

Rexnord Corp  
Form 10-Q  
July 30, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 10-Q  
(Mark  
one)

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

For the fiscal quarter ended June 30, 2018

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: 001-35475

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REXNORD CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

20-5197013

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

247 Freshwater Way, Suite 300, Milwaukee, WI

53204

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (414) 643-3739

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

Indicate by checkmark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 26, 2018
Rexnord Corporation Common Stock, \$0.01 par value per share	104,457,185 shares

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Private Securities Litigation Reform Act Safe Harbor Statement

Our disclosure and analysis in this report concerning our operations, cash flows and financial position, including, in particular, the likelihood of our success in developing and expanding our business and the realization of sales from our backlog, include forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates” and similar expressions are forward-looking statements. Although these statements are based upon reasonable assumptions, including projections of orders, sales, operating margins, earnings, cash flows, research and development costs, working capital and capital expenditures, they are subject to risks and uncertainties that are described more fully herein and in our Annual Report on Form 10-K for the year ended March 31, 2018 in Part I, Item 1A, “Risk Factors” and in Part I under the heading “Cautionary Notice Regarding Forward-Looking Statements.” Accordingly, we can give no assurance that we will achieve the results anticipated or implied by our forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

General

Our fiscal year is the year ending March 31 of the corresponding calendar year. For example, our fiscal year 2019, or fiscal 2019, means the period from April 1, 2018 to March 31, 2019, and the first quarter of fiscal 2019 and 2018 means the fiscal quarters ended June 30, 2018 and June 30, 2017, respectively.

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## PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

Rexnord Corporation and Subsidiaries  
Condensed Consolidated Balance Sheets  
(in Millions, except share amounts)  
(Unaudited)

	June 30, 2018	March 31, 2018
Assets		
Current assets:		
Cash and cash equivalents	\$179.0	\$193.2
Receivables, net	295.4	314.7
Inventories	335.8	304.1
Income tax receivable	13.8	17.5
Other current assets	39.5	37.9
Current assets held for sale	171.7	130.3
Total current assets	1,035.2	997.7
Property, plant and equipment, net	386.2	396.5
Intangible assets, net	518.6	530.9
Goodwill	1,273.4	1,276.1
Other assets	117.4	114.0
Non-current assets held for sale	—	108.5
Total assets	\$3,330.8	\$3,423.7
Liabilities and stockholders' equity		
Current liabilities:		
Current maturities of debt	\$3.9	\$3.9
Trade payables	185.8	189.9
Compensation and benefits	42.1	63.9
Current portion of pension and postretirement benefit obligations	4.1	4.0
Other current liabilities	131.1	127.4
Current liabilities held for sale	64.8	65.1
Total current liabilities	431.8	454.2
Long-term debt	1,333.7	1,352.1
Pension and postretirement benefit obligations	159.2	163.2
Deferred income taxes	146.0	149.3
Other liabilities	79.1	78.3
Non-current liabilities held for sale	—	13.8
Total liabilities	2,149.8	2,210.9
Stockholders' equity:		
Common stock, \$0.01 par value; 200,000,000 shares authorized; shares issued and outstanding: 104,440,030 at June 30, 2018 and 104,179,037 at March 31, 2018	1.0	1.0
Preferred stock, \$0.01 par value; 10,000,000 shares authorized; shares of 5.75% Series A Mandatory Convertible Preferred Stock issued and outstanding: 402,500 at June 30, 2018 and March 31, 2018	0.0	0.0
Additional paid-in capital	1,286.3	1,277.8

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Retained earnings	1.5	8.0
Accumulated other comprehensive loss	(108.0 )	(74.1 )
Total Rexnord stockholders' equity	1,180.8	1,212.7
Non-controlling interest	0.2	0.1
Total stockholders' equity	1,181.0	1,212.8
Total liabilities and stockholders' equity	\$3,330.8	\$3,423.7

See notes to the condensed consolidated financial statements.

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Rexnord Corporation and Subsidiaries  
Condensed Consolidated Statements of Operations  
(in Millions, except share and per share amounts)  
(Unaudited)

	First Quarter Ended	
	June 30, 2018	June 30, 2017
Net sales	\$503.6	\$443.2
Cost of sales	308.1	279.1
Gross profit	195.5	164.1
Selling, general and administrative expenses	111.8	96.7
Restructuring and other similar charges	3.1	2.3
Amortization of intangible assets	8.5	7.9
Income from operations	72.1	57.2
Non-operating expense:		
Interest expense, net	(18.6 )	(19.9 )
Other income, net	1.7	1.0
Income before income taxes	55.2	38.3
Provision for income taxes	(14.5 )	(8.9 )
Equity method investment income	1.5	—
Net income from continuing operations	42.2	29.4
Loss from discontinued operations, net of tax	(42.8 )	(2.9 )
Net (loss) income	(0.6 )	26.5
Non-controlling interest income	0.1	—
Net (loss) income attributable to Rexnord	(0.7 )	26.5
Dividends on preferred stock	(5.8 )	(5.8 )
Net (loss) income attributable to Rexnord common stockholders	\$(6.5 )	\$20.7
Basic net income (loss) per share attributable to Rexnord common stockholders:		
Continuing operations	\$0.35	\$0.23
Discontinued operations	\$(0.41 )	\$(0.03 )
Net (loss) income	\$(0.06 )	\$0.20
Diluted net income (loss) per share attributable to Rexnord common stockholders:		
Continuing operations	\$0.34	\$0.22
Discontinued operations	\$(0.40 )	\$(0.03 )
Net (loss) income	\$(0.06 )	\$0.20
Weighted-average number of shares outstanding (in thousands):		
Basic	104,338	103,694
Effect of dilutive equity awards	2,804	1,538
Diluted	107,142	105,232

See notes to the condensed consolidated financial statements.

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Rexnord Corporation and Subsidiaries  
 Condensed Consolidated Statements of Comprehensive Income  
 (in Millions)  
 (Unaudited)

	First Quarter Ended	
	June 30, 2018	June 30, 2017
Net (loss) income attributable to Rexnord	\$(0.7 )	\$ 26.5
Other comprehensive loss:		
Foreign currency translation adjustments	(35.7 )	17.4
Net change in unrealized losses on interest rate derivatives, net of tax	2.0	1.2
Change in pension and postretirement defined benefit plans, net of tax	(0.2 )	(0.3 )
Other comprehensive (loss) income, net of tax	(33.9 )	18.3
Non-controlling interest income	\$0.1	\$—
Total comprehensive (loss) income	\$(34.5)	\$ 44.8

See notes to the condensed consolidated financial statements.

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Rexnord Corporation and Subsidiaries  
Condensed Consolidated Statements of Cash Flows  
(in Millions)  
(Unaudited)

	Three Months Ended	
	June 30, 2018	June 30, 2017
Operating activities		
Net (loss) income	\$(0.6 )	\$26.5
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	15.8	14.3
Amortization of intangible assets	8.8	8.2
Amortization of deferred financing costs	0.4	0.6
Non-cash asset impairment	44.0	—
Deferred income taxes	(8.2 )	(2.2 )
Other non-cash charges	3.2	3.5
Stock-based compensation expense	6.0	5.4
Changes in operating assets and liabilities:		
Receivables	3.2	8.1
Inventories	(40.7 )	(28.0 )
Other assets	0.4	(1.3 )
Accounts payable	(2.1 )	8.2
Accruals and other	(14.0 )	(6.3 )
Cash provided by operating activities	16.2	37.0
Investing activities		
Expenditures for property, plant and equipment	(11.1 )	(6.9 )
Proceeds from dispositions of long-lived assets	3.5	0.2
Cash used for investing activities	(7.6 )	(6.7 )
Financing activities		
Proceeds from borrowings of debt	110.7	—
Repayments of debt	(127.1 )	(4.2 )
Proceeds from exercise of stock options	2.5	1.0
Payments of preferred stock dividends	(5.8 )	(5.8 )
Cash used for financing activities	(19.7 )	(9.0 )
Effect of exchange rate changes on cash and cash equivalents	(9.2 )	4.8
(Decrease) increase in cash and cash equivalents	(20.3 )	26.1
Cash, cash equivalents and restricted cash at beginning of period	217.6	490.1
Cash, cash equivalents and restricted cash at end of period	\$197.3	\$516.2

See notes to the condensed consolidated financial statements.

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Rexnord Corporation and Subsidiaries  
Notes to Condensed Consolidated Financial Statements  
June 30, 2018  
(Unaudited)

1. Basis of Presentation and Significant Accounting Policies

The unaudited condensed consolidated financial statements included herein have been prepared by Rexnord Corporation ("Rexnord" or the "Company") in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

In the opinion of management, the condensed consolidated financial statements include all adjustments necessary for a fair presentation of the results of operations for the interim periods. Results for the interim periods are not necessarily indicative of results that may be expected for the fiscal year ending March 31, 2019. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's fiscal 2018 Annual Report on Form 10-K.

