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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-Q**

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

For the quarterly period ended December 29, 2013

Commission file number 0-7647

**HAWKINS, INC.**

(Exact name of registrant as specified in its charter)

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**MINNESOTA**

(State or other jurisdiction of  
incorporation or organization)

**41-0771293**

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

**2381 ROSEGATE, ROSEVILLE, MINNESOTA 55113**

(Address of principal executive offices, including zip code)

**(612) 331-6910**

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

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

YES  NO

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

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| CLASS                                   | Shares Outstanding at January 31, 2014 |
|---|--|
| Common Stock, par value \$.05 per share | 10,620,560                             |

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**HAWKINS, INC.**  
**INDEX TO FORM 10-Q**

|                 | <b>Page</b>  |
|-----------------|--|
| <b>PART I.</b>  | <b><u>FINANCIAL INFORMATION</u></b>  |
| Item 1.         | <u>Financial Statements (unaudited):</u>   |
|                 | <u>Condensed Consolidated Balance Sheets – December 29, 2013 and March 31, 2013</u> <span style="float: right;"><u>3</u></span>  |
|                 | <u>Condensed Consolidated Statements of Income – Three and Nine Months Ended December 29, 2013 and December 30, 2012</u> <span style="float: right;"><u>4</u></span>               |
|                 | <u>Condensed Consolidated Statements of Comprehensive Income – Three and Nine Months Ended December 29, 2013 and December 30, 2012</u> <span style="float: right;"><u>5</u></span> |
|                 | <u>Condensed Consolidated Statements of Cash Flows – Nine Months Ended December 29, 2013 and December 30, 2012</u> <span style="float: right;"><u>6</u></span>                     |
|                 | <u>Notes to Condensed Consolidated Financial Statements</u> <span style="float: right;"><u>7</u></span>  |
| Item 2.         | <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u> <span style="float: right;"><u>12</u></span>  |
| Item 3.         | <u>Quantitative and Qualitative Disclosures about Market Risk</u> <span style="float: right;"><u>17</u></span>   |
| Item 4.         | <u>Controls and Procedures</u> <span style="float: right;"><u>17</u></span>  |
| <b>PART II.</b> | <b><u>OTHER INFORMATION</u></b>  |
| Item 1.         | <u>Legal Proceedings</u> <span style="float: right;"><u>18</u></span>  |
| Item 1A.        | <u>Risk Factors</u> <span style="float: right;"><u>18</u></span>   |
| Item 2.         | <u>Unregistered sales of Equity securities and use of Proceeds</u> <span style="float: right;"><u>18</u></span>  |
| Item 6.         | <u>Exhibits</u> <span style="float: right;"><u>19</u></span>   |
|                 | <u>Signatures</u> <span style="float: right;"><u>20</u></span>   |
|                 | <u>Exhibit Index</u> <span style="float: right;"><u>21</u></span>  |

**PART I. FINANCIAL INFORMATION**

ITEM 1. FINANCIAL STATEMENTS

**HAWKINS, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

(In thousands, except share data)

|   | December 29,<br>2013 | March 31,<br>2013 |
|---|----------------------|-------------------|
| <b>ASSETS</b>   |                      |                   |
| <b>CURRENT ASSETS:</b>  |                      |                   |
| Cash and cash equivalents   | \$ 27,860            | \$ 28,715         |
| Investments available-for-sale  | 13,951               | 15,625            |
| Trade receivables — less allowance for doubtful accounts:   |                      |                   |
| \$412 as of December 29, 2013 and \$469 as of March 31, 2013  | 34,318               | 35,920            |
| Inventories   | 30,724               | 28,208            |
| Prepaid expenses and other current assets   | 3,398                | 2,613             |
| Total current assets  | 110,251              | 111,081           |
| <b>PROPERTY, PLANT, AND EQUIPMENT:</b>  | 159,464              | 153,055           |
| Less accumulated depreciation and amortization  | (68,115)             | (62,081)          |
| Net property, plant, and equipment  | 91,349               | 90,974            |
| <b>OTHER ASSETS:</b>  |                      |                   |
| Goodwill  | 7,392                | 6,495             |
| Intangible assets — less accumulated amortization:  |                      |                   |
| \$2,886 as of December 29, 2013 and \$2,398 as of March 31, 2013  | 8,692                | 7,678             |
| Long-term investments   | 12,941               | 5,597             |
| Other   | 322                  | 323               |
| Total other assets  | 29,347               | 20,093            |
| Total assets  | \$ 230,947           | \$ 222,148        |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                      |                   |
| <b>CURRENT LIABILITIES:</b>   |                      |                   |
| Accounts payable — trade  | \$ 17,500            | \$ 18,516         |
| Dividends payable   | —                    | 3,592             |
| Accrued payroll and employee benefits   | 5,600                | 5,391             |
| Deferred income taxes   | 2,175                | 2,554             |
| Income tax payable  | 1,849                | 1,446             |
| Other current liabilities   | 4,278                | 3,626             |
| Total current liabilities   | 31,402               | 35,125            |
| <b>PENSION WITHDRAWAL LIABILITY</b>   | 6,961                | 7,136             |
| <b>OTHER LONG-TERM LIABILITIES</b>  | 1,786                | 1,653             |
| <b>DEFERRED INCOME TAXES</b>  | 9,870                | 8,062             |
| Total liabilities   | 50,019               | 51,976            |
| <b>COMMITMENTS AND CONTINGENCIES</b>  |                      |                   |
| <b>SHAREHOLDERS' EQUITY:</b>  |                      |                   |
| Common stock; authorized: 30,000,000 shares of \$0.05 par value; 10,547,822 and 10,495,427 shares issued and outstanding as of December 29, 2013 and March 31, 2013, respectively | 528                  | 525               |
| Additional paid-in capital  | 49,651               | 48,779            |
| Retained earnings   | 130,954              | 120,974           |
| Accumulated other comprehensive loss  | (205)                | (106)             |
| Total shareholders' equity  | 180,928              | 170,172           |
| Total liabilities and shareholders' equity  | \$ 230,947           | \$ 222,148        |

