three months of 2012 are disclosed in Note 5.

Contingent Liabilities

Life Shield Engineered Systems, LLC (Life Shield) is a wholly-owned subsidiary of the Company. Life Shield develops and manufactures blast and fragment mitigating systems. The blast and fragment mitigating systems create a potentially higher level of product liability for the Company (as an owner of and supplier to Life Shield) than is normally associated with coatings and related products currently manufactured, distributed and sold by the Company.

Certain of Life Shield s technology has been designated as Qualified Anti-Terrorism Technology and granted a Designation under the Support Anti-Terrorism by Fostering Effective Technologies Act of 2002 (SAFETY Act) and the regulations adopted pursuant to the SAFETY Act. Under the SAFETY Act, the potentially higher level of possible product liability for Life Shield relating to the technology granted the Designation is limited to $6.0 million per occurrence in the event any such liability arises from an Act of Terrorism (as defined in the SAFETY Act). The limitation of liability provided for under the SAFETY Act does not apply to any technology not granted a designation or certification as a Qualified Anti-Terrorism Technology, nor in the event that any such liability arises from an act or event other than an Act of Terrorism. Life Shield maintains insurance for liabilities up to the $6.0 million per occurrence limitation caused by failure of its products in the event of an Act of Terrorism.

Management of the Company has reviewed the potential increased liabilities associated with Life Shield s systems and determined that potential liabilities arising from an Act of Terrorism that could ultimately affect the Company will be appropriately insured or limited by current regulations. However, due to the uncertainties involved in the future development, usage and application of Life Shield s systems, the number or nature of possible future claims and legal proceedings, or the effect that any change in legislation and/or administrative regulations may have on the limitations of potential liabilities, management cannot reasonably determine the scope or amount of any potential costs and liabilities for the Company related to Life Shield or to Life Shield s systems. Any potential liability for the Company that may result from Life Shield or Life Shield s systems cannot reasonably be estimated. However, based upon, among other things, the limitation of liability under the SAFETY Act in the event of an Act of Terrorism, management does not currently believe that the costs or potential liability ultimately determined to be attributable to the Company through its ownership of Life Shield, or as a supplier to Life Shield arising from the use of Life Shield s systems will have a material adverse effect on the Company s results of operations, liquidity or financial conditions.

Litigation

In the course of its business, the Company is subject to a variety of claims and lawsuits, including, but not limited to, litigation relating to product liability and warranty, personal injury, environmental, intellectual property, commercial, contractual and antitrust claims that are inherently subject to many uncertainties regarding the possibility of a loss to the Company. These uncertainties will ultimately be resolved when one or more future events occur or fail to occur confirming the incurrence of a liability or the reduction of a liability. In accordance with the Contingencies Topic of the ASC, the Company accrues for these contingencies by a charge to income when it is both probable that one or more future events will occur confirming the fact of a loss and the amount of the loss can be reasonably estimated. In the event that the Company s loss contingency is ultimately determined to be significantly higher than currently accrued, the recording of the additional liability may result in a material impact on the Company s results of operations, liquidity or financial condition for the annual or interim period during which such additional liability is accrued. In those cases where no accrual is recorded because it is not probable that a liability has been incurred and cannot be reasonably estimated, any potential liability ultimately determined to be attributable to the Company may result in a material impact on the Company s results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued. In those cases where no accrual is recorded or exposure to loss exists in excess of the amount accrued, the Contingencies Topic of the ASC requires disclosure of the contingency when there is a reasonable possibility that a loss or additional loss may have been incurred.