During the first quarter of fiscal 2019, the net assets of the Company's VAG business included within the Water Management platform met the criteria to be classified as "held for sale" and, in accordance with the authoritative guidance, the operating results of the VAG business are reported as discontinued operations in all periods presented. The condensed consolidated statements of cash flows for the current and prior periods presented have not been adjusted to separately disclose cash flows related to discontinued operations. See Note 4, Discontinued Operations, for further information.

The Company

Rexnord is a growth-oriented, multi-platform industrial company with what it believes to be leading market shares and highly-trusted brands that serve a diverse array of global end markets. The Company's heritage of innovation and specification have allowed it to provide highly-engineered, mission-critical solutions to customers for decades and affords it the privilege of having long-term, valued relationships with market leaders. The Company operates in a disciplined way and the Rexnord Business System ("RBS") is its operating philosophy. Grounded in the spirit of continuous improvement, RBS creates a scalable, process-based framework that focuses on driving superior customer satisfaction and financial results by targeting world-class operating performance throughout all aspects of its business. The Process & Motion Control platform designs, manufactures, markets and services a comprehensive range of specified, highly-engineered mechanical components used within complex systems where our customers' reliability requirements and costs of failure or downtime are high. The Process & Motion Control portfolio includes motion control products, shaft management products, aerospace components, and related value-added services.

The Water Management platform designs, procures, manufactures, and markets products that provide and enhance water quality, safety, flow control and conservation. The Water Management product portfolio includes professional grade water control and safety, water distribution and drainage, finish plumbing, and site works products for primarily nonresidential buildings and flow control products for water infrastructure markets.

Recent Accounting Pronouncements

In February 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income ("ASU 2018-02"), which gives entities the option to reclassify from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. Consequently, the amendments eliminate the stranded tax effects resulting from the Tax Cuts and Jobs Act and will improve the usefulness of information reported to financial statement users. ASU 2018-02 is effective for the Company's fiscal 2020 and interim periods included therein, and is to be applied either in the period of adoption or on a retrospective basis to each period affected. The Company is currently evaluating the impact of this guidance and has

not determined whether it will elect to reclassify stranded amounts; however, the adoption of ASU 2018-02 is not expected to have a material effect on its consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging - Targeted Improvements to Accounting for Hedging Activities ("ASU 2017-12"), which expands and refines hedge accounting for both non-financial and financial risk components and aligns the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. ASU 2017-12 is effective for the beginning of the Company's fiscal 2020, with early adoption permitted, and must be

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applied prospectively. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements upon adoption.

In March 2017, the FASB issued ASU No. 2017-07, Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost ("ASU 2017-07"), which changes how employers that sponsor defined benefit pension or other postretirement benefit plans present the net periodic benefit cost in the income statement. The new guidance requires the service cost component of net periodic benefit cost to be presented in the same income statement line item(s) as other employee compensation costs arising from services rendered during the period with only the service cost component eligible for capitalization in assets. Other components of the net periodic benefit cost are to be stated separately from the line item(s) that includes the service cost and outside of operating income. The Company adopted ASU 2017-07 on April 1, 2018 on a retrospective basis, which resulted in the reclassification of certain amounts from "Cost of sales" and "Selling, general and administrative expenses" to "Other income, net" in the condensed consolidated statements of operations. As a result, prior period amounts impacted have been revised accordingly. The adoption of ASU 2017-07 resulted in the reclassification of \$0.7 million and \$0.1 million of net periodic benefit credits previously recorded within "Costs of sales" and "Selling, general and administrative expenses," respectively, to "Other income, net" on the condensed consolidated statements of operations for the three months ended June 30, 2017.

In February 2015, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"), which requires lessees to recognize lease assets and lease liabilities for all leases on the balance sheets. ASU 2016-02 is effective beginning for the Company's fiscal 2020 and interim periods included therein on a modified retrospective basis. The Company expects the new lease standard to increase its total assets and liabilities; however, it is currently evaluating the magnitude of the impact on its consolidated financial statements upon adoption.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-09") in order to develop a common revenue standard for U.S. GAAP and International Financial Reporting Standards. The guidance specifies that revenue should be recognized in an amount that reflects the consideration the company expects to be entitled to in exchange for the transfer of promised goods or services to customers. The guidance provides a five-step process that entities should follow in order to achieve that core principal. The Company adopted ASU 2014-09 effective April 1, 2018, using the modified retrospective method. See more information related to the adoption of ASU 2014-09 within Note 5, Revenue Recognition.

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2. Acquisitions

Fiscal Year 2018

On February 9, 2018, the Company acquired Centa Power Transmission (Centa Antriebe Kirschey GmbH) ("Centa"), a leading manufacturer of premium flexible couplings and drive shafts for industrial, marine, rail and power generation applications. The preliminary purchase price, excluding transaction costs and net of cash acquired, was \$129.7 million plus assumed debt. The purchase price is comprised of \$123.6 million paid at closing and \$6.1 million of deferred purchase price payable in fiscal 2020. The preliminary cash purchase price is subject to customary post-closing adjustments for variances between estimated asset and liability targets and actual acquisition date net assets. Cash payments made after the acquisition date are settled in Euros based on prevailing exchange rates at the time of payment. Centa, headquartered in Haan, Germany, added complementary product lines to the Company's existing Process & Motion Control platform. In completing the acquisition of Centa, the Company also acquired two previously established joint venture relationships. The Company now owns a non-controlling interest in each of the joint ventures and therefore accounts for these investments utilizing the equity method.

On October 4, 2017, the Company acquired World Dryer Corporation ("World Dryer") for a cash purchase price of \$50.0 million, excluding transaction costs and net of cash acquired. World Dryer is a leading global manufacturer of commercial electric hand dryers. This acquisition added complementary product lines to the Company's existing Water Management platform.

The Company's results of operations include the acquired operations subsequent to the respective acquisition dates. Pro-forma results of operations and certain other U.S. GAAP disclosures related to the fiscal 2018 acquisitions have not been presented because they are not significant to the Company's condensed consolidated statements of operations or financial position.

The fiscal 2018 acquisitions were accounted for as business combinations and recorded by allocating the purchase price to the fair value of assets acquired and liabilities assumed at the acquisition dates. The excess of the acquisition purchase price over the fair value assigned to the assets acquired and liabilities assumed was recorded as goodwill. The preliminary purchase price allocation was adjusted during the first quarter of fiscal 2019 in connection with determining the fair value of fixed assets acquired. The preliminary purchase price allocation as of June 30, 2018 resulted in non-tax deductible goodwill of \$57.7 million, other intangible assets of \$44.9 million (includes tradenames of \$9.9 million, \$29.4 million of customer relationships and \$5.6 million of patents), \$44.0 million of trade working capital, \$54.0 million of fixed assets, \$16.6 million of long-term debt and other net liabilities of \$4.3 million. The Company is continuing to evaluate the initial purchase price allocations related to final working capital adjustments, the fair values assigned to intangible assets and fixed assets, as well as the finalization of related income tax analysis, which will be completed within the one year period following the respective acquisition dates.

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## 3. Restructuring and Other Similar Charges

During fiscal 2019, the Company continued to execute various restructuring actions. These initiatives were implemented to drive efficiencies and reduce operating costs while also modifying the Company's footprint to reflect changes in the markets it serves, the impact of acquisitions on the Company's overall manufacturing capacity and the refinement of its overall product portfolio. These restructuring actions primarily resulted in workforce reductions, lease termination costs, and other facility rationalization costs. Management expects to continue executing initiatives and select product-line rationalizations to optimize its operating margin and manufacturing footprint. As such, the Company expects further expenses related to workforce reductions, potential impairment or accelerated depreciation of assets, lease termination costs, and other facility rationalization costs. The Company's restructuring plans are preliminary and related expenses are not yet estimable.

The following table summarizes the Company's restructuring and other similar charges during the three months ended June 30, 2018 and June 30, 2017 by classification of operating segment (in millions):

	Restructuring and Other Similar Charges Three Months Ended June 30, 2018			
	Process & Water Motion Management Control		Corporate	Consolidated
Employee termination benefits	\$1.8	\$ 0.3	\$ 0.6	\$ 2.7
Contract termination and other associated costs	0.2	0.1	0.1	0.4
Total restructuring and other similar costs	\$2.0	\$ 0.4	\$ 0.7	\$ 3.1

	Restructuring and Other Similar Charges Three Months Ended June 30, 2017			
	Process & Water Motion Management Control		Corporate	Consolidated
Employee termination benefits	\$0.5	\$ —	\$ —	\$ 0.5
Contract termination and other associated costs	1.7	0.1	—	1.8
Total restructuring and other similar costs	\$2.2	\$ 0.1	\$ —	\$ 2.3

The following table summarizes the activity in the Company's restructuring accrual for the three months ended June 30, 2018 (in millions):

	Employee termination benefits	Contract termination and other associated costs	Total
Restructuring accrual, March 31, 2018 (1)	\$ 2.3	\$ 0.3	\$2.6
Charges	2.7	0.4	3.1
Cash payments	(2.6 )	(0.2 )	(2.8 )
Restructuring accrual, June 30, 2018 (1)	\$ 2.4	\$ 0.5	\$2.9

(1) The restructuring accrual is included in other current liabilities in the condensed consolidated balance sheets.