See accompanying notes to condensed consolidated financial statements.

**HAWKINS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**  
(In thousands, except share and per-share data)

|   | Three Months Ended   |                      | Nine Months Ended    |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | December 29,<br>2013 | December 30,<br>2012 | December 29,<br>2013 | December 30,<br>2012 |
| Sales   | \$ 81,697            | \$ 85,527            | \$ 263,040           | \$ 262,786           |
| Cost of sales   | (68,147)             | (70,191)             | (215,689)            | (212,947)            |
| Pension withdrawal                                      | —                    | (7,210)              | —                    | (7,210)              |
| Gross profit  | 13,550               | 8,126                | 47,351               | 42,629               |
| Selling, general and administrative expenses            | (8,167)              | (7,617)              | (25,430)             | (23,299)             |
| Operating income  | 5,383                | 509                  | 21,921               | 19,330               |
| Interest (expense) income                               | 9                    | 35                   | (18)                 | 99                   |
| Income from continuing operations before income taxes   | 5,392                | 544                  | 21,903               | 19,429               |
| Income tax provision                                    | (1,912)              | 804                  | (8,104)              | (6,486)              |
| Income from continuing operations                       | 3,480                | 1,348                | 13,799               | 12,943               |
| Income from discontinued operations, net of tax         | —                    | —                    | —                    | 18                   |
| Net income  | \$ 3,480             | \$ 1,348             | \$ 13,799            | \$ 12,961            |
| Weighted average number of shares outstanding - basic   | 10,547,882           | 10,474,214           | 10,538,595           | 10,454,669           |
| Weighted average number of shares outstanding - diluted | 10,595,935           | 10,535,549           | 10,590,880           | 10,528,150           |
| <b>Basic earnings per share</b>                         |                      |                      |                      |                      |
| Earnings per share from continuing operations           | \$ 0.33              | \$ 0.13              | \$ 1.31              | \$ 1.24              |
| Earnings per share from discontinued operations         | —                    | —                    | —                    | —                    |
| Basic earnings per share                                | \$ 0.33              | \$ 0.13              | \$ 1.31              | \$ 1.24              |
| <b>Diluted earnings per share</b>                       |                      |                      |                      |                      |
| Earnings per share from continuing operations           | \$ 0.33              | \$ 0.13              | \$ 1.30              | \$ 1.23              |
| Earnings per share from discontinued operations         | —                    | —                    | —                    | —                    |
| Diluted earnings per share                              | \$ 0.33              | \$ 0.13              | \$ 1.30              | \$ 1.23              |
| Cash dividends declared per common share                | \$ —                 | \$ —                 | \$ 0.36              | \$ 0.34              |

See accompanying notes to condensed consolidated financial statements.

HAWKINS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(In thousands)

|  | Three Months Ended   |                      | Nine Months Ended    |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | December 29,<br>2013 | December 30,<br>2012 | December 29,<br>2013 | December 30,<br>2012 |
| Net income   | \$ 3,480             | \$ 1,348             | \$ 13,799            | \$ 12,961            |
| Other comprehensive income (loss), net of tax:           |                      |                      |                      |                      |
| Unrealized gain (loss) on available-for-sale investments | (17)                 | 1                    | (61)                 | 7                    |
| Unrealized gain (loss) on post-retirement liability      | (38)                 | —                    | (38)                 | 78                   |
| Total other comprehensive income (loss)                  | (55)                 | 1                    | (99)                 | 85                   |
| Total comprehensive income                               | \$ 3,425             | \$ 1,349             | \$ 13,700            | \$ 13,046            |

See accompanying notes to condensed consolidated financial statements.