Lead pigment and lead-based paint litigation. The Company s past operations included the manufacture and sale of lead pigments and lead-based paints. The Company, along with other companies, is and has been a defendant in a number of legal proceedings, including individual personal injury actions, purported class actions, and actions brought by various counties, cities, school districts and other government-related entities, arising from the manufacture and sale of lead pigments and lead-based paints. The plaintiffs claims have been based upon various legal theories, including negligence, strict liability, breach of warranty, negligent misrepresentations and omissions, fraudulent misrepresentations and omissions, concert of action, civil conspiracy, violations of unfair trade practice and consumer protection laws, enterprise liability, market share liability, public nuisance, unjust enrichment and other theories. The plaintiffs seek various damages and relief, including personal injury and property damage, costs relating to the detection and abatement of lead-based paint from buildings, costs associated with a public education campaign, medical monitoring costs and others. The Company is also a defendant in legal proceedings arising from the manufacture and sale of non-lead-based paints that seek recovery based upon various legal theories, including the failure to adequately warn of potential exposure to lead during surface preparation when using non-lead-based paint on surfaces previously painted with lead-based paint. The Company believes that the litigation brought to date is without merit or subject to meritorious defenses and is vigorously defending such litigation. The Company has not settled any lead pigment or lead-based paint litigation. The Company expects that additional lead pigment and lead-based paint litigation may be filed against the Company in the future asserting similar or different legal theories and seeking similar or different types of damages and relief.

Notwithstanding the Company s views on the merits, litigation is inherently subject to many uncertainties, and the Company ultimately may not prevail. Adverse court rulings or determinations of liability, among other factors, could affect the lead pigment and lead-based paint litigation against the Company and encourage an increase in the number and nature of

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future claims and proceedings. In addition, from time to time, various legislation and administrative regulations have been enacted, promulgated or proposed to impose obligations on present and former manufacturers of lead pigments and lead-based paints respecting asserted health concerns associated with such products or to overturn the effect of court decisions in which the Company and other manufacturers have been successful.

Due to the uncertainties involved, management is unable to predict the outcome of the lead pigment and lead-based paint litigation, the number or nature of possible future claims and proceedings, or the effect that any legislation and/or administrative regulations may have on the litigation or against the Company. In addition, management cannot reasonably determine the scope or amount of the potential costs and liabilities related to such litigation, or resulting from any such legislation and regulations. The Company has not accrued any amounts for such litigation. With respect to such litigation, including the public nuisance litigation, the Company does not believe that it is probable that a loss has occurred, and it is not possible to estimate the range of potential losses as there is no prior history of a loss of this nature and there is no substantive information upon which an estimate could be based. In addition, any potential liability that may result from any changes to legislation and regulations cannot reasonably be estimated. In the event any significant liability is determined to be attributable to the Company relating to such litigation, the recording of the liability may result in a material impact on net income for the annual or interim period during which such liability is accrued. Additionally, due to the uncertainties associated with the amount of any such liability and/or the nature of any other remedy which may be imposed in such litigation, any potential liability determined to be attributable to the Company arising out of such litigation may have a material adverse effect on the Company s results of operations, liquidity or financial condition. An estimate of the potential impact on the Company s results of operations, liquidity or financial condition cannot be made due to the aforementioned uncertainties.

Public nuisance claim litigation. The Company and other companies are or were defendants in legal proceedings seeking recovery based on public nuisance liability theories, among other theories, brought by the State of Rhode Island, the City of St. Louis, Missouri, various cities and counties in the State of New Jersey, various cities in the State of Ohio and the State of Ohio, the City of Chicago, Illinois, the City of Milwaukee, Wisconsin and the County of Santa Clara, California and other public entities in the State of California. Except for the Santa Clara County, California proceeding, all of these legal proceedings have been concluded in favor of the Company and other defendants at various stages in the proceedings.

The proceedings initiated by the State of Rhode Island included two jury trials. At the conclusion of the second trial, the jury returned a verdict finding that (i) the cumulative presence of lead pigment in paints and coatings on buildings in the State of Rhode Island constitutes a public nuisance, (ii) the Company, along with two other defendants, caused or substantially contributed to the creation of the public nuisance, and (iii) the Company and two other defendants should be ordered to abate the public nuisance. The Company and two other defendants appealed and, on July 1, 2008, the Rhode Island Supreme Court, among other determinations, reversed the judgment of abatement with respect to the Company and two other defendants. The Rhode Island Supreme Court s decision reversed the public nuisance liability judgment against the Company on the basis that the complaint failed to state a public nuisance claim as a matter of law.