In connection with the ongoing supply chain optimization and footprint repositioning initiatives, the Company has taken several actions to consolidate existing manufacturing facilities and rationalize its product offerings. These actions require the Company to assess whether the carrying amount of impacted long-lived assets will be recoverable as well as whether the remaining useful lives require adjustment. As a result, the Company recognized accelerated depreciation of \$1.3 million and \$1.0 million during the three months ended June 30, 2018 and June 30, 2017, respectively. Accelerated depreciation is recorded within Cost of sales in the condensed consolidated statements of

operations.

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## 4. Discontinued Operations

During the first quarter of fiscal 2019, the Board of Directors approved a plan to sell the net assets of the Company's VAG business included within the Water Management platform. Going forward the Company plans to focus and build its Water Management platform around its Zurn specification-grade commercial plumbing products, which represents a strategic shift that has a major impact on the Company's operations and financial results. As a result, in accordance with the authoritative guidance, the operating results of the VAG business are reported as discontinued operations in the condensed consolidated statements of operations for all periods presented. The Company is actively marketing the VAG business and expects the divestiture to be completed during fiscal 2019. The assets and liabilities of the VAG business remaining as of June 30, 2018 are presented as current assets and current liabilities held for sale in the condensed consolidated balance sheets.

In connection with the anticipated divestiture and the preparation of the financial statements for the three months ended June 30, 2018, the Company evaluated the net assets of VAG compared to estimates of the business's fair value less costs to sell. As a result, the Company recorded a non-cash impairment of \$44.0 million in the first quarter of fiscal 2019. The charge represents a reduction of the intangible assets associated with the VAG business. Completion of the sale may result in an amount different from the current estimate and will be evaluated each reporting period until the disposition is complete.

The major components of Loss from discontinued operations, net of tax presented in the condensed consolidated statements of operations consisted of the following (in millions):

	Three months ended	
	June 30, 2018	June 30, 2017
Net sales	\$48.0	\$44.5
Cost of sales	36.9	33.3
Selling, general and administrative expenses	13.1	13.3
Restructuring and other similar charges	—	0.4
Amortization of intangible assets	0.3	0.3
Non-cash asset impairment	44.0	—
Other non-operating expenses, net	1.7	0.8
Loss from discontinued operations before income tax	(48.0 )	(3.6 )
Income tax benefit	5.2	0.7
Loss from discontinued operations, net of tax	\$(42.8)	\$(2.9)

The carrying amounts of major classes of assets and liabilities included as part of discontinued operations presented in the condensed consolidated balance sheets as of June 30, 2018, and March 31, 2018 were as follows (in millions):

	June 30, 2018	March 31, 2018
Assets		
Cash and cash equivalents	\$ 18.3	\$ 24.4
Receivables, net	51.7	58.5
Inventories	41.8	40.7
Other current assets	5.8	6.7
Property, plant and equipment, net (1)	54.1	59.9
Intangible assets, net (1)	—	46.6
Other assets (1)	—	2.0

Assets held for sale	\$ 171.7	\$ 238.8
Liabilities		
Trade payables	\$ 32.6	\$ 36.1
Compensation and benefits	7.5	6.1
Other current liabilities	24.1	22.9
Deferred income taxes (1)	0.6	7.3
Other liabilities (1)	—	6.5
Liabilities held for sale	\$ 64.8	\$ 78.9

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(1) Amounts classified as non-current for the period ended March 31, 2018.

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The condensed consolidated statements of cash flows for the current and prior periods presented have not been adjusted to separately disclose cash flows related to discontinued operations. However, the capital expenditures, depreciation, amortization and other significant non-cash amounts associated with the discontinued operations were as follows (in millions):

	Three Months Ended June 30, 2018	June 30, 2017
Depreciation	\$2.1	\$ 2.1
Amortization of intangible assets	0.3	0.3
Non-cash asset impairment	44.0	—
Stock-based compensation	0.1	0.1
Capital expenditures	0.9	0.5

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The Company receives payment from customers based on the contractual billing schedule and specific performance requirements established in the contract. Billings are recorded as accounts receivable when an unconditional right to the contractual consideration exists. Contract assets arise when the Company performs by transferring goods or services to a customer before the customer pays consideration, or before the customer's payment is due. A contract liability exists when the Company has received consideration or the amount is due from the customer in advance of revenue recognition. Contract liabilities and contract assets are recognized in Other current liabilities and Receivables, net, respectively, in the Company's condensed consolidated balance sheets.

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The following table presents changes in the Company's contract assets and liabilities during the three months ended June 30, 2018 (in millions):

	Balance Sheet Classification	March 31, 2018	Additions	Deductions (1)	June 30, 2018
Contract Assets	Receivables, net	\$ 0.7	\$ 0.8	\$ (0.3 )	\$ 1.2
Contract Liabilities (1)	Other current liabilities	\$ 3.2	\$ 2.7	\$ (2.6 )	\$ 3.3

(1) Contract liabilities are reduced when revenue is recognized.

**Backlog**

As of June 30, 2018, the Company has unsatisfied performance obligations of \$349.9 million, which represent the most likely amount of consideration expected to be received for satisfying the remaining performance obligations under open contracts. The Company has elected to use the optional exemption provided by ASC 606-10-50-14A for variable consideration, and have not included estimated rebates in the amount of unsatisfied performance obligations. The Company expects to recognize approximately 91% of the unsatisfied performance obligations as revenue in fiscal 2019 and the remaining 9% in fiscal 2020 and beyond.

**Significant Judgments****Timing of Performance Obligations Satisfied at a Point in Time**

The Company determined that the customer is able to control the product when it is delivered to them; thus, depending on the shipping terms, control will transfer at different points between the Company's manufacturing facility or warehouse and the customer's location. The Company considers control to have transferred upon shipment or delivery because the Company has a present right to payment at that time, the customer has legal title to the asset, the Company has transferred physical possession of the asset, and the customer has significant risks and rewards of ownership of the asset.

**Variable Consideration**

The Company provides volume-based rebates and the right to return product to certain customers, which are accrued for based on current facts and historical experience. Rebates are paid either on an annual or quarterly basis. There are no other significant variable consideration elements included in the Company's contracts with customers.

**Contract Costs**

The Company has elected to expense contract costs as incurred if the amortization period is expected to be one year or less. If the amortization period of these costs is expected to be greater than one year, the costs would be subject to capitalization. As of June 30, 2018, the contract assets capitalized, as well as amortization recognized in fiscal 2019, are not significant and there have been no impairment losses recognized.

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## 6. Income Taxes

On December 22, 2017, the U.S. enacted the Tax Cuts and Jobs Act (“U.S. Tax Reform”). U.S. Tax Reform incorporates significant changes to U.S. corporate income tax laws including, among other items, a reduction in the statutory federal corporate income tax rate from 35% to 21%, an exemption for dividends received from certain foreign subsidiaries, a one-time repatriation tax on deemed repatriated earnings from foreign subsidiaries, immediate taxation of deemed low-taxed “intangible” income earned in foreign jurisdictions (referred to as global intangible low-taxed income or “GILTI”), immediate expensing of certain depreciable tangible assets, limitations on the deduction for net interest expense and certain executive compensation and the repeal of the Domestic Production Activities Deduction (“DPAD”).

In acknowledgement of the substantial and substantive changes incorporated in U.S. Tax Reform, in conjunction with the timing of the enactment being just weeks before the majority of the provisions became effective, the SEC staff issued Staff Accounting Bulletin (“SAB”) 118 to provide certain guidance in determining the accounting for income tax effects of the legislation in the accounting period of enactment as well as provide a measurement period (similar to that used when accounting for business combinations) within which to finalize and reflect such final effects associated with U.S. Tax Reform. Further, SAB 118 summarizes a three-step approach to be applied each reporting period within the overall measurement period: (1) amounts should be reflected in the period including the date of enactment for those items which are deemed to be complete (i.e., all information is available and appropriately analyzed to determine the applicable financial statement impact), (2) to the extent the effects of certain changes due to U.S. Tax Reform for which the accounting is not deemed complete but for which a reasonable estimate can be determined, such provisional amount(s) should be reflected in the period so determined and adjusted in subsequent periods as such effects are finalized and (3) to the extent a reasonable estimate cannot be determined for a specific effect of the tax law change associated with U.S. Tax Reform, no provisional amount should be recorded but rather, continue to apply ASC 740, Accounting for Income Taxes (“ASC 740”), based upon the tax law in effect prior to the enactment of U.S. Tax Reform. Such measurement period is deemed to end when all necessary information has been obtained, prepared and analyzed such that a final accounting determination can be concluded, but in no event should the period extend beyond one year.