**HAWKINS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
(In thousands)

|  | Nine Months Ended    |                      |
|--|----------------------|----------------------|
|  | December 29,<br>2013 | December 30,<br>2012 |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                      |                      |
| Net income   | \$ 13,799            | \$ 12,961            |
| Reconciliation to cash flows:  |                      |                      |
| Depreciation and amortization  | 9,678                | 7,224                |
| Deferred income taxes  | 1,216                | 80                   |
| Stock compensation expense   | 946                  | 1,235                |
| Pension withdrawal liability   | —                    | 7,210                |
| Loss from property disposals   | 35                   | 140                  |
| Changes in operating accounts providing (using) cash, net of effects of acquisition: |                      |                      |
| Trade receivables  | 1,708                | 2,803                |
| Inventories  | (2,188)              | (1,281)              |
| Accounts payable   | (301)                | 1,711                |
| Accrued liabilities  | 402                  | (1,987)              |
| Income taxes   | 403                  | 1,070                |
| Other  | (786)                | (1,162)              |
| Net cash provided by operating activities  | 24,912               | 30,004               |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                      |                      |
| Additions to property, plant, and equipment  | (10,489)             | (20,083)             |
| Purchases of investments   | (17,956)             | (16,795)             |
| Sale and maturities of investments   | 12,185               | 8,530                |
| Acquisitions   | (2,416)              | (100)                |
| Proceeds from property disposals   | 114                  | 160                  |
| Net cash used in investing activities  | (18,562)             | (28,288)             |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                      |                      |
| Cash dividends paid  | (7,410)              | (6,936)              |
| New shares issued  | 459                  | 500                  |
| Shares surrendered for payroll taxes   | (485)                | —                    |
| Proceeds from the exercise of stock options  | 186                  | 515                  |
| Excess tax benefit from share-based compensation                                     | 45                   | 222                  |
| Net cash used in financing activities  | (7,205)              | (5,699)              |
| <b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>                                     | <b>(855)</b>         | <b>(3,983)</b>       |
| <b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>                                | <b>28,715</b>        | <b>28,566</b>        |
| <b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>                                      | <b>\$ 27,860</b>     | <b>\$ 24,583</b>     |
| <b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>                             |                      |                      |
| Cash paid for income taxes   | \$ 6,426             | \$ 5,124             |
| Noncash investing activities - Capital expenditures in accounts payable              | \$ 529               | \$ 516               |

See accompanying notes to condensed consolidated financial statements.

**HAWKINS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****Note 1 – Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and, accordingly, do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. These statements should be read in conjunction with the consolidated financial statements and footnotes included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013, previously filed with the Securities and Exchange Commission (“SEC”). In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly our financial position and the results of our operations and cash flows for the periods presented. All adjustments made to the interim condensed consolidated financial statements were of a normal recurring nature. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accounting policies we follow are set forth in “Item 8. Financial Statements and Supplementary Data, Note 1 – Nature of Business and Significant Accounting Policies” to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013 filed with the SEC on May 30, 2013. There has been no significant change in our accounting policies since the end of fiscal 2013.

The results of operations for the nine months ended December 29, 2013 are not necessarily indicative of the results that may be expected for the full year.

References to fiscal 2013 refer to the fiscal year ended March 31, 2013 and references to fiscal 2014 refer to the fiscal year ending March 30, 2014.

**Note 2 – Earnings per Share**

Basic earnings per share (“EPS”) are computed by dividing net earnings by the weighted-average number of common shares outstanding. Diluted EPS includes the incremental shares assumed to be issued upon the exercise of stock options and the incremental shares assumed to be issued as performance units and restricted stock. Basic and diluted EPS were calculated using the following:

|   | Three Months Ended   |                      | Nine Months Ended    |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | December 29,<br>2013 | December 30,<br>2012 | December 29,<br>2013 | December 30,<br>2012 |
| Weighted-average common shares outstanding—basic                          | 10,547,882           | 10,474,214           | 10,538,595           | 10,454,669           |
| Dilutive impact of stock options, performance units, and restricted stock | 48,053               | 61,335               | 52,285               | 73,481               |
| Weighted-average common shares outstanding—diluted                        | 10,595,935           | 10,535,549           | 10,590,880           | 10,528,150           |

For the three and nine months ended December 29, 2013 and December 30, 2012, there were no shares or stock options excluded from the calculation of weighted-average common shares for diluted EPS.

**Note 3 – Business Combinations**

**Acquisition of Advance Chemical Solutions, Inc.:** On October 1, 2013, we acquired substantially all of the assets of Advance Chemical Solutions, Inc. (“ACS”), under the terms of an asset purchase agreement with ACS and its shareholders. We paid \$2.4 million in cash, and may be obligated to pay an aggregate of \$0.5 million in additional consideration to ACS over the next three years. The amount of such additional payments will be based on the achievement of certain financial performance targets for each of the next three years. Costs associated with this transaction were immaterial.

The acquisition has been accounted for under the acquisition method of accounting, under which the total estimated purchase price is allocated to the net tangible and intangible assets of ACS acquired in connection with the acquisition, based on their estimated fair values.

In connection with this acquisition, we estimated the fair value of the future consideration payable and recorded \$0.4 million for such consideration on our balance sheet. We have determined that this liability is a Level 3 fair value measurement within the FASB’s fair value hierarchy, and such liability is adjusted to fair value at each reporting date, with the adjustment reflected

in selling, general and administrative expenses. The fair value adjustments recorded during the three months ended December 29, 2013 were immaterial.

