

CUMMINS INC
Form 8-K
May 03, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

Date of Report: May 3, 2016

CUMMINS INC.
(Exact name of registrant as specified in its charter)
Indiana 1-4949 35-0257090
(State or other Jurisdiction of (Commission File Number) (I.R.S. Employer Identification No.)
Incorporation)

500 Jackson Street
P. O. Box 3005
Columbus, IN 47202-3005
(Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (812) 377-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On May 3, 2016, Cummins Inc. (“Cummins,” “the Company,” “the registrant,” “we,” “our,” or “us”) issued the attached press release reporting its financial results for the first quarter of 2016, which is furnished herewith as Exhibit 99.

The information furnished pursuant to this Item 2.02, including Exhibit 99, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is furnished pursuant to Item 2.02 herewith:
99-Press Release dated May 3, 2016

SIGNATURE

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

Date: May 3, 2016

CUMMINS INC.
/s/ Marsha L. Hunt
Marsha L. Hunt
Vice President - Corporate Controller
(Principal Accounting Officer)

CUMMINS INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME
 (Unaudited) (a)

| In millions, except per share amounts | Three months ended | |
|---|--------------------|----------------|
| | April 3, 2016 | March 29, 2015 |
| NET SALES | \$4,291 | \$ 4,709 |
| Cost of sales | 3,235 | 3,514 |
| GROSS MARGIN | 1,056 | 1,195 |
| OPERATING EXPENSES AND INCOME | | |
| Selling, general and administrative expenses | 490 | 517 |
| Research, development and engineering expenses | 166 | 195 |
| Equity, royalty and interest income from investees (Note 1) | 72 | 68 |
| Other operating expense, net | (2 |) (3 |
| OPERATING INCOME | 470 | 548 |
| Interest income | 6 | 5 |
| Interest expense | 19 | 14 |
| Other income, net | 8 | 9 |
| INCOME BEFORE INCOME TAXES | 465 | 548 |
| Income tax expense (Note 2) | 132 | 144 |
| CONSOLIDATED NET INCOME | 333 | 404 |
| Less: Net income attributable to noncontrolling interests | 12 | 17 |
| NET INCOME ATTRIBUTABLE TO CUMMINS INC. | \$321 | \$ 387 |
| EARNINGS PER COMMON SHARE ATTRIBUTABLE TO CUMMINS INC. | | |
| Basic | \$1.87 | \$ 2.14 |
| Diluted | \$1.87 | \$ 2.14 |
| WEIGHTED AVERAGE SHARES OUTSTANDING | | |
| Basic | 171.8 | 180.6 |
| Diluted | 172.0 | 181.0 |
| CASH DIVIDENDS DECLARED PER COMMON SHARE | \$0.975 | \$ 0.78 |

(a) Prepared on an unaudited basis in accordance with accounting principles generally accepted in the United States of America.

CUMMINS INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited) (a)

| In millions, except par value | April 3, 2016 | December 31, 2015 |
|--|------------------|----------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$915 | \$ 1,711 |
| Marketable securities | 359 | 100 |
| Total cash, cash equivalents and marketable securities | 1,274 | 1,811 |
| Accounts and notes receivable, net | 2,921 | 2,820 |
| Inventories | 2,759 | 2,707 |
| Prepaid expenses and other current assets | 514 | 609 |
| Total current assets | 7,468 | 7,947 |
| Long-term assets | | |
| Property, plant and equipment | 7,360 | 7,322 |
| Accumulated depreciation | (3,648 |) (3,577 |
| Property, plant and equipment, net | 3,712 | 3,745 |
| Investments and advances related to equity method investees | 1,053 | 975 |
| Goodwill | 485 | 482 |
| Other intangible assets, net | 344 | 328 |
| Pension assets | 763 | 735 |
| Other assets | 1,002 | 922 |
| Total assets | \$14,827 | \$ 15,134 |
| LIABILITIES | | |
| Current liabilities | | |
| Accounts payable (principally trade) | \$1,809 | \$ 1,706 |
| Loans payable | 117 | 24 |
| Commercial paper | 50 | — |
| Accrued compensation, benefits and retirement costs | 302 | 409 |
| Current portion of accrued product warranty | 350 | 359 |
| Current portion of deferred revenue | 425 | 403 |
| Other accrued expenses | 815 | 863 |
| Current maturities of long-term debt | 49 | 39 |
| Total current liabilities | 3,917 | 3,803 |
| Long-term liabilities | | |
| Long-term debt | 1,614 | 1,576 |
| Postretirement benefits other than pensions | 339 | 349 |
| Pensions | 298 | 298 |
| Other liabilities and deferred revenue | 1,399 | 1,358 |
| Total liabilities | \$7,567 | \$ 7,384 |
| EQUITY | | |
| Cummins Inc. shareholders' equity | | |
| Common stock, \$2.50 par value, 500 shares authorized, 222.4 and 222.4 shares issued | \$2,076 | \$ 2,178 |
| Retained earnings | 10,473 | 10,322 |
| Treasury stock, at cost, 52.0 and 47.2 shares | (4,203 |) (3,735 |
| Common stock held by employee benefits trust, at cost, 0.8 and 0.9 shares | (9 |) (11 |