In consideration of this guidance, the Company obtained, prepared and analyzed various information associated with the enactment of U.S. Tax Reform (including subsequent Internal Revenue Service (“IRS”) Notices). Based upon this review, the Company recognized an estimated net income tax benefit with respect to U.S. Tax Reform for fiscal 2018 of \$66.5 million. This net income tax benefit reflects a \$66.5 million net estimated income tax benefit associated with the remeasurement of the Company’s net U.S. deferred tax liability (including consideration of executive compensation limitations under U.S. Tax Reform) and the one-time repatriation tax of \$1.4 million (including state income tax), offset by \$1.4 million relating to the remeasurement of unrecognized tax benefits impacted by the one-time repatriation tax. Due to the timing and complexity of the various technical provisions provided for under U.S. Tax Reform, the financial statement impacts recorded for fiscal 2018 relating to U.S. Tax Reform are not deemed to be complete but rather are deemed to be reasonable, provisional estimates based upon the current available information and related interpretations. For example, the Company was required to use estimates for earnings and profits and taxes in conjunction with determining the impact of the one-time repatriation tax. Similarly, due to recent acquisitions, deferred taxes generally remain “open”, such that any purchase accounting entries recorded that impact opening deferred taxes will automatically require a restatement to the 21% statutory federal tax rate (from the 35% rate required to be used for purchase accounting purposes). In addition, in relation to the remeasurement of the Company’s net U.S. deferred tax liability (as well as numerous other aspects of U.S. Tax Reform), the Company had to use judgment based upon currently available guidance and interpretations of such guidance. Future guidance could result in changes to the Company’s current interpretation, and as such, result in changes to previously recorded amounts. Such changes will be reflected as discrete items in the applicable period. Although the Company believes the net income tax benefit recognized for fiscal 2018 as outlined above was a reasonable estimate based upon the available information and analysis completed at that date, these related amounts will likely change, possibly materially, based upon finalization of actual financial information and as further clarification is provided with respect

to the application of various tax law changes incorporated by U.S. Tax Reform. As such, the Company expects to update and finalize the accounting for the tax effect of the enactment of U.S. Tax Reform in future quarters in accordance with the guidance as outlined in SAB 118, as deemed necessary. As no new material information, nor material interpretational changes had developed during the first quarter of fiscal 2019, the Company's net estimated impact reflected in fiscal 2018 has not changed and continues to be deemed incomplete.

Lastly, the Company is still evaluating the potential future impact of the GILTI provisions of U.S. Tax Reform. In accordance with U.S. GAAP, any potential future impacts of GILTI can either be treated as a period expense in the period incurred or considered in the determination of the Company's deferred tax balances. The Company has provisionally elected to account for GILTI as a period expense; however, the Company has not made a final accounting policy decision with respect to this item as such decision will be dependent upon further analysis, clarification of GILTI tax provisions under U.S. Tax Reform and potential future changes to the Company's existing legal structure, all of which are currently unknown. Although none of the Company's material foreign subsidiaries operate within tax jurisdictions that would otherwise meet the definition of "low-taxed" as outlined in the GILTI tax rules provided for under U.S. Tax Reform, the Company is nevertheless subject to the GILTI tax as a result of one particular aspect of the U.S. foreign income tax credit limitation rules requiring the allocation of U.S. interest expense against the GILTI income.

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Such allocation effectively results in the allocated interest expense being non-deductible for U.S. federal income tax purposes. Were it not for this requirement, the Company would generally not be subject to the GILTI tax under U.S. Tax Reform as it is currently outlined.

The provision for income taxes for all periods presented is based on an estimated effective income tax rate for the respective full fiscal years. The estimated annual effective income tax rate is determined excluding the effect of significant discrete items or items that are reported net of their related tax effects. The tax effect of significant discrete items is reflected in the period in which they occur. The Company's income tax expense is impacted by a number of factors, including the amount of taxable earnings derived in foreign jurisdictions with tax rates that are generally higher than the U.S. federal statutory rate, state tax rates in the jurisdictions where the Company does business and the Company's ability to utilize various tax credits and net operating loss ("NOL") carryforwards.

The Company regularly reviews its deferred tax assets for recoverability and establishes valuation allowances based on historical losses, projected future taxable income and the expected timing of the reversals of existing temporary differences, as deemed appropriate. In addition, all other available positive and negative evidence is taken into consideration for purposes of determining the proper balances of such valuation allowances. As a result of this review, the Company continues to maintain valuation allowances against the deferred tax assets relating to certain foreign and state net operating loss carryforwards. Future changes to the balances of these valuation allowances, as a result of this continued review and analysis by the Company, could result in a material impact to the financial statements for such period of change.

Income tax provision was \$14.5 million in the first quarter of fiscal 2019 compared to an income tax provision of \$8.9 million in the first quarter of fiscal 2018. The effective income tax rate for the first quarter of fiscal 2019 was 26.3% versus 23.2% in the first quarter of fiscal 2018. The effective income tax rate for the first quarter of fiscal 2019 was above the U.S. federal statutory rate of 21% primarily due to the accrual of foreign income taxes which are generally above the U.S. federal statutory rate, the accrual of additional taxes associated with Global Intangible Low-Taxed Income ("GILTI") and the accrual of various state income taxes, partially offset by the recognition of a tax benefit associated with a foreign country enacted rate reduction. The effective income tax rate for the first quarter of fiscal 2018 was below the U.S. federal statutory rate of 35% primarily due to the recognition of excess U.S. foreign tax credits, the recognition of certain foreign branch related losses for U.S. income tax purposes and the recognition of certain previously unrecognized tax benefits due to the lapse of the applicable statutes of limitations.

The Company had a \$20.1 million liability for unrecognized net income tax benefits at both June 30, 2018 and March 31, 2018. The Company recognizes accrued interest and penalties related to unrecognized income tax benefits in income tax expense. As of June 30, 2018 and March 31, 2018, the total amount of gross, unrecognized income tax benefits included \$5.9 million and \$5.7 million of accrued interest and penalties, respectively. The Company recognized \$0.1 million of net interest and penalties in income tax expense during both the three months ended June 30, 2018 as well as for the three months ended June 30, 2017.

The Company conducts business in multiple locations within and outside the U.S. Consequently, the Company is subject to periodic income tax examinations by domestic and foreign income tax authorities. Currently, the Company is undergoing routine, periodic income tax examinations in both domestic and foreign jurisdictions (including a review of a few specific items on certain corporate income tax returns of the Company's Netherlands subsidiaries for the tax years ended March 31, 2011 through 2015). In addition, the U.S. Internal Revenue Service is currently examining the Company's U.S. consolidated federal income tax return and related amended return for the tax year ended March 31, 2015. It appears reasonably possible that the amounts of unrecognized income tax benefits could change in the next twelve months upon conclusion of the Company's current ongoing examinations; however, any potential payments of income tax, interest and penalties are not expected to be significant to the Company's consolidated financial statements. With certain exceptions, the Company is no longer subject to U.S. federal income tax examinations for tax years ending prior to March 31, 2015, state and local income tax examinations for years ending prior to fiscal 2014 or significant foreign income tax examinations for years ending prior to fiscal 2013. With respect to the Company's U.S. federal NOL carryforward (which was fully utilized for the tax year ended March 31, 2015), the short tax period from July 21, 2006 to March 31, 2007 (due to a prior change in control of the Company) and the tax years ended March 31, 2008 through March 31, 2013 are open under statutes of limitations; whereby, the

Internal Revenue Service may not adjust the income tax liability for these years, but may reduce the NOL carryforward and any other tax attribute carryforwards to currently open tax years.

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## 7. Earnings per Share

The following table presents the basis for income per share computations (in millions, except share amounts):

	Three Months Ended	
	June 30, 2018	June 30, 2017
Basic net income per share attributable to Rexnord common stockholders		
Numerator:		
Net income from continuing operations	\$42.2	\$ 29.4
Less: Non-controlling interest income	0.1	—
Less: Dividends on preferred stock	(5.8 )	(5.8 )
Net income from continuing operations attributable to Rexnord common stockholders	\$36.3	\$ 23.6
Loss from discontinued operations, net of tax	\$(42.8)	\$(2.9 )
Net (loss) income attributable to Rexnord common stockholders	\$(6.5 )	\$ 20.7
Denominator:		
Weighted-average common shares outstanding, basic	104,338	103,694
Diluted net income per share attributable to Rexnord common stockholders		
Numerator:		
Net income from continuing operations	\$42.2	\$ 29.4
Less: Non-controlling interest income	0.1	—
Less: Dividends on preferred stock	(5.8 )	(5.8 )
Net income from continuing operations attributable to Rexnord common stockholders	\$36.3	\$ 23.6
Loss from discontinued operations, net of tax	\$(42.8)	\$(2.9 )
Net (loss) income attributable to Rexnord common stockholders	\$(6.5 )	\$ 20.7
Denominator:		
Weighted-average common shares outstanding, basic	104,338	103,694
Effect of dilutive equity awards	2,804	1,538
Preferred stock under the "if-converted" method	—	—
Weighted-average common shares outstanding, diluted	107,142	105,232

The computation of diluted net (loss) income per share for the three months ended June 30, 2018 and June 30, 2017 excludes 1.5 million and 5.5 million shares related to equity awards due to their anti-dilutive effects, respectively. The computation for diluted net (loss) income per share also does not include shares of preferred stock that are convertible into a weighted average 16.0 and 17.3 million common shares for the three months ended June 30, 2018 and June 30, 2017, respectively, because to do so would have been anti-dilutive.