We estimated the fair value of the assets acquired and liabilities assumed to be \$2.8 million using a discounted cash flow analysis (income approach). Fair values of acquired assets and liabilities include: \$0.4 million of net working capital and fixed assets; \$1.5 million to intangible assets; and \$0.9 million to goodwill. The goodwill recognized as a result of the ACS acquisition is primarily attributable to expected synergies. Such goodwill is deductible for tax purposes.

ACS had revenues of approximately \$4 million for the 12 months ended September 30, 2013. The results of its operations since the acquisition date, and the goodwill associated with this acquisition, are included in our Water Treatment segment.

#### Note 4 – Cash and Cash Equivalents and Investments

The following table presents information about our financial assets that are measured at fair value on a recurring basis, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

| <b>(In thousands)</b>   | <b>December 29,<br/>2013</b> | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> |
|-------------------------|------------------------------|----------------|----------------|----------------|
| <b>Assets:</b>          |                              |                |                |                |
| Cash                    | \$ 27,860                    | \$ 27,860      | \$ —           | \$ —           |
| Certificates of deposit | 23,209                       | —              | 23,209         | —              |
| Municipal bonds         | 3,684                        | —              | 3,684          | —              |

  

| <b>(In thousands)</b>   | <b>March 31,<br/>2013</b> | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> |
|-------------------------|---------------------------|----------------|----------------|----------------|
| <b>Assets:</b>          |                           |                |                |                |
| Cash                    | \$ 28,715                 | \$ 28,715      | \$ —           | \$ —           |
| Certificates of deposit | 21,222                    | —              | 21,222         | —              |

Our financial assets that are measured at fair value on a recurring basis are certificates of deposit (“CD’s”) and municipal bonds, with original maturities ranging from three months to three years that fall within valuation technique Level 2. The CD’s and municipal bonds are classified as investments in current assets and noncurrent assets on the condensed consolidated balance sheets. As of December 29, 2013, the combined CD’s and municipal bonds had a fair value of \$14.0 million in current assets and \$12.9 million in noncurrent assets.

The carrying value of cash and cash equivalents accounts approximates fair value, as original maturities are three months or less.

#### Note 5 – Inventories

Inventories at December 29, 2013 and March 31, 2013 consisted of the following:

| <b>(In thousands)</b>  | <b>December 29,<br/>2013</b> | <b>March 31,<br/>2013</b> |
|------------------------|------------------------------|---------------------------|
| Inventory (FIFO basis) | \$ 37,640                    | \$ 35,281                 |
| LIFO reserve           | (6,916)                      | (7,073)                   |
| Net inventory          | <u>\$ 30,724</u>             | <u>\$ 28,208</u>          |

The first in, first out (“FIFO”) value of inventories accounted for under the last in, first out (“LIFO”) method was \$32.8 million at December 29, 2013 and \$30.3 million at March 31, 2013. The remainder of the inventory was valued and accounted for under the FIFO method.

The LIFO reserve changed nominally during the three months ended December 29, 2013, and increased \$0.1 million during the three months ended December 30, 2012. During the nine months ended December 29, 2013 the LIFO reserve decreased \$0.2 million, and for the nine months ended December 30, 2012 the LIFO reserve increased \$0.2 million. The valuation of LIFO inventory for interim periods is based on our estimates of year-end inventory levels and costs.



## Note 6 – Goodwill and Intangible Assets

*Goodwill.* The carrying amount of goodwill as of December 29, 2013 and March 31, 2013 was \$7.4 million and \$6.5 million, respectively. The increase in goodwill is related to goodwill recorded in conjunction with the acquisition of ACS as discussed in Note 3.

*Intangible assets.* Intangible assets consist primarily of customer lists, trademarks, trade secrets and non-compete agreements classified as finite life and trade names classified as indefinite life, related to business acquisitions. A summary of our intangible assets as of December 29, 2013 and March 31, 2013 were as follows:

| (In thousands)                      | December 29, 2013 |                          |          | March 31, 2013 |                          |          |
|-------------------------------------|-------------------|--------------------------|----------|----------------|--------------------------|----------|
|                                     | Gross Amount      | Accumulated Amortization | Net      | Gross Amount   | Accumulated Amortization | Net      |
| Finite-life intangible assets       |                   |                          |          |                |                          |          |
| Customer relationships              | \$ 6,913          | \$ (1,205)               | \$ 5,708 | \$ 5,508       | \$ (981)                 | \$ 4,527 |
| Trademark                           | 1,335             | (379)                    | 956      | 1,240          | (274)                    | 966      |
| Trade secrets                       | 962               | (736)                    | 226      | 962            | (640)                    | 322      |
| Carrier relationships               | 800               | (237)                    | 563      | 800            | (177)                    | 623      |
| Other finite-life intangible assets | 341               | (329)                    | 12       | 339            | (326)                    | 13       |
| Total finite-life intangible assets | 10,351            | (2,886)                  | 7,465    | 8,849          | (2,398)                  | 6,451    |
| Indefinite-life intangible assets   | 1,227             | —                        | 1,227    | 1,227          | —                        | 1,227    |
| Total intangible assets             | \$ 11,578         | \$ (2,886)               | \$ 8,692 | \$ 10,076      | \$ (2,398)               | \$ 7,678 |