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The Santa Clara County, California proceeding was initiated in March 2000 in the Superior Court of the State of California, County of Santa Clara. In the original complaint, the plaintiffs asserted various claims including fraud and concealment, strict product liability/failure to warn, strict product liability/design defect, negligence, negligent breach of a special duty, public nuisance, private nuisance, and violations of California s Business and Professions Code. A number of the asserted claims were resolved in favor of the defendants through pre-trial proceedings. The named plaintiffs in the Fourth Amended Complaint, filed on March 16, 2011, are the Counties of Santa Clara, Alameda, Los Angeles, Monterey, San Mateo, Solano and Ventura, and the Cities of Oakland, San Diego and San Francisco. The Fourth Amended Complaint asserts a sole claim for public nuisance, alleging that the presence of lead products for use in paint and coatings in, on and around buildings in the plaintiffs jurisdictions constitutes a public nuisance. The plaintiffs seek the abatement of the alleged public nuisance that exists within the plaintiffs jurisdictions.

Litigation seeking damages from alleged personal injury. The Company and other companies are defendants in a number of legal proceedings seeking monetary damages and other relief from alleged personal injuries. These proceedings include claims by children allegedly injured from ingestion of lead pigment or lead-containing paint, claims for damages allegedly incurred by the children s parents or guardians, and claims for damages allegedly incurred by professional painting contractors. These proceedings generally seek compensatory and punitive damages, and seek other relief including medical monitoring costs. These proceedings include purported claims by individuals, groups of individuals and class actions.

The plaintiff in Thomas v. Lead Industries Association, et al., initiated an action in state court against the Company, other alleged former lead pigment manufacturers and the Lead Industries Association in September 1999. The claims against the Company and the other defendants include strict liability, negligence, negligent misrepresentation and omissions, fraudulent misrepresentation and omissions, concert of action, civil conspiracy and enterprise liability. Implicit within these claims is the theory of risk contribution liability (Wisconsin s theory which is similar to market share liability) due to the plaintiff s inability to identify the manufacturer of any product that allegedly injured the plaintiff. The case ultimately proceeded to trial and, on November 5, 2007, the jury returned a defense verdict, finding that the plaintiff had ingested white lead carbonate, but was not brain damaged or injured as a result. The plaintiff appealed and, on December 16, 2010, the Wisconsin Court of Appeals affirmed the final judgment in favor of the Company and other defendants.

Wisconsin is the only jurisdiction to date to apply a theory of liability with respect to alleged personal injury (i.e., risk contribution/market share liability) that does not require the plaintiff to identify the manufacturer of the product that allegedly injured the plaintiff in the lead pigment and lead-based paint litigation. Although the risk contribution liability theory was applied during the Thomas trial, the constitutionality of this theory as applied to the lead pigment cases has not been judicially determined by the Wisconsin state courts. However, in an unrelated action filed in the United States District Court for the Eastern District of Wisconsin, Gibson v. American Cyanamid, et al., on November 15, 2010, the District Court held that Wisconsin s risk contribution theory as applied in that case violated the defendants right to substantive due process and is unconstitutionally retroactive. The District Court s decision in Gibson v. American Cyanamid, et al., has been appealed by the plaintiff.