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| | | |
|---|----------|-----------|
| Accumulated other comprehensive loss | (1,417) | (1,348) |
| Total Cummins Inc. shareholders' equity | 6,920 | 7,406 |
| Noncontrolling interests | 340 | 344 |
| Total equity | \$7,260 | \$ 7,750 |
| Total liabilities and equity | \$14,827 | \$ 15,134 |

(a) Prepared on an unaudited basis in accordance with accounting principles generally accepted in the United States of America.

CUMMINS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (a)

| In millions | Three months ended | |
|---|-----------------------|-------------------|
| | April 3, 2016 | March 29, 2015 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Consolidated net income | \$ 333 | \$ 404 |
| Adjustments to reconcile consolidated net income to net cash provided by operating activities | | |
| Restructuring actions and other charges, net of cash payments | (25) | — |
| Depreciation and amortization | 128 | 128 |
| Deferred income taxes | (2) | (1) |
| Equity in income of investees, net of dividends | (48) | (53) |
| Pension contributions in excess of expense | (50) | (96) |
| Other post-retirement benefits payments in excess of expense | (8) | (8) |
| Stock-based compensation expense | 5 | 5 |
| Translation and hedging activities | (14) | 7 |
| Changes in current assets and liabilities, net of acquisitions | | |
| Accounts and notes receivable | (98) | (276) |
| Inventories | (54) | (98) |
| Other current assets | 188 | 20 |
| Accounts payable | 103 | 147 |
| Accrued expenses | (283) | (35) |
| Changes in other liabilities and deferred revenue | 78 | 59 |
| Other, net | 10 | (30) |
| Net cash provided by operating activities | 263 | 173 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Capital expenditures | (71) | (100) |
| Investments in internal use software | (13) | (8) |
| Investments in and advances to equity investees | (25) | 10 |
| Acquisitions of businesses, net of cash acquired | (1) | (11) |
| Investments in marketable securities—acquisitions | (291) | (95) |
| Investments in marketable securities—liquidations | 35 | 71 |
| Cash flows from derivatives not designated as hedges | (26) | 4 |
| Other, net | 4 | 4 |
| Net cash used in investing activities | (388) | (125) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from borrowings | 105 | 2 |
| Net borrowings of commercial paper | 50 | — |
| Payments on borrowings and capital lease obligations | (15) | (18) |
| Distributions to noncontrolling interests | (10) | (1) |
| Dividend payments on common stock | (170) | (140) |
| Repurchases of common stock | (575) | (137) |
| Other, net | (17) | (2) |
| Net cash used in financing activities | (632) | (296) |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS | (39) | (56) |

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| | | |
|---|--------------|-----------------|
| Net decrease in cash and cash equivalents | (796) | (304) |
| Cash and cash equivalents at beginning of year | 1,711 | 2,301 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$915 | \$ 1,997 |

(a) Prepared on an unaudited basis in accordance with accounting principles generally accepted in the United States of America.