## Note 7 – Income Taxes

In the preparation of our condensed consolidated financial statements, management calculates income taxes based upon the estimated effective rate applicable to operating results for the full fiscal year. This includes estimating the current tax liability as well as assessing differences resulting from different treatment of items for tax and book accounting purposes. These differences result in deferred tax assets and liabilities, which are recorded on the condensed consolidated balance sheet. These assets and liabilities are analyzed regularly and management assesses the likelihood that deferred tax assets will be recovered from future taxable income. We record any interest and penalties related to income taxes as income tax expense in the condensed consolidated statements of income.

We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

We file income tax returns in the U.S. federal jurisdiction and numerous state and local jurisdictions. The tax years beginning with our fiscal year ended March 29, 2009 remain open to examination by the Internal Revenue Service, and with few exceptions, state and local income tax jurisdictions.

## Note 8 – Accumulated Other Comprehensive Loss

Components of accumulated other comprehensive loss on our balance sheet, net of tax, were as follows:

| (In thousands)                       | December 29, 2013 | March 31, 2013 |
|--------------------------------------|-------------------|----------------|
| Unrealized gain (loss) on:           |                   |                |
| Available-for-sale investments       | \$ (50)           | \$ 11          |
| Post-retirement plan liability       | (155)             | (117)          |
| Accumulated other comprehensive loss | \$ (205)          | \$ (106)       |

## Note 9 – Share-Based Compensation

*Stock Option Awards.* Although no stock options have been granted since the fiscal year ended March 28, 2010, our Board of Directors (the "Board") previously approved a long-term incentive equity compensation arrangement for our executive officers that provided for the grant of non-qualified stock options that vested at the end of a three-year period. As of December 29, 2013, we had 9,333 stock options outstanding and exercisable at a weighted average exercise price of \$19.90. No compensation expense was recorded related to stock options for the three and nine months ended December 29, 2013. Compensation expense related to stock options for the three and nine month periods ended December 30, 2012 was nominal.

*Performance-Based Restricted Stock Units.* The Board approved a performance-based equity compensation arrangement for our executive officers during the first quarters of each of fiscal 2014 and 2013. These performance-based arrangements provide for the grant of performance-based restricted stock units that represent a possible future issuance of restricted shares of our common stock based on a pre-tax income target for the applicable fiscal year. The actual number of restricted shares to be issued to each executive officer is determined when our final financial information becomes available after the applicable fiscal year and will be between zero shares and 39,833 shares in the aggregate for fiscal 2014. The restricted shares issued will fully vest two years after the last day of the fiscal year on which the performance is based. We are recording the compensation expense for the outstanding performance share units and the converted restricted stock over the life of the awards.

The following table represents the restricted stock activity for the nine months ended December 29, 2013:

|                                    | Shares   | Weighted-Average Grant Date Fair Value |
|------------------------------------|----------|--|
| Outstanding at beginning of period | 63,244   | \$ 34.26                               |
| Granted                            | 28,648   | 40.25                                  |
| Vested                             | (36,182) | 35.20                                  |
| Forfeited or expired               | (3,606)  | 33.01                                  |
| Outstanding at end of period       | 52,104   | \$ 36.99                               |

We recorded compensation expense of \$0.2 million and \$0.6 million related to performance share units and restricted stock for the three and nine months ended December 29, 2013, respectively. We recorded compensation expense of \$0.3 million and \$0.8 million related to performance share units and restricted stock for the three and nine months ended December 30, 2012, respectively. Substantially all of the compensation expense was recorded in selling, general and administrative expenses in the condensed consolidated statements of income.

*Restricted Stock Awards.* As part of their retainer, each non-employee director receives an annual grant of restricted stock for their Board services. The restricted stock awards are expensed over the requisite vesting period, which is one year from the date of issuance, based on the market value on the date of grant. As of December 29, 2013, there were 6,055 shares of restricted stock with a weighted averaged grant date fair value of \$40.42 outstanding under this program. Compensation expense for each of the three and nine months ended December 29, 2013 and December 30, 2012 related to restricted stock awards to the Board was \$0.1 million and \$0.2 million, respectively.

#### **Note 10 – Employee Pension Plans**

*Multiemployer pension plan.* In fiscal 2013, we concluded negotiations with two collective bargaining units to discontinue our participation in the Central States, Southeast and Southwest Areas Pension Fund (“CSS” or “the plan”), a collectively bargained multiemployer pension plan. As a result, we recorded a pre-tax charge of \$7.2 million (approximately \$4.5 million after tax, or \$0.43 per share, fully diluted) in the third quarter of fiscal 2013. This charge represents the discounted value of our withdrawal payment obligation and was recorded as a charge to cost of sales in our Industrial segment.