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Insurance coverage litigation. The Company and its liability insurers, including certain Underwriters at Lloyd s of London, initiated legal proceedings against each other to primarily determine, among other things, whether the costs and liabilities associated with the abatement of lead pigment are covered under certain insurance policies issued to the Company. The Company s action, filed on March 3, 2006 in the Common Pleas Court, Cuyahoga County, Ohio, is currently stayed. The liability insurers action, which was filed on February 23, 2006 in the Supreme Court of the State of New York, County of New York, has been dismissed. An ultimate loss in the insurance coverage litigation would mean that insurance proceeds could be unavailable under the policies at issue to mitigate any ultimate abatement related costs and liabilities. The Company has not recorded any assets related to these insurance policies or otherwise assumed that proceeds from these insurance policies would be received in estimating any contingent liability accrual. Therefore, an ultimate loss in the insurance coverage litigation without a determination of liability against the Company in the lead pigment or lead-based paint litigation will have no impact on the Company s results of operation, liquidity or financial condition. As previously stated, however, the Company has not accrued any amounts for the lead pigment or lead-based paint litigation and any significant liability ultimately determined to be attributable to the Company relating to such litigation may result in a material impact on the Company s results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued.

Department of Labor (DOL) Leveraged ESOP Investigation. As previously disclosed, the DOL s investigation of transactions related to the Company s ESOP (the Leveraged ESOP Transactions) remains open. On April 19, 2012, the Employee Benefits Security Administration of the DOL notified the Company, certain current and former directors and the ESOP trustee of potential enforcement claims asserting breaches of fiduciary obligations. The DOL is seeking compensatory and equitable remedies, including monetary damages to the ESOP for alleged losses to the ESOP. The Company believes that the DOL s claims are subject to meritorious defenses and will vigorously defend any proceedings initiated by the DOL. The Company has not accrued any amounts for such claims.

Shareholders Equity

Shareholders equity decreased $8.3 million to $1.509 billion at March 31, 2012 from $1.517 billion at December 31, 2011 and decreased $99.3 million from $1.608 billion at March 31, 2011. Effective March 31, 2011, the Company retired all of its 125.4 million shares of common stock held in treasury, which resulted in decreases in treasury stock, common stock and retained earnings of $4.5 billion, $0.1 billion and $4.4 billion, respectively. The decrease in Shareholders equity for the first three months of 2012 resulted primarily from purchases of treasury stock of $180.8 million and cash dividends paid on common stock of $40.4 million partially offset by net income of $100.2 million, an increase in Other capital of $94.2 million resulting primarily from stock option exercises and a decrease in Cumulative other comprehensive loss of $31.6 million. Purchases of treasury stock for $457.3 million since March 31, 2011, cash dividends paid on common stock of $154.9 million and an increase in Cumulative other comprehensive loss of $78.8 million in twelve months, due primarily to unfavorable foreign currency translation

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effects, more than offset net income of $473.8 million and an increase in other capital of $130.2 million. During the first three months of 2012, the Company purchased 1.80 million shares of its common stock for treasury purposes through open market purchases. The Company purchased 5.40 million shares of its common stock since March 31, 2011 for treasury. The Company acquires its common stock for general corporate purposes, and depending on its cash position and market conditions, it may acquire additional shares in the future. The Company had remaining authorization at March 31, 2012 to purchase 19.25 million shares of its common stock. At a meeting held on February 15, 2012, the Board of Directors increased the quarterly cash dividend from $.365 per common share to $.39 per common share. This quarterly dividend, if approved in each of the remaining quarters of 2012, would result in an annual dividend for 2012 of $1.56 per common share or a 37.7 percent payout of 2011 diluted net income per common share.

Cash Flow

Net operating cash decreased $1.7 million in the first three months of 2012 to a cash usage of $154.8 million from a cash usage of $153.2 million in 2011 primarily due to a payment to the IRS for the 2011 ESOP settlement of $59.1 million partially offset by increased net income of $31.9 million. In the twelve month period from April 1, 2011 through March 31, 2012, the Company generated net operating cash of $734.1 million, including two payments to the IRS for the 2011 ESOP settlement totaling $119.1 million, decreased total debt $8.8 million, invested $159.6 million in capital additions and improvements and $44.4 million in acquisitions of businesses, purchased $457.3 million in treasury stock and paid $154.9 million in cash dividends to its shareholders of common stock.