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CUMMINS INC. AND SUBSIDIARIES
SEGMENT INFORMATION
(Unaudited)

| In millions | Engine | Distribution | Components | Power Generation | Non-segment Items ⁽¹⁾ | Total |
|--|----------|--------------|------------|---------------------|-------------------------------------|----------|
| Three months ended April 3, 2016 | | | | | | |
| External sales | \$ 1,624 | \$ 1,458 | \$ 897 | \$ 312 | \$ — | \$ 4,291 |
| Intersegment sales | 710 | 5 | 340 | 238 | (1,293) | — |
| Total sales | 2,334 | 1,463 | 1,237 | 550 | (1,293) | 4,291 |
| Depreciation and amortization ⁽²⁾ | 58 | 26 | 27 | 16 | — | 127 |
| Research, development and engineering expenses | 97 | 2 | 54 | 13 | — | 166 |
| Equity, royalty and interest income from investees | 41 | 18 | 8 | 5 | — | 72 |
| Interest income | 3 | 1 | 1 | 1 | — | 6 |
| Segment EBIT | 200 | 95 | 173 | 31 | (15) | 484 |
| Segment EBIT as a percentage of total sales | 8.6 | % 6.5 | % 14.0 | % 5.6 | % | 11.3 % |
| Three months ended March 29, 2015 | | | | | | |
| External sales | \$ 1,889 | \$ 1,469 | \$ 931 | \$ 420 | \$ — | \$ 4,709 |
| Intersegment sales | 707 | 7 | 368 | 260 | (1,342) | — |
| Total sales | 2,596 | 1,476 | 1,299 | 680 | (1,342) | 4,709 |
| Depreciation and amortization ⁽²⁾ | 58 | 27 | 26 | 16 | — | 127 |
| Research, development and engineering expenses | 114 | 3 | 61 | 17 | — | 195 |
| Equity, royalty and interest income from investees | 30 | 20 | 9 | 9 | — | 68 |
| Interest income | 2 | 1 | 1 | 1 | — | 5 |
| Segment EBIT | 253 | 88 | 195 | 49 | (23) | 562 |
| Segment EBIT as a percentage of total sales | 9.7 | % 6.0 | % 15.0 | % 7.2 | % | 11.9 % |

Includes intersegment sales, intersegment profit in inventory eliminations and unallocated corporate expenses.

(1) There were no significant unallocated corporate expenses for the three months ended April 3, 2016 and March 29, 2015.

(2) Depreciation and amortization as shown on a segment basis excludes the amortization of debt discount and deferred costs included in the Condensed Consolidated Statements of Income as "Interest expense."

A reconciliation of our segment information to the corresponding amounts in the Condensed Consolidated Statements of Income is shown in the table below:

| In millions | Three months ended | |
|----------------------------|--------------------|-------------------|
| | April 3, 2016 | March 29, 2015 |
| Total segment EBIT | \$ 484 | \$ 562 |
| Less: Interest expense | 19 | 14 |
| Income before income taxes | \$ 465 | \$ 548 |

CUMMINS INC. AND SUBSIDIARIES
 SELECTED FOOTNOTE DATA
 (Unaudited)

NOTE 1. EQUITY, ROYALTY AND INTEREST INCOME FROM INVESTEEES

Equity, royalty and interest income from investees included in our Condensed Consolidated Statements of Income for the reporting periods was as follows:

| In millions | Three months ended | |
|--|--------------------|-------------------|
| | April 3, 2016 | March 29, 2015 |
| Distribution Entities | | |
| Komatsu Cummins Chile, Ltda. | \$ 10 | \$ 7 |
| North American distributors | 5 | 10 |
| All other distributors | — | 1 |
| Manufacturing Entities | | |
| Beijing Foton Cummins Engine Co., Ltd. | 18 | 7 |
| Chongqing Cummins Engine Company, Ltd. | 8 | 12 |
| Dongfeng Cummins Engine Company, Ltd. | 7 | 14 |
| All other manufacturers | 16 | 7 |
| Cummins share of net income | 64 | 58 |
| Royalty and interest income | 8 | 10 |
| Equity, royalty and interest income from investees | \$ 72 | \$ 68 |

NOTE 2. INCOME TAXES

Our income tax rates are generally less than the 35 percent U.S. income tax rate primarily because of lower taxes on foreign earnings and the research tax credit. The effective tax rate for the three months ended April 3, 2016, was 28.4 percent and did not include any discrete items. Our effective tax rate for the three months ended March 29, 2015, was 26.3 percent. This tax rate included an \$18 million discrete tax benefit to reflect the release of reserves for uncertain tax positions related to a favorable federal audit settlement.