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## 8. Stockholders' Equity

Stockholders' equity consists of the following (in millions):

	Common stock	Preferred stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Non-controlling interest (1)	Total stockholders' equity
Balance at March 31, 2018	\$ 1.0	\$	—\$ 1,277.8	\$ 8.0	\$ (74.1 )	\$ 0.1	\$ 1,212.8
Total comprehensive (loss) income	—	—	—	(0.7 )	(33.9 )	0.1	(34.5 )
Stock-based compensation expense	—	—	6.0	—	—	—	6.0
Exercise of stock options	—	—	2.5	—	—	—	2.5
Preferred stock dividends	—	—	—	(5.8 )	—	—	(5.8 )
Balance at June 30, 2018	\$ 1.0	\$	—\$ 1,286.3	\$ 1.5	\$ (108.0 )	\$ 0.2	\$ 1,181.0

(1) Represents a 30% non-controlling interest in two Process & Motion Control controlled subsidiaries.

Preferred Stock

As of June 30, 2018, there are 402,500 shares of 5.75% Series A Mandatory Convertible Preferred Stock (the "Series A Preferred Stock") outstanding. Unless converted earlier, each share of Series A Preferred Stock will convert automatically on the mandatory conversion date, which is November 15, 2019, into between 39.7020 and 47.6420 shares of the Company's common stock, subject to customary anti-dilution adjustments. The number of shares of common stock issuable upon conversion will be determined based on a defined average volume weighted average price per share of the Company's common stock preceding November 15, 2019. Holders of the Series A Preferred Stock may elect on a voluntary basis to convert their shares into common stock at the minimum exchange ratio at any time prior to the mandatory conversion date.

Dividends accumulate from the issuance date. Rexnord may pay such dividends in cash or, subject to certain limitations, by delivery of shares of the Company's common stock or through any combination of cash and shares of the Company's common stock as determined by the Company in its sole discretion. Any unpaid dividends will continue to accumulate. Dividends are payable quarterly, ending on November 15, 2019. The shares of Series A Preferred Stock have a liquidation preference of \$1,000 per share, plus accrued but unpaid dividends. With respect to dividend and liquidation rights, the Series A Preferred Stock ranks senior to the Company's common stock and junior to all existing and future indebtedness.

During the three months ended June 30, 2018, the Company paid \$5.8 million of dividends on the Series A Preferred Stock. As of June 30, 2018, there were no dividends in arrears on the Series A Preferred Stock. See Note 19, Public Offering and Common Stock Repurchases, to the audited consolidated financial statements of the Company's fiscal 2018 Annual Report on Form 10-K for further information regarding stockholders' equity.

## 9. Accumulated Other Comprehensive Loss

The changes in accumulated other comprehensive loss, net of tax, for the three months ended June 30, 2018 are as follows (in millions):

	Interest Rate Derivatives	Foreign Currency Translation	Pension and Postretirement Plans	Total
Balance at March 31, 2018	\$ (3.7 )	\$ (42.2 )	\$ (28.2 )	\$(74.1 )
Other comprehensive loss before reclassifications	—	(35.7 )	—	(35.7 )
Amounts reclassified from accumulated other comprehensive loss	2.0	—	(0.2 )	1.8
Net current period other comprehensive income (loss)	2.0	(35.7 )	(0.2 )	(33.9 )



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The following table summarizes the amounts reclassified from accumulated other comprehensive loss to net income during the three months ended June 30, 2018 and June 30, 2017 (in millions):

	Three Months Ended		Income Statement Line
	June 30, 2018	June 30, 2017	
Pension and other postretirement plans			
Amortization of prior service credit	\$(0.3)	\$(0.5)	Other income, net
Provision for income taxes	0.1	0.2	
Total net of tax	\$(0.2)	\$(0.3)	
Interest rate derivatives			
Net realized losses on interest rate hedges	\$2.6	\$2.7	Interest expense, net
Benefit for income taxes	(0.6 )	(1.0 )	
Total net of tax	\$2.0	\$1.7	

## 10. Inventories

The major classes of inventories are summarized as follows (in millions):

	June 30, March 31, 2018 2018	
Finished goods	\$ 151.2	\$ 134.2
Work in progress	40.9	35.2
Purchased components	83.7	76.0
Raw materials	54.7	53.2
Inventories at First-in, First-Out ("FIFO") cost	330.5	298.6
Adjustment to state inventories at Last-in, First-Out ("LIFO") cost	5.3	5.5
	\$ 335.8	\$ 304.1

## 11. Goodwill and Intangible Assets

The changes in the net carrying value of goodwill for the three months ended June 30, 2018 by operating segment are presented below (in millions):

	Process & Motion Control	Water Management	Consolidated
Net carrying amount as of March 31, 2018	\$1,102.5	\$ 173.6	\$ 1,276.1
Currency translation adjustment and other	(5.0 )	(0.2 )	(5.2 )
Purchase accounting adjustments	2.5	—	2.5
Net carrying amount as of June 30, 2018	\$1,100.0	\$ 173.4	\$ 1,273.4

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The gross carrying amount and accumulated amortization for each major class of identifiable intangible assets as of June 30, 2018 and March 31, 2018 are as follows (in millions):

	Weighted Average Useful Life	June 30, 2018		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets subject to amortization:				
Patents	10 years	\$51.0	\$ (38.7 )	\$ 12.3
Customer relationships (including distribution network)	13 years	696.4	(501.2 )	195.2
Tradenames	13 years	39.4	(9.1 )	30.3
Intangible assets not subject to amortization - tradenames		280.8	—	280.8
Total intangible assets, net	13 years	\$1,067.6	\$ (549.0 )	\$ 518.6
	Weighted Average Useful Life	March 31, 2018		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets subject to amortization:				
Patents	10 years	\$51.3	\$ (38.4 )	\$ 12.9
Customer relationships (including distribution network)	13 years	700.3	(494.8 )	205.5
Tradenames	13 years	40.1	(8.5 )	31.6
Intangible assets not subject to amortization - tradenames		280.9	—	280.9
Total intangible assets, net	13 years	\$1,072.6	\$ (541.7 )	\$ 530.9

Intangible asset amortization expense totaled \$8.5 million for the three months ended June 30, 2018. Intangible asset amortization expense totaled \$7.9 million for the three months ended June 30, 2017.

The Company expects to recognize amortization expense on the intangible assets subject to amortization of \$33.8 million in fiscal year 2019 (inclusive of \$8.5 million of amortization expense recognized in the three months ended June 30, 2018), \$33.6 million in fiscal year 2020, \$32.5 million in fiscal year 2021, \$28.2 million in fiscal year 2022 and \$13.9 million in fiscal year 2023.

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## 12. Other Current Liabilities

Other current liabilities are summarized as follows (in millions):

	June 30, March 31,	
	2018	2018
Customer advances	\$ 3.3	\$ 3.2
Sales rebates	22.7	26.8
Commissions	6.2	6.1
Restructuring and other similar charges (1)	2.9	2.6
Product warranty (2)	7.6	7.7
Risk management (3)	10.1	10.1
Legal and environmental	3.3	3.4
Taxes, other than income taxes	8.2	8.0
Income tax payable	24.6	19.4
Interest payable	1.8	8.7
Other	40.4	31.4
	\$ 131.1	\$ 127.4

(1) See more information related to the restructuring obligations within Note 3, Restructuring and Other Similar Charges.

(2) See more information related to the product warranty obligations within Note 16, Commitments and Contingencies.

(3) Includes projected liabilities related to losses arising from automobile, general and product liability claims.

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## 13. Long-Term Debt

Long-term debt is summarized as follows (in millions):

	June 30, 2018	March 31, 2018
Term loan (1)	\$791.8	\$ 791.5
4.875% Senior Notes due 2025 (2)	494.4	494.2
Securitization facility borrowings (3)	—	18.3
Other subsidiary debt (4)	51.4	52.0
Total	1,337.6	1,356.0
Less current maturities	3.9	3.9
Long-term debt	\$1,333.7	\$ 1,352.1

(1) Includes unamortized debt issuance costs of \$8.2 million and \$8.5 million at June 30, 2018 and March 31, 2018, respectively.