Market Risk

The Company is exposed to market risk associated with interest rate, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. In the first three months of 2012, the Company entered into forward currency exchange contracts with maturity dates of less than twelve months to hedge against value changes in foreign currency. The Company believes it may be exposed to continuing market risk from foreign currency exchange rate and commodity price fluctuations. However, the Company does not expect that foreign currency exchange rate and commodity price fluctuations or hedging contract losses will have a material adverse effect on the Company s financial condition, results of operations or cash flows.

Financial Covenant

Certain borrowings contain a consolidated leverage covenant. The covenant states the Company s leverage ratio is not to exceed 3.00 to 1.00. In connection with the new credit facility entered into on July 8, 2011, the leverage ratio was increased to 3.25 to 1.00. The leverage ratio is defined as the ratio of total indebtedness (the sum of Short-term borrowings, Current portion of long-term debt and Long-term debt) at the reporting date to consolidated Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) for the 12-month period ended on the same date. Refer to the Results of Operations caption below for a reconciliation of EBITDA to Net income. At March 31, 2012, the Company was in compliance with the covenant. The Company s Notes, Debentures and revolving credit agreements contain various default and cross-default provisions. In the event of default under any one of these arrangements, acceleration of the maturity of any one or more of these borrowings may result. See Note 8, on page 64 and 65, in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Company s debt and related covenant.

RESULTS OF OPERATIONS

Shown below are net sales and income before taxes by segment for the first quarter:

(thousands of dollars)

	Three Months Ended March 31,		
	2012	2011	Change
Net Sales:			
Paint Stores Group	**$ 1,123,078**	$ 929,267	20.9%
Consumer Group	**320,373**	294,930	8.6%
Global Finishes Group	**483,075**	435,317	11.0%
Latin America Coatings Group	**208,594**	194,849	7.1%
Administrative	**1,224**	1,223	0.1%
Total	**$ 2,136,344**	$ 1,855,586	15.1%

	Three Months Ended March 31,		
	2012	2011	Change
Income Before Income Taxes:			
Paint Stores Group	**$ 112,713**	$ 68,857	63.7%
Consumer Group	**55,306**	41,091	34.6%
Global Finishes Group	**28,636**	19,438	47.3%
Latin America Coatings Group	**19,887**	17,372	14.5%
Administrative	**(74,227)**	(52,045)	-42.6%
Total	**$ 142,315**	$ 94,713	50.3%

Consolidated net sales increased in the first quarter due primarily to higher paint sales volume and selling price increases.

Net sales of all consolidated foreign subsidiaries were up 6.8 percent to $501.8 million in the quarter versus $470.0 million in the same period last year. The increase in net sales for all consolidated foreign subsidiaries in the quarter was due primarily to higher paint sales volume, selling price increases and acquisitions, which increased net sales 3.6 percent, partially offset by a 4.5 percent negative impact of foreign currency translation rate changes in the quarter. Net sales of all operations other than consolidated foreign subsidiaries were up 18.0 percent to $1.6 billion in the quarter as compared to $1.4 billion in the same period last year.