Payment of our share of the unfunded vested benefit liability will be made over 20 years and is subject to a cap. At the end of the 20-year period we will have no further liability, even if our share of the unfunded vested benefit liability has not yet been paid in full. The aggregate cash payments to be made will total approximately \$9.3 million, or \$467,000 per year. Our payments began in the third quarter of fiscal 2014.

Effective March 1, 2013, we established defined-contribution retirement benefits to our union employees that are similar to those benefits currently offered to our non-union employees.

#### **Note 11 – Litigation, Commitments and Contingencies**

*Litigation* — There are no material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which we or any of our subsidiaries are a party or of which any of our property is the subject. Legal fees associated with such matters are expensed as incurred.

In the first quarter of fiscal 2013, we entered into a settlement agreement with a chemical supplier to us, pursuant to which we mutually resolved the previously disclosed litigation and all disputes among us. The settlement provided for a cash payment by us to the supplier and provided that both parties enter into new contracts for the supply by the supplier of certain chemicals to us. Our obligations under the settlement agreement resulted in a \$3.2 million charge to pre-tax income recorded in cost of sales

in our Industrial segment (approximately \$2.0 million after tax, or \$0.19 per share, fully diluted) in the first quarter of fiscal 2013.

## Note 12 – Segment Information

We have two reportable segments: Industrial and Water Treatment. The accounting policies of the segments are the same as those described in the summary of significant accounting policies as disclosed in our fiscal 2013 Annual Report on Form 10-K. Product costs and expenses for each segment are based on actual costs incurred along with cost allocation of shared and centralized functions. We evaluate performance based on profit or loss from operations before income taxes not including nonrecurring gains and losses. Reportable segments are defined by product and type of customer. Segments are responsible for the sales, marketing and development of their products and services. The segments do not have separate accounting, administration, customer service or purchasing functions. There are no intersegment sales and no operating segments have been aggregated. Given our nature, it is not practical to disclose revenues from external customers for each product or each group of similar products. No single customer's revenues amounted to 10% or more of our total revenue. Sales are primarily within the United States and all assets are located within the United States.

| <b>(In thousands)</b>                         | <b>Industrial</b> | <b>Water<br/>Treatment</b> | <b>Total</b> |
|---|-------------------|----------------------------|--------------|
| <b>Three months ended December 29, 2013:</b>  |                   |                            |              |
| Sales   | \$ 58,510         | \$ 23,187                  | \$ 81,697    |
| Gross profit                                  | 7,351             | 6,199                      | 13,550       |
| Selling, general, and administrative expenses | 4,799             | 3,368                      | 8,167        |
| Operating income                              | 2,552             | 2,831                      | 5,383        |
| <b>Three months ended December 30, 2012:</b>  |                   |                            |              |
| Sales   | \$ 63,109         | \$ 22,418                  | \$ 85,527    |
| Gross profit                                  | 2,627             | 5,499                      | 8,126        |
| Selling, general, and administrative expenses | 4,731             | 2,886                      | 7,617        |
| Operating income                              | (2,104)           | 2,613                      | 509          |
| <b>Nine months ended December 29, 2013:</b>   |                   |                            |              |
| Sales   | \$ 182,224        | \$ 80,816                  | \$ 263,040   |
| Gross profit                                  | 23,855            | 23,496                     | 47,351       |
| Selling, general, and administrative expenses | 15,114            | 10,316                     | 25,430       |
| Operating income                              | 8,741             | 13,180                     | 21,921       |
| <b>Nine months ended December 30, 2012:</b>   |                   |                            |              |
| Sales   | \$ 182,474        | \$ 80,312                  | \$ 262,786   |
| Gross profit                                  | 19,992            | 22,637                     | 42,629       |
| Selling, general, and administrative expenses | 14,261            | 9,038                      | 23,299       |
| Operating income                              | 5,731             | 13,599                     | 19,330       |

Gross profit for our Industrial segment was negatively impacted by the \$7.2 million (pre-tax) charge in the third quarter of fiscal 2013 related to our withdrawal from a multiemployer pension plan as discussed in Note 10, and was negatively impacted by the \$3.2 million (pre-tax) charge in the first quarter of fiscal 2013 related to the legal settlement discussed in Note 11. The cumulative impact of these pre-tax charges to the industrial gross profit for the nine months ended December 30, 2012 was \$10.4 million.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion and analysis of our financial condition and results of operations for the three and nine months ended December 29, 2013 as compared to December 30, 2012. This discussion should be read in conjunction with the Condensed Consolidated Financial Statements and Notes to Condensed Consolidated Financial Statements included in this Form 10-Q and Item 8 of our Annual Report on Form 10-K for the fiscal year ended March 31, 2013 ("fiscal 2013"). References to fiscal 2014 refer to the fiscal year ending March 30, 2014.