(2) Includes unamortized debt issuance costs of \$5.6 million and \$5.8 million at June 30, 2018 and March 31, 2018, respectively.

(3) Includes unamortized debt issuance costs of \$0.5 million at March 31, 2018.

(4) Includes unamortized debt issuance costs of \$0.5 million and \$0.5 million at June 30, 2018 and March 31, 2018, respectively.

Senior Secured Credit Facility

At June 30, 2018, the Company's Third Amended and Restated First Lien Credit Agreement, as amended (the "Credit Agreement") is funded by a syndicate of banks and other financial institutions and provides for (i) an \$800.0 million term loan facility and (ii) a \$264.0 million revolving credit facility. The term loan facility has a maturity date of August 21, 2024, and there are no required principal payments due or scheduled under the term debt until the maturity date. At June 30, 2018, the borrowings under the Term Loan had a weighted-average effective interest rate of 4.34%, determined as the London Interbank Offered Rate ("LIBOR") (subject to a 0% floor) plus an applicable margin of 2.25%. The weighted-average interest rate for the three months ended June 30, 2018, was 4.18% determined as LIBOR (subject to a 0.0% floor) plus an applicable margin of 2.25%. No amounts were borrowed under the revolving credit facility at June 30, 2018 or March 31, 2018; however, \$6.2 million and \$8.3 million of the revolving credit facility were considered utilized in connection with outstanding letters of credit at June 30, 2018 and March 31, 2018, respectively.

As of June 30, 2018, the Company was in compliance with all applicable covenants under the Credit Agreement, including compliance with a maximum permitted total net leverage ratio (the Company's sole financial maintenance covenant under the revolving credit facility discussed below) of 6.75 to 1.0. The Company's total net leverage ratio was 2.9 to 1.0 as of June 30, 2018.

4.875% Senior Notes due 2025

On December 7, 2017, the Company issued \$500.0 million aggregate principal amount of 4.875% senior notes due 2025 (the "Notes"). The Notes were issued by RBS Global, Inc. and Rexnord LLC (Company subsidiaries; collectively, the "Issuers") pursuant to an Indenture, dated as of December 7, 2017 (the "Indenture"), by and among the Issuers, the domestic subsidiaries of the Company (with certain exceptions) as guarantors named therein (the "Subsidiary Guarantors") and Wells Fargo Bank, National Association (the "Trustee"). The Notes are general senior unsecured obligations of the Issuers. Rexnord Corporation separately entered into a Parent Guarantee with the Trustee whereby it guaranteed certain obligations of the Issuers under the Indenture. The Notes pay interest semi-annually on June 15 and December 15. The Notes were not and will not be registered under the Securities Act of 1933 or any state securities laws.

Accounts Receivable Securitization Program

The Company maintains an accounts receivable securitization facility (the “Securitization”) with Wells Fargo Bank, N.A. Pursuant to the Securitization, Rexnord Funding (a wholly owned bankruptcy-remote special purpose subsidiary) has granted the lender under the Securitization a security interest in all of its current and future receivables and related assets in exchange for a credit facility permitting borrowings of up to a maximum aggregate amount of \$100.0 million outstanding from time to time. Such borrowings will be used by Rexnord Funding to finance purchases of accounts receivable. The Securitization constitutes a “Permitted Receivables Financing” under Article 1 and Article 6 of the Credit Agreement. Any borrowings under the Securitization are accounted for as secured borrowings on the Company's condensed consolidated balance sheets.

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At June 30, 2018 and March 31, 2018, the Company's borrowing capacity under the Securitization was \$100.0 million, based on the current accounts receivables balance. No amount was borrowed under the Securitization as of June 30, 2018, and \$18.8 million was borrowed under the Securitization as of March 31, 2018. In addition, \$7.6 million and \$7.9 million of available borrowing capacity under the Securitization was considered utilized in connection with outstanding letters of credit at June 30, 2018 and March 31, 2018, respectively. As of June 30, 2018, the Company was in compliance with all applicable covenants and performance ratios contained in the Securitization. See Note 11 to the audited consolidated financial statements of the Company's fiscal 2018 Annual Report on Form 10-K for further information regarding long-term debt.

## 14. Derivative Financial Instruments

The Company is exposed to certain financial risks relating to fluctuations in foreign currency exchange rates. The Company currently selectively uses foreign currency forward exchange contracts to manage its foreign currency risk. All hedging transactions are authorized and executed pursuant to defined policies and procedures that prohibit the use of financial instruments for speculative purposes.

## Foreign Exchange Contracts

The Company periodically enters into foreign currency forward contracts to mitigate the foreign currency volatility relative to certain intercompany and external cash flows expected to occur. These foreign currency forward contracts were not accounted for as cash flow hedges in accordance with ASC 815, Derivatives and Hedging ("ASC 815"), and as such were marked to market through earnings. The amounts recorded on the condensed consolidated balance sheets and recognized within the condensed consolidated statements of operations related to the Company's foreign currency forward contracts are set forth within the tables below.

## Interest Rate Derivatives

The Company utilizes three interest rate swaps to hedge the variability in future cash flows associated with the Company's variable-rate term loans. The interest rate swaps, which originally became effective in fiscal 2016, convert \$650.0 million of the Company's variable-rate term loans to a weighted average fixed interest rate of 2.55% plus the applicable margin and will mature on September 27, 2018. In addition, the Company utilizes two interest rate caps to further mitigate the Company's exposure to increasing interest rates on its variable-rate interest loans. Those interest rate caps were effective beginning in fiscal 2015 with a maturity of October 24, 2018, and they cap the interest on \$750.0 million of the Company's variable-rate interest loans at 3.0%, plus the applicable margin. In executing the interest rate caps, the Company paid a premium of \$5.8 million. At inception, the interest rate swaps and interest rate caps were designated as cash flow hedges in accordance with ASC 815. In connection with the fiscal 2018 amendment to the Credit Agreement, the critical terms of the interest rate derivatives no longer matched the outstanding debt and no longer qualified as effective hedges. Upon discontinuation of hedge accounting, the unrealized losses associated with the interest rate derivatives remaining in accumulated other comprehensive loss are reclassified into interest expense on a straight-line basis over the remaining term of the interest rate derivatives. The fair values of the Company's interest rate derivatives are recorded on the consolidated balance sheets; however, changes in fair values subsequent to the fiscal 2018 amendment are recognized within the consolidated statements of operations. See the amounts recorded on the consolidated balance sheets related to the Company's interest rate derivatives within the tables below.

The Company's derivatives are measured at fair value in accordance with ASC 820, Fair Value Measurements and Disclosure ("ASC 820"). See Note 15 for more information as it relates to the fair value measurement of the Company's derivative financial instruments. The following tables indicate the location and the fair value of the Company's non-qualifying, non-designated derivative instruments within the consolidated balance sheets (in millions):

	June 30, 2018	March 31, 2018	Balance Sheet Classification
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	Asset Derivatives		
Interest rate caps	\$—	\$ —	Other assets
Foreign currency forward contracts	0.4	0.5	Other current assets
	Liability Derivatives		
Interest rate swaps	\$0.3	\$ 0.8	Other current liabilities

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The following table segregates the location and the amount of gains or losses associated with the changes in the fair value of the Company's derivative instruments, net of tax, within the consolidated balance sheets (for instruments no longer qualifying for hedge accounting under ASC 815) and recognized within the consolidated statements of operations (for non-qualifying, non-designated derivative instruments):

Derivative instruments no longer qualifying for hedge accounting under ASC 815 (in millions)		Amount of loss recognized in accumulated other comprehensive loss
		June 30, 2018
		March 31, 2018
Interest rate swaps		\$ 1.0
Interest rate caps		\$ 2.3
		0.7
		1.4
		Amount recognized as income (expense)
		Three Months Ended
		June 30, 2018
		June 30, 2017
Non-qualifying, non-designated derivative instruments (in millions)	Condensed Consolidated Statements of Operations Classification	\$0.2
Foreign currency forward contracts	Other (income) expense, net	\$ (0.2 )
Interest rate swaps	Interest expense, net	0.5 —

As of June 30, 2018, the Company expects to reclassify the remaining \$3.1 million of losses related to its interest rate derivatives recorded within accumulated other comprehensive loss into earnings as interest expense during the next twelve months.

## 15. Fair Value Measurements

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820 also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed assumptions about the assumptions a market participant would use.

In accordance with ASC 820, fair value measurements are classified under the following hierarchy:

• Level 1 - Quoted prices for identical instruments in active markets.

• Level 2 - Quoted prices for similar instruments; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable.

• Level 3 - Model-derived valuations in which one or more inputs or value-drivers are both significant to the fair value measurement and unobservable.