Net sales in the Paint Stores Group increased due primarily to higher paint sales volume and selling price increases. Net sales from stores open for more than twelve calendar months increased 20.4 percent in the quarter compared to last year s comparable period. Total paint sales volume percentage increases were in the low double digits for the first three months as compared to last year s comparable period. Sales of non-paint products increased by 16.3 percent over last year s first quarter. A discussion of changes in volume versus pricing for sales of products other than paint is not pertinent due to the wide assortment of general merchandise sold. Net sales of the Consumer Group increased in the first quarter due primarily to selling price increases and increased sales volume. Net sales in the Global Finishes Group stated in U.S. dollars increased in the first quarter primarily due to higher paint sales volume, selling price increases and acquisitions partially offset by unfavorable currency translation rate changes. Acquisitions increased sales by 3.9 percent for the first quarter. Currency translation rate changes decreased sales 2.3 percent in the quarter. Net sales in the Latin America Coatings Group stated in US dollars increased in the first quarter, which can primarily be attributed to selling price increases and higher paint sales volume partially offset by unfavorable currency translation rate changes. Currency translation rate changes decreased net sales by 5.6 percent in the quarter. Net sales in the Administrative segment, which primarily consist of external leasing revenue of excess headquarters space and leasing of facilities no longer used by the Company in its primary business, was flat in the first quarter.

Consolidated gross profit increased $112.4 million in the first quarter compared to the same period in 2011. As a percent of sales, consolidated gross profit decreased to 42.6 percent in the quarter from 43.0 percent in the first quarter of 2011. The dollar increase was primarily due to increased paint sales volume, selling price increases and 2011 acquisitions partially offset by higher raw material costs. The decrease as a percent to sales was due primarily to increased raw material costs and the impact of 2011 acquisitions partially offset by selling price increases and increased paint sales volume.

The Paint Stores Group s gross profit in the first quarter was higher than last year by $80.0 million due to increased paint sales volume and higher selling prices partially offset by increased raw material costs. The Paint Stores Group s gross profit margins in the quarter were lower compared to the same period last year. The Consumer Group s gross profit increased from last year by $15.6 million in the quarter due primarily to selling price increases and higher paint sales volume partially offset by increased raw material costs. The Consumer Group s gross profit margins increased as a percent of sales for the first quarter compared to the same period last year primarily due to selling price increases partially offset by increased raw material costs. The Global Finishes Group s gross profit increased $10.2 million in the first quarter compared to the same period last year, when stated in U.S. dollars, due primarily to higher paint sales volume, partially offset by increased raw material costs and unfavorable currency translation rate changes. The Global Finishes Group s gross profit margins were down as a percent of sales in the quarter compared to last year due to increased raw material costs partially offset by selling price increases. The Latin America Coatings Group s gross profit in the first quarter increased by $3.4 million from the same period in the prior year, when stated in U.S. dollars. The Latin America Coatings Group s gross profit margins were down as a percent of sales for the first quarter as compared to the same period last year primarily due to increased raw material costs partially offset by selling price increases. The Administrative segment s gross profit increased by an insignificant amount in the first quarter compared to the same period last year.

Selling, general and administrative expenses (SG&A) increased $66.6 million in the first quarter of 2012 versus last year due primarily to increased expenses to support higher sales levels and net new store openings. As a percent of sales, consolidated SG&A decreased to 35.5 percent in the quarter from 37.2 percent in the first quarter of 2011 due to higher sales.

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The Paint Stores Group s SG&A increased $36.5 million in the first quarter due primarily to net new store openings and general comparable store expenses to support higher sales levels. The Consumer Group s SG&A was up slightly for the first quarter of 2012 compared to the same period last year. The Global Finishes Group s SG&A increased $7.1 million in the quarter relating primarily to higher sales volume and acquisitions. The Latin America Coatings Group s SG&A increased $2.5 million in the first quarter due primarily to higher sales volume. The Administrative segment s SG&A increased by $19.7 million in the first quarter due primarily to an increase in incentive compensation expense, including stock-based compensation, and information systems costs to integrate the previous acquisitions.

Other general expense net increased $3.9 million in the first quarter. The increase in the quarter was primarily due to lower gains on sale of assets in the Administrative segment.

Other income net increased $5.0 million in the first quarter primarily due to increased foreign currency gains primarily impacting the Global Finishes and Latin America Coatings Groups.

Consolidated income before income taxes increased $47.6 million in the first quarter due to higher segment profits across all operating segments partially offset by increased expenses in the Administrative segment.