CUMMINS INC. AND SUBSIDIARIES
 FINANCIAL MEASURES THAT SUPPLEMENT GAAP
 (Unaudited)

Net income and diluted earnings per share (EPS) attributable to Cummins Inc. excluding special items
 We believe these are useful measures of our operating performance for the periods presented as they illustrate our operating performance without regard to special items including tax adjustments. These measures are not in accordance with, or an alternative for, accounting principles generally accepted in the United States of America (GAAP) and may not be consistent with measures used by other companies. It should be considered supplemental data. The following table reconciles net income attributable to Cummins Inc. to net income attributable to Cummins Inc. excluding special items for the following periods:

| | | Three months ended | |
|---|---------|--------------------|----------------|
| | | April 3, 2016 | March 29, 2015 |
| In Net | Diluted | Net | Diluted |
| millions | EPS | Income | EPS |
| Net income attributable to Cummins Inc. | | | |
| \$321 | \$ 1.87 | \$ 387 | \$ 2.14 |
| Less Tax benefit | | | |
| — | | 18 | 0.10 |
| Net income attributable to Cummins Inc. excluding special items | | | |
| \$321 | \$ 1.87 | \$ 369 | \$ 2.04 |

Earnings before interest, income taxes and noncontrolling interests

We define EBIT as earnings before interest expense, income tax expense and noncontrolling interests in income of consolidated subsidiaries (EBIT). We use EBIT to assess and measure the performance of our operating segments and also as a component in measuring our variable compensation programs. This measure is not in accordance with, or an alternative for, GAAP and may not be consistent with measures used by other companies. It should be considered supplemental data. Below is a reconciliation of EBIT to "Net income attributable to Cummins Inc." for each of the applicable periods:

| In millions | Three months ended | |
|---|--------------------|----------------|
| | April 3, 2016 | March 29, 2015 |
| Earnings before interest expense and income taxes | \$484 | \$ 562 |
| EBIT as a percentage of net sales | 11.3 % | 11.9 % |
| Less Interest expense | 19 | 14 |

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| | | |
|--|-------|--------|
| Income tax expense | 132 | 144 |
| Consolidated net income | 333 | 404 |
| Less | | |
| Net income attributable to noncontrolling interests | 12 | 17 |
| Net income attributable to Cummins Inc. | \$321 | \$ 387 |
| Net income attributable to Cummins Inc. as a percentage of net sales | 7.5 % | 8.2 % |

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CUMMINS INC. AND SUBSIDIARIES
BUSINESS UNIT SALES DATA
(Unaudited)

Engine Segment Sales by Market and Unit Shipments by Engine Classification
2016

| In millions | Q1 | Q2 | Q3 | Q4 | YTD |
|---------------------------|---------|-----|-----|-----|---------|
| Heavy-duty truck | \$631 | \$— | \$— | \$— | \$631 |
| Medium-duty truck and bus | 549 | — | — | — | 549 |
| Light-duty automotive | 433 | — | — | — | 433 |
| Industrial | 539 | — | — | — | 539 |
| Stationary power | 182 | — | — | — | 182 |
| Total sales | \$2,334 | \$— | \$— | \$— | \$2,334 |

2015

| In millions | Q1 | Q2 | Q3 | Q4 | YTD |
|---------------------------|---------|---------|---------|---------|----------|
| Heavy-duty truck | \$757 | \$875 | \$784 | \$700 | \$3,116 |
| Medium-duty truck and bus | 608 | 674 | 585 | 640 | 2,507 |
| Light-duty automotive | 381 | 354 | 339 | 401 | 1,475 |
| Industrial | 616 | 624 | 617 | 601 | 2,458 |
| Stationary power | 234 | 270 | 203 | 186 | 893 |
| Total sales | \$2,596 | \$2,797 | \$2,528 | \$2,528 | \$10,449 |

Unit shipments by engine classification (including unit shipments to Power Generation):

2016

| Units | Q1 | Q2 | Q3 | Q4 | YTD |
|-----------------|---------|----|----|----|---------|
| Mid-range | 117,100 | — | — | — | 117,100 |
| Heavy-duty | 19,700 | — | — | — | 19,700 |
| High-horsepower | 2,800 | — | — | — | 2,800 |
| Total units | 139,600 | — | — | — | 139,600 |