### *Overview*

We derive substantially all of our revenues from the sale of bulk and specialty chemicals to our customers in a wide variety of industries. We began our operations primarily as a distributor of bulk chemicals with a strong customer focus. Over the years we have maintained our strong customer focus and have expanded our business by increasing our sales of value-added specialty chemical products, including repackaging, blending and manufacturing certain products.

We have continued to invest in infrastructure to support increased business. During fiscal 2013, we completed construction of a new Industrial manufacturing facility in Rosemount, Minnesota. The site provides capacity for future business growth and lessens our dependence on our flood-prone sites on the Mississippi River. While we have transferred some blending and manufacturing activity to the Rosemount site, we do not intend to close any sites we currently operate as a result of this transfer of activity. In the first nine months of fiscal 2014, we incurred incremental costs compared to the same period of fiscal 2013 related to this new facility of approximately \$1.5 million, which have been recorded in cost of sales in our Industrial segment. We expect to incur incremental costs for the entire fiscal year of approximately \$1.6 million to operate this facility.

In April 2013, we moved into a new corporate headquarters located in Roseville, Minnesota. The move was necessary because we had outgrown our former corporate headquarters that had been our home for over 60 years. As a result of this move, we incurred incremental costs during the first nine months of fiscal 2014 of approximately \$0.8 million, recorded in selling, general and administrative expenses and allocated among both our Water Treatment and Industrial segments. We expect to incur incremental costs for the entire fiscal year of approximately \$1.1 million in fiscal 2014 to lease and operate this facility.

In the first quarter of fiscal 2013, we entered into a settlement agreement with a chemical supplier to us, pursuant to which we mutually resolved the previously disclosed litigation and all disputes among us. The settlement agreement provided for a cash payment by us to the supplier and provided that both parties enter into new contracts for the supply by the supplier of certain chemicals to us. Our obligations under the settlement agreement resulted in a \$3.2 million charge to pre-tax income recorded in cost of sales in our Industrial segment (approximately \$2.0 million after tax, or \$0.19 per share, fully diluted) in the first quarter of fiscal 2013.

In the third quarter of fiscal 2013, we recorded a pre-tax charge of \$7.2 million in our Industrial segment (approximately \$4.5 million after tax, or \$0.43 per share, fully diluted). This charge represented the discounted value of our estimated withdrawal payment obligation from the Central States, Southeast and Southwest Areas Pension Fund ("CSS" or "the plan"), a collectively bargained multiemployer pension plan. Our payments began in the third quarter of fiscal 2014.

In the second quarter of fiscal 2014, we vacated the leased facility used to serve our bulk pharmaceutical customers and transferred production of certain products to our other Industrial production facilities while discontinuing production of the remaining product lines. As a result, we recorded a pre-tax charge of approximately \$0.8 million in cost of sales in our Industrial segment (approximately \$0.5 million after tax) primarily related to accelerated depreciation on leasehold improvements and manufacturing equipment related to this facility in the first half of fiscal 2014.

In the third quarter of fiscal 2014, we acquired substantially all the assets of Advance Chemical Solutions, Inc. ("ACS"), under the terms of an asset purchase agreement with ACS and its shareholders. We paid \$2.4 million in cash, and may be obligated to pay an aggregate of \$0.5 million in additional consideration to ACS over the next three years depending upon the achievement of certain financial performance targets. ACS had revenues of approximately \$4 million for the 12 months ended September 30, 2013. The results of its operations since the acquisition date are included in our Water Treatment segment.

We use the last in, first out ("LIFO") method for valuing substantially all our inventory, which causes the most recent product costs to be recognized in our income statement. The valuation of LIFO inventory for interim periods is based on our estimates of fiscal year-end inventory levels and costs. The LIFO inventory valuation method and the resulting cost of sales are consistent with our business practices of pricing to current chemical raw material prices. Our LIFO reserve for the three months ended December 29, 2013 changed nominally. For the nine months ended December 29, 2013 we recorded a \$0.2 million decrease in

our LIFO reserve which increased our gross profit in the period by that amount. We recorded a \$0.1 million increase in our LIFO reserve for the three months ended December 30, 2012 and a \$0.2 million increase in our LIFO reserve for the nine months ended December 30, 2012, both of which decreased our gross profit for the respective periods by those amounts

### Results of Operations

The following table sets forth the percentage relationship of certain items to sales for the period indicated:

|   | Three months ended |                   | Nine months ended |                   |
|---|--------------------|-------------------|-------------------|-------------------|
|   | December 29, 2013  | December 30, 2012 | December 29, 2013 | December 30, 2012 |
| Sales   | 100.0 %            | 100.0 %           | 100.0 %           | 100.0 %           |
| Cost of sales   | (83.4)%            | (82.1)%           | (82.0)%           | (81.0)%           |
| Pension withdrawal                                    | — %                | (8.4)%            | — %               | (2.7)%            |
| Gross profit  | 16.6 %             | 9.5 %             | 18.0 %            | 16.3 %            |
| Selling, general and administrative expenses          | (10.0)%            | (8.9)%            | (9.7)%            | (8.9)%            |
| Operating income                                      | 6.6 %              | 0.6 %             | 8.3 %             | 7.4 %             |
| Interest (expense) income                             | — %                | — %               | — %               | — %               |
| Income from continuing operations before income taxes | 6.6 %              | 0.6 %             | 8.3 %             | 7.4 %             |
| Income tax provision                                  | (2.3)%             | 1.0 %             | (3.1)%            | (2.5)%            |
| Income from continuing operations                     | 4.3 %              | 1.6 %             | 5.2 %             | 4.9 %             |
| Income from discontinued operations, net of tax       | — %                | — %               | — %               | — %               |
| Net income  | 4.3 %              | 1.6 %             | 5.2 %             | 4.9 %             |