The effective income tax rate of 29.6 percent for the first quarter of 2012 was higher than the 27.9 percent effective income tax rate for the first quarter of 2011 due primarily to the timing of discrete items.

Net income for the quarter increased $31.9 million to $100.2 million from $68.3 million in the first quarter of 2011. Diluted net income per common share increased 50.8 percent from $.63 per share in the first quarter of 2011 to $.95 per share in the first quarter of 2012.

Management considers a measurement that is not in accordance with U.S. generally accepted accounting principles a useful measurement of the operational profitability of the Company. Some investment professionals also utilize such a measurement as an indicator of the value of profits and cash that are generated strictly from operating activities, putting aside working capital and certain other balance sheet changes. For this measurement, management increases net income for significant non-operating and non-cash expense items to arrive at an amount known as Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA). The reader is cautioned that the following value for EBITDA should not be compared to other entities unknowingly. EBITDA should not be considered an alternative to net income or cash flows from operating activities as an indicator of operating performance or as a measure of liquidity. The reader should refer to the determination of net income and cash flows from operating activities in accordance with U. S. generally accepted accounting principles disclosed in the Statements of Consolidated Income and Statements of Consolidated Cash Flows. EBITDA as used by management is calculated as follows:

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	Three Months Ended March 31,	
(thousands of dollars)	**2012**	2011
Net income	**$ 100,216**	$ 68,316
Interest expense	**10,337**	10,675
Income taxes	**42,099**	26,397
Depreciation	**37,884**	37,332
Amortization	**6,599**	6,394
EBITDA	**$ 197,135**	$ 149,114

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based upon management s current expectations, estimates, assumptions and beliefs concerning future events and conditions and may discuss, among other things, anticipated future performance (including sales and earnings), expected growth, future business plans and the costs and potential liability for environmental-related matters and the lead pigment and lead-based paint litigation. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as expects, anticipates, believes, will, will likely result, will continue, plans to and similar expressions.

Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, that could cause actual results to differ materially from such statements and from the Company s historical results and experience. These risks, uncertainties and other factors include such things as: (a) the duration and severity of the current negative global economic and financial conditions; (b) general business conditions, strengths of retail and manufacturing economies and the growth in the coatings industry; (c) competitive factors, including pricing pressures and product innovation and quality; (d) changes in raw material and energy supplies and pricing; (e) changes in the Company s relationships with customers and suppliers; (f) the Company s ability to attain cost savings from productivity initiatives; (g) the Company s ability to successfully integrate past and future acquisitions into its existing operations, including the recent acquisitions of Becker Acroma Industrial Wood Coatings, Sayerlack Industrial Wood Coatings, Pinturas Condor and Leighs Paints, as well as the performance of the businesses acquired; (h) risks and uncertainties associated with the Company s ownership of Life Shield Engineered Systems LLC; (i) changes in general domestic economic conditions such as inflation rates, interest rates, tax rates, unemployment rates, higher labor and healthcare costs, recessions, and changing governmental policies, laws and regulations; (j) risks and uncertainties associated with the Company s expansion into and its operations in Asia, Europe, Mexico, South America and other foreign markets, including general economic conditions, inflation rates, recessions, foreign currency exchange rates, foreign investment and repatriation restrictions, legal and regulatory constraints, civil unrest and other external economic and political factors; (k) the achievement of growth in foreign markets, such as Asia, Europe, Mexico and South America; (l) increasingly stringent domestic and foreign governmental regulations including those affecting health, safety and the environment; (m) inherent uncertainties involved in assessing the Company s potential liability for environmental-related activities; (n) other changes in governmental policies, laws and regulations, including changes in accounting policies and standards and taxation requirements (such as new tax laws and new or revised tax law interpretations); (o) the nature, cost, quantity and outcome of pending and future litigation and other claims, including the lead pigment and lead-based paint litigation, and the effect of any legislation and administrative regulations relating thereto; and (p) unusual weather conditions.