2015

| Units | Q1 | Q2 | Q3 | Q4 | YTD |
|-----------------|---------|---------|---------|---------|---------|
| Mid-range | 112,400 | 120,000 | 107,400 | 116,600 | 456,400 |
| Heavy-duty | 28,700 | 32,800 | 28,600 | 24,300 | 114,400 |
| High-horsepower | 3,500 | 3,700 | 3,200 | 3,400 | 13,800 |
| Total units | 144,600 | 156,500 | 139,200 | 144,300 | 584,600 |

Distribution Segment Sales by Business

2016

| In millions | Q1 | Q2 | Q3 | Q4 | YTD |
|----------------------|---------|-----|-----|-----|---------|
| Parts and filtration | \$647 | \$— | \$— | \$— | \$647 |
| Engines | 242 | — | — | — | 242 |
| Power generation | 275 | — | — | — | 275 |
| Service | 299 | — | — | — | 299 |
| Total sales | \$1,463 | \$— | \$— | \$— | \$1,463 |

2015

| In millions | Q1 | Q2 | Q3 | Q4 | YTD |
|----------------------|-------|-------|-------|-------|---------|
| Parts and filtration | \$573 | \$598 | \$604 | \$648 | \$2,423 |
| Engines | 321 | 318 | 323 | 332 | 1,294 |
| Power generation | 298 | 272 | 323 | 397 | 1,290 |

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| | | | | | |
|-------------|---------|---------|---------|---------|---------|
| Service | 284 | 307 | 301 | 330 | 1,222 |
| Total sales | \$1,476 | \$1,495 | \$1,551 | \$1,707 | \$6,229 |

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CUMMINS INC. AND SUBSIDIARIES
 BUSINESS UNIT SALES DATA
 (Unaudited)

Component Segment Sales by Business

2016

| In millions | Q1 | Q2 | Q3 | Q4 | YTD |
|--------------------|---------|-----|-----|-----|---------|
| Emission solutions | \$607 | \$— | \$— | \$— | \$607 |
| Turbo technologies | 265 | — | — | — | 265 |
| Filtration | 252 | — | — | — | 252 |
| Fuel systems | 113 | — | — | — | 113 |
| Total sales | \$1,237 | \$— | \$— | \$— | \$1,237 |

2015

| In millions | Q1 | Q2 | Q3 | Q4 | YTD |
|--------------------|---------|---------|---------|---------|---------|
| Emission solutions | \$613 | \$679 | \$607 | \$600 | \$2,499 |
| Turbo technologies | 301 | 307 | 266 | 267 | 1,141 |
| Filtration | 255 | 266 | 240 | 249 | 1,010 |
| Fuel systems | 130 | 145 | 127 | 120 | 522 |
| Total sales | \$1,299 | \$1,397 | \$1,240 | \$1,236 | \$5,172 |

Power Generation Segment Sales by Business

In the first quarter of 2016, our Power Generation segment reorganized its reporting structure to include the following product lines:

Power generation - We manufacture generators for commercial and consumer applications ranging from 2 kilowatts to 3.5 megawatts, as well as paralleling systems and transfer switches for applications such as data centers, health care facilities and waste water treatment plants. We also provide turnkey solutions for distributed generation and energy management applications using natural gas or biogas as a fuel. The business also serves global rental accounts for diesel and gas generator sets.

Generator technologies - We design, manufacture, sell and service A/C generator/alternator products internally as well as to other generator set assemblers. Our products are sold under the Stamford, AVK and Markon brands and range in output from 3 kilovolt-amperes (kVA) to 12,000 kVA.

Sales for our Power Generation segment by business (including 2015 and 2014 reorganized balances) were as follows:

2016

| In millions | Q1 | Q2 | Q3 | Q4 | YTD |
|------------------------|-------|-----|-----|-----|-------|
| Power generation | \$477 | \$— | \$— | \$— | \$477 |
| Generator technologies | 73 | — | — | — | 73 |
| Total sales | \$550 | \$— | \$— | \$— | \$550 |

2015

| In millions | Q1 | Q2 | Q3 | Q4 | YTD |
|------------------------|-------|-------|-------|-------|---------|
| Power generation | \$582 | \$655 | \$573 | \$572 | \$2,382 |
| Generator technologies | 98 | 92 | 86 | 82 | 358 |
| Total sales | \$680 | \$747 | \$659 | \$654 | \$2,740 |

2014

| In millions | YTD |
|------------------------|---------|
| Power generation | \$2,447 |
| Generator technologies | 449 |
| Total sales | \$2,896 |