If applicable, the Company uses quoted market prices in active markets to determine fair value, and therefore classifies such measurements within Level 1. In some cases where market prices are not available, the Company makes use of observable market-based inputs to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters. These measurements are classified within Level 3

if they use significant unobservable inputs.

#### Fair Value of Financial Instruments

The Company transacts in foreign currency forward contracts and interest rate swaps and caps, which are impacted by ASC 820. The fair value of foreign currency forward contracts is based on a pricing model that utilizes the differential between the contract price and the market-based forward rate as applied to fixed future deliveries of currency at pre-designated settlement dates. The fair value of interest rate swaps and caps is based on pricing models. These models use discounted cash flows that utilize the appropriate market-based forward swap curves and interest rates. The Company endeavors to utilize the best available information in measuring fair value. As required by ASC 820, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company has determined that its foreign currency forward contracts and interest rate swaps reside within Level 2 of the fair value hierarchy.

The Company has a nonqualified deferred compensation plan where assets are invested in mutual funds and corporate-owned life insurance contracts held in a rabbi trust, which is restricted for payments to participants of the plan. The Company has elected to use the fair value option for the mutual funds, which are measured using quoted prices of identical instruments in active

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markets categorized as Level 1. Corporate-owned life insurance contracts are recorded at cash surrender value, which is provided by a third party and reflects the net asset value of the underlying publically traded mutual funds categorized as Level 2. The deferred compensation assets are classified within other assets on the condensed consolidated balance sheets. Deferred compensation liabilities are measured at fair value based on quoted prices of identical instruments to the investment vehicles selected by the participants categorized as Level 1. Deferred compensation liabilities are classified within other liabilities on the condensed consolidated balance sheets.

There were no transfers of assets between levels at June 30, 2018 and March 31, 2018, respectively.

The following table provides a summary of the Company's assets and liabilities that were recognized at fair value on a recurring basis as of June 30, 2018 and March 31, 2018 (in millions):

	Fair Value as of June 30, 2018			
	Level 1	Level 2	Level 3	Total
Assets:				
Foreign currency forward contracts	\$—	\$ 0.4	\$	—\$ 0.4
Deferred compensation assets	2.8	1.9	—	4.7
Total assets at fair value	\$2.8	\$ 2.3	\$	—\$ 5.1

Liabilities:				
Interest rate swaps	\$—	\$ 0.3	\$	—\$ 0.3
Deferred compensation liabilities	4.7	—	—	4.7
Total liabilities at fair value	\$4.7	\$ 0.3	\$	—\$ 5.0

	Fair Value as of March 31, 2018			
	Level 1	Level 2	Level 3	Total
Assets:				
Foreign currency forward contracts	\$—	\$ 0.5	\$	—\$ 0.5
Deferred compensation assets	1.6	1.9	—	3.5
Total assets at fair value	\$1.6	\$ 2.4	\$	—\$ 4.0

Liabilities:				
Interest rate swaps	\$—	\$ 0.8	\$	—\$ 0.8
Deferred compensation liabilities	3.5	—	—	3.5
Total liabilities at fair value	\$3.5	\$ 0.8	\$	—\$ 4.3

#### Fair Value of Non-Derivative Financial Instruments

The carrying amounts of cash, receivables, payables and accrued liabilities approximated fair value at June 30, 2018 and March 31, 2018 due to the short-term nature of those instruments. The fair value of long-term debt as of June 30, 2018 and March 31, 2018 was approximately \$1,326.7 million and \$1,361.8 million, respectively. The fair value is based on quoted market prices for the same issues.

#### 16. Commitments and Contingencies

##### Warranties:

The Company offers warranties on the sales of certain products and records an accrual for estimated future claims. Such accruals are based upon historical experience and management's estimate of the level of future claims. The following table presents changes in the Company's product warranty liability (in millions):

Three Months  
Ended

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	June 30,	June 30,
	2018	2017
Balance at beginning of period	\$7.7	\$ 5.9
Charged to operations	0.7	0.7
Claims settled	(0.8 )	(1.0 )
Balance at end of period	\$7.6	\$ 5.6

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### Contingencies:

The Company's subsidiaries are involved in various unresolved legal actions, administrative proceedings and claims in the ordinary course of business involving, among other things, product liability, commercial, employment, workers' compensation, intellectual property claims and environmental matters. The Company establishes accruals in a manner that is consistent with accounting principles generally accepted in the United States for costs associated with such matters when liability is probable and those costs are capable of being reasonably estimated. Although it is not possible to predict with certainty the outcome of these unresolved legal actions or the range of possible loss or recovery, based upon current information, management believes the eventual outcome of these unresolved legal actions, either individually or in the aggregate, will not have a material adverse effect on the financial position, results of operations or cash flows of the Company.

In connection with its sale, Invensys plc ("Invensys") provided the Company with indemnification against certain contingent liabilities, including certain pre-closing environmental liabilities. The Company believes that, pursuant to such indemnity obligations, Invensys is obligated to defend and indemnify the Company with respect to the matters described below relating to the Ellsworth Industrial Park Site and to various asbestos claims. The indemnity obligations relating to the matters described below are subject, together with indemnity obligations relating to other matters, to an overall dollar cap equal to the purchase price, which is an amount in excess of \$900 million. The following paragraphs summarize the most significant actions and proceedings:

In 2002, Rexnord Industries, LLC ("Rexnord Industries") was named as a potentially responsible party ("PRP"), together with at least ten other companies, at the Ellsworth Industrial Park Site, Downers Grove, DuPage County, Illinois (the "Site"), by the United States Environmental Protection Agency ("USEPA"), and the Illinois Environmental Protection Agency ("IEPA"). Rexnord Industries' Downers Grove property is situated within the Ellsworth Industrial Complex. The USEPA and IEPA allege there have been one or more releases or threatened releases of chlorinated solvents and other hazardous substances, pollutants or contaminants, allegedly including but not limited to a release or threatened release on or from the Company's property, at the Site. The relief sought by the USEPA and IEPA includes further investigation and potential remediation of the Site and reimbursement of USEPA's past costs. Rexnord Industries' allocated share of past and future costs related to the Site, including for investigation and/or remediation, could be significant. All previously pending property damage and personal injury lawsuits against the Company related to the Site have been settled or dismissed. Pursuant to its indemnity obligation, Invensys continues to defend the Company in known matters related to the Site and has paid 100% of the costs to date.

Multiple lawsuits (with approximately 300 claimants) are pending in state or federal court in numerous jurisdictions relating to alleged personal injuries due to the alleged presence of asbestos in certain brakes and clutches previously manufactured by the Company's Stearns division and/or its predecessor owners. Invensys and FMC, prior owners of the Stearns business, have paid 100% of the costs to date related to the Stearns lawsuits. Similarly, the Company's Prager subsidiary is a defendant in two pending multi-defendant lawsuits relating to alleged personal injuries due to the alleged presence of asbestos in a product allegedly manufactured by Prager. Additionally, there are numerous individuals who have filed asbestos related claims against Prager; however, these claims are currently on the Texas Multi-district Litigation inactive docket. The ultimate outcome of these asbestos matters cannot presently be determined. To date, the Company's insurance providers have paid 100% of the costs related to the Prager asbestos matters. The Company believes that the combination of its insurance coverage and the Invensys indemnity obligations will cover any future costs of these matters.

In connection with the Company's acquisition of The Falk Corporation ("Falk"), Hamilton Sundstrand provided the Company with indemnification against certain products-related asbestos exposure liabilities. The Company believes that, pursuant to such indemnity obligations, Hamilton Sundstrand is obligated to defend and indemnify the Company with respect to the asbestos claims described below, and that, with respect to these claims, such indemnity obligations are not subject to any time or dollar limitations.

The following paragraph summarizes the most significant actions and proceedings for which Hamilton Sundstrand has accepted responsibility:

Falk, through its successor entity, is a defendant in multiple lawsuits pending in state or federal court in numerous jurisdictions relating to alleged personal injuries due to the alleged presence of asbestos in certain clutches and drives

previously manufactured by Falk. There are approximately 100 claimants in these suits. The ultimate outcome of these lawsuits cannot presently be determined. Hamilton Sundstrand is defending the Company in these lawsuits pursuant to its indemnity obligations and has paid 100% of the costs to date.

Certain Water Management subsidiaries are also subject to asbestos litigation. As of June 30, 2018, Zurn and numerous other unrelated companies were defendants in approximately 6,000 asbestos related lawsuits representing approximately 14,500 claims. Plaintiffs' claims allege personal injuries caused by exposure to asbestos used primarily in industrial boilers formerly manufactured by a segment of Zurn. Zurn did not manufacture asbestos or asbestos components. Instead, Zurn purchased them from suppliers. These claims are being handled pursuant to a defense strategy funded by insurers.