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Readers are cautioned that it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results and that the above list should not be considered to be a complete list. Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk associated with interest rate, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. The Company enters into option and forward currency exchange contracts and commodity swaps to hedge against value changes in foreign currency and commodities. The Company believes it may experience continuing losses from foreign currency translation and commodity price fluctuations. However, the Company does not expect currency translation, transaction, commodity price fluctuations or hedging contract losses to have a material adverse effect on the Company s financial condition, results of operations or cash flows. There were no material changes in the Company s exposure to market risk since the disclosure included in Management s Discussion and Analysis of Financial Condition and Results of Operations in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

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Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chairman and Chief Executive Officer and our Senior Vice President Finance and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 and Rule 15d-15 of the Securities Exchange Act of 1934, as amended (Exchange Act). Based upon that evaluation, our Chairman and Chief Executive Officer and our Senior Vice President Finance and Chief Financial Officer concluded that as of the end of the period covered by this report our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and accumulated and communicated to our management including our Chairman and Chief Executive Officer and our Senior Vice President Finance and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting identified in connection with the evaluation that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

For information with respect to certain environmental-related matters and legal proceedings, see the information included under the captions entitled Environmental-Related Liabilities and Litigation of Management s Discussion and Analysis of Financial Condition and Results of Operations and Notes 8 and 9 of the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.

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

A summary of the repurchase activity for the Company s first quarter is as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Number of Shares Purchased as Part of a Publicly Announced Plan	Number of Shares That May Yet Be Purchased Under the Plan
January 1 January 31				
Share repurchase program [1]	87,700	$ 96.67	87,700	20,962,300
February 1 February 28				
Share repurchase program [1]	1,412,300	$ 99.54	1,412,300	19,550,000
Employee transactions [2]	144,578	99.44		NA
March 1 March 31				
Share repurchase program [1]	300,000	$ 105.80	300,000	19,250,000
Total				
Share repurchase program [1]	1,800,000	$ 100.44	1,800,000	19,250,000
Employee transactions [2]	144,578	99.44		NA

(1) All shares were purchased through the Company s publicly announced share repurchase program. On October 20, 2011, the Board of Directors of the Company authorized the Company to purchase an additional 20.0 million shares of its common stock. The Company had remaining authorization at March 31, 2012 to purchase 19.25 million shares. There is no expiration date specified for the program. The Company intends to repurchase stock under the program in the future.

(2) All shares were delivered to satisfy the exercise price and/or tax withholding obligations by employees who exercised stock options or had shares of restricted stock vest.

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Item 5. Other Information.

During the fiscal quarter ended March 31, 2012, the Audit Committee of the Board of Directors of the Company approved permitted non-audit services to be performed by Ernst & Young LLP, the Company s independent registered public accounting firm. These non-audit services were approved within categories related to domestic advisory tax and tax compliance services and international tax compliance.

Item 6. Exhibits.

4	Five Year Credit Agreement Amendment No. 3, dated as of February 27, 2012, by and among The Sherwin-Williams Company, Citicorp USA, Inc., as administrative agent and issuing bank, and the Lenders from time to time party thereto filed as Exhibit 4 to the Company s Current Report on Form 8-K dated February 27, 2012, and incorporated herein by reference.
31(a)	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith).
31(b)	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer (filed herewith).
32(a)	Section 1350 Certification of Chief Executive Officer (filed herewith).
32(b)	Section 1350 Certification of Chief Financial Officer (filed herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

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Signatures

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.

	THE SHERWIN-WILLIAMS COMPANY
April 25, 2012	By: /s/ A.J. Mistysyn A.J. Mistysyn Vice President-Corporate Controller
April 25, 2012	By: /s/ L.E. Stellato L.E. Stellato Senior Vice President, General Counsel and Secretary

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INDEX TO EXHIBITS

Exhibit No.	Exhibit Description
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