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As of June 30, 2018, the Company estimates the potential liability for the asbestos-related claims described above as well as the claims expected to be filed in the next ten years to be approximately \$38.0 million, of which Zurn expects its insurance carriers to pay approximately \$29.0 million in the next ten years on such claims, with the balance of the estimated liability being paid in subsequent years. The \$38.0 million was developed based on actuarial studies and represents the projected indemnity payout for current and future claims. There are inherent uncertainties involved in estimating the number of future asbestos claims, future settlement costs, and the effectiveness of defense strategies and settlement initiatives. As a result, actual liability could differ from the estimate described herein and could be substantial. The liability for the asbestos-related claims is recorded in Other liabilities within the condensed consolidated balance sheets.

Management estimates that its available insurance to cover this potential asbestos liability as of June 30, 2018, is in excess of the ten year estimated exposure, and accordingly, believes that all current claims are covered by insurance. As of June 30, 2018, the Company had a recorded receivable from its insurance carriers of \$38.0 million, which corresponds to the amount of this potential asbestos liability that is covered by available insurance and is currently determined to be probable of recovery. However, there is no assurance the Company's current insurance coverage will ultimately be available or that this asbestos liability will not ultimately exceed the Company's coverage limits. Factors that could cause a decrease in the amount of available coverage or create gaps in coverage include: changes in law governing the policies, potential disputes and settlements with the carriers regarding the scope of coverage, and insolvencies of one or more of the Company's carriers. The receivable for probable asbestos-related recoveries is recorded in Other assets within the condensed consolidated balance sheets.

Certain Company subsidiaries were named as defendants in a number of individual and class action lawsuits in various United States courts claiming damages due to the alleged failure or anticipated failure of Zurn brass fittings on the PEX plumbing systems in homes and other structures. In fiscal 2013, the Company reached a court-approved agreement to settle the liability underlying this litigation. The settlement is designed to resolve, on a national basis, the Company's overall exposure for both known and unknown claims related to the alleged failure or anticipated failure of such fittings. The settlement utilizes a seven year claims fund, which is capped at \$20.0 million, and is funded in installments over the seven year period based on claim activity and minimum funding criteria. The settlement also covers class action plaintiffs' attorneys' fees and expenses. Historically, the Company's insurance carrier had funded the Company's defense in the above referenced proceedings. The Company, however, reached a settlement agreement with its insurer, whereby the insurer paid the Company a lump sum in exchange for a release of future exposure related to this liability. The Company has recorded an accrual related to this brass fittings liability, which takes into account, in pertinent part, the insurance carrier contribution, as well as exposure from the claims fund and the waiver of future insurance coverage.

**Sale-Leaseback Transaction:**

During fiscal 2018, the Company entered into a sale-leaseback arrangement for an owned facility in Downers Grove, Illinois and received net proceeds from the transaction of \$5.8 million. Due to the Company's continuing involvement with the construction of a new facility at the same location, the property did not qualify for sale accounting under the sale-leaseback accounting guidance during the construction period and as a result it has been accounted for as a financing transaction, with the \$5.8 million of proceeds being classified in the consolidated balance sheets in other current liabilities. The Company will depreciate the carrying value of the building over the expected remaining useful life. No gain or loss was recognized from the transaction.

As a result of the Company's anticipated involvement during the construction period of the new manufacturing facility the Company is considered, for accounting purposes only, the owner of the construction asset under build-to-suit lease accounting. Upon completion of construction, the Company will evaluate the de-recognition of the asset and liability under sale-leaseback accounting guidance. As of June 30, 2018, the Company has recorded a financing lease obligation of \$13.2 million associated with the construction asset of the same value.

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## 17. Retirement Benefits

The components of net periodic benefit cost are as follows (in millions):

	Three Months Ended June 30	
	2018	2017
Pension Benefits:		
Service cost	\$0.1	\$ 0.2
Interest cost	5.8	6.1
Expected return on plan assets	(6.6 )	(6.6 )
Net periodic benefit credit	\$(0.7)	\$(0.3 )
Other Postretirement Benefits:		
Interest cost	\$0.2	\$ 0.2
Amortization:		
Prior service credit	(0.3 )	(0.5 )
Net periodic benefit credit	\$(0.1)	\$(0.3 )

The service cost component of net periodic benefit cost is presented within Cost of sales and Selling, general and administrative expenses in the statements of operations while the other components of net periodic benefit cost are presented within Other income, net.

During the first three months of fiscal 2019 and 2018, the Company made contributions of \$0.1 million and \$0.3 million, respectively, to its U.S. qualified pension plan trusts.

See Note 16, Retirement Benefits, to the audited consolidated financial statements of the Company's fiscal 2018 Annual Report on Form 10-K for further information regarding retirement benefits.

## 18. Stock-Based Compensation

The Rexnord Corporation Performance Incentive Plan (the "Plan") is utilized to provide performance incentives to the Company's officers, employees, directors and certain others by permitting grants of equity awards (for common stock), as well as performance-based cash awards, to such persons to encourage them to maximize Rexnord's performance and create value for Rexnord's stockholders. ASC 718, Compensation-Stock Compensation ("ASC 718"), requires compensation costs related to share-based payment transactions to be recognized in the financial statements. Generally, compensation cost is measured based on the estimated grant-date fair value of the equity instruments issued. Compensation cost is recognized over the requisite service period, generally as the awards vest. For the three months ended June 30, 2018, the Company recognized \$6.0 million of stock-based compensation expense. For the three months ended June 30, 2017, the Company recognized \$5.4 million of stock-based compensation expense. As of June 30, 2018, there was \$35.7 million of total unrecognized compensation cost related to non-vested equity awards that is expected to be recognized over a weighted-average period of 2.1 years.

## Stock Options

During the three months ended June 30, 2018, the Company granted stock options to executive officers and certain other employees, which vest over a term of three years. The fair value of each option granted under the Plan during the three months ended June 30, 2018 was estimated on the grant date using the Black-Scholes valuation model utilizing the following assumptions:

	Three Months Ended June 30, 2018
Expected option term (in years)	6.5
Expected volatility factor	30%

Weighted-average risk-free interest rate 2.9%

Expected dividend rate 0.0%

The Company estimates the expected term of stock options granted based on the midpoint between when the options vest and when they expire. The Company uses the simplified method to determine the expected term, as management does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term due to the limited period of time its common stock shares has been publicly traded. The Company's expected volatility assumption is based on historical volatility. The weighted-average risk-free interest rate is based on the U.S. Treasury yield curve in effect at the date of grant. Management assumes expected dividends of zero. The weighted-average grant date fair value of options granted under the Plan during the three months ended June 30, 2018 was \$10.60.

A summary of stock option activity during the first three months of fiscal 2019 is as follows:

	Three Months Ended June 30, 2018	
	Shares	Weighted Avg. Exercise Price
Number of common shares under option:		
Outstanding at beginning of period	8,117,947	\$ 19.50
Granted	552,841	28.91
Exercised	(132,710 )	21.74
Canceled/Forfeited	(68,684 )	22.93
Outstanding at end of period (1)	8,469,394	\$ 20.05
Exercisable at end of period (2)	6,165,962	\$ 18.65

(1) The weighted average remaining contractual life of options outstanding at June 30, 2018 is 6.1 years.

(2) The weighted average remaining contractual life of options exercisable at June 30, 2018 is 5.2 years.

#### Restricted Stock Units

During the three months ended June 30, 2018, the Company granted restricted stock units ("RSUs") to its non-employee directors, officers, and certain employees. RSUs granted during the three months ended June 30, 2018 to non-employee directors vest immediately on grant, with payment deferred until six months after cessation of service as a director. RSUs granted to officers and certain employees generally vest ratably over three years. The fair value of each award is determined based on the Company's closing stock price on the date of grant. A summary of RSU activity during the first three months of fiscal 2019 is as follows:

	Three Months Ended June 30, 2018	
	Shares	Weighted Avg. Grant Date Fair Value
Nonvested RSUs at beginning of period	368,182	\$ 21.55
Granted	291,053	28.92
Vested	(74,428 )	19.40
Canceled/Forfeited	(128,420)	24.36
Nonvested RSUs at end of period	456,387	\$ 25.81

#### Performance Stock Units

The Company grants performance stock units ("PSUs") to its executive officers and certain other employees. PSUs have a three-year performance period and are earned and vest, subject to continued employment, based in part on

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performance relative to metrics determined by the Compensation Committee. The number of PSUs earned, which can range between 0% and 200% of the target awards granted depending on the Company's actual performance during the three-year performance period, will be satisfied with Rexnord common stock. A summary of PSU activity during the first three months of fiscal 2019 is as follows:

	Three Months Ended June 30, 2018	Weighted Avg. Grant Date Fair Value
	Shares	
Nonvested PSUs at beginning of period	453,001	\$ 25.53
Granted	183,069	28.91
Vested	(24,040 )	25.77
Canceled/Forfeited	(36,641 )	