### Three Months Ended December 29, 2013 Compared to the Three Months Ended December 30, 2012

#### Sales

Sales decreased \$3.8 million, or 4.5%, to \$81.7 million for the three months ended December 29, 2013, as compared to \$85.5 million for the same period of the prior year. Sales of bulk chemicals accounted for approximately 25% of sales dollars during the third quarter of both fiscal 2014 and fiscal 2013.

*Industrial Segment.* Industrial segment sales decreased \$4.6 million, or 7.3%, to \$58.5 million for the three months ended December 29, 2013, as compared to \$63.1 million for the same period of the prior year. Our overall volumes decreased from the same period a year ago. While volumes of our bulk commodity products were higher, these bulk products carry lower per-unit selling prices. In addition, competitive pricing pressures negatively impacted our overall sales growth in this quarter.

*Water Treatment Segment.* Water Treatment segment sales for the third quarter of fiscal 2014 increased \$0.8 million, or 3.4% to \$23.2 million, as compared to \$22.4 million for the same period of the prior year. The higher sales were driven by our newly-acquired ACS operations, as well as increased sales of certain specialty chemical products and equipment, partially offset by competitive pricing pressure on bulk commodity products.

#### Gross Profit

Gross profit increased \$5.4 million to \$13.6 million, or 16.6% of sales, for the three months ended December 29, 2013, as compared to \$8.1 million, or 9.5% of sales, for the same period of the prior year. Gross profit in the Industrial segment increased \$4.7 million, while gross profit in the Water Treatment segment increased \$0.7 million as discussed below. Gross profit in our Industrial segment for the third quarter of fiscal 2013 was negatively impacted by the \$7.2 million charge resulting from the CSS pension withdrawal, which charge constituted 8.4% of sales for the quarter. The LIFO method of valuing inventory had a nominal impact on gross profit for the third quarter of fiscal 2014, while it decreased gross profit by \$0.1 million during the third quarter of fiscal 2013.

*Industrial Segment.* Gross profit for the Industrial segment increased \$4.7 million to \$7.4 million, or 12.6% of sales, for the three months ended December 29, 2013, as compared to \$2.6 million, or 4.2% of sales, for the same period of the prior year. The prior year's gross profit was negatively impacted by the \$7.2 million pension withdrawal charge described above. The pension withdrawal charge constituted 11.4% of the segment's sales in the prior year. Gross profit reported for the current quarter was negatively impacted by \$0.5 million in incremental costs to operate our new manufacturing facility, competitive

pricing pressures, and an overall decrease in sales volume with a shift in product mix to lower-margin bulk commodity products. The LIFO method of valuing inventory increased gross profit in this segment by \$0.1 million for the current quarter, while it decreased gross profit in this segment by \$0.1 million for the same period of the prior year.

*Water Treatment Segment.* Gross profit for the Water Treatment segment was \$6.2 million, or 26.7% of sales, for the three months ended December 29, 2013, as compared to \$5.5 million, or 24.5% of sales, for the same period in the prior year. Increased sales of certain specialty chemical products and equipment, including our newly-acquired ACS operations, contributed to the year-over-year increase in gross profit, partially offset by profit declines in bulk commodity products due to pricing pressure. The LIFO method of valuing inventory nominally impacted gross profit for the current quarter and the same period of the prior year.

#### *Selling, General and Administrative Expenses*

Selling, general and administrative expenses were \$8.2 million, or 10.0% of sales, for the three months ended December 29, 2013, as compared to \$7.6 million, or 8.9% of sales, for the same period of the prior year. The increase in expenses was primarily driven by \$0.3 million in incremental costs incurred related to our new headquarters facility, as well as costs from our newly-acquired ACS operations, partially offset by lower selling staff expenses in the Industrial segment.

#### *Operating Income*

Operating income was \$5.4 million for the three months ended December 29, 2013 and \$0.5 million for the same period of the prior year. Operating income for the Industrial segment increased \$4.7 million as a result of the \$7.2 million pension withdrawal charge recorded in the prior year, partially offset by the reduction in gross profit as discussed above. Operating income for the Water Treatment segment increased \$0.2 million, primarily as a result of higher gross profit partially offset by increased selling, general and administrative expenses as discussed above.

#### *Provision for Income Taxes*

Our effective income tax rate was 35.5% for the three months ended December 29, 2013. The income tax expense and resulting tax rate for the three months ended December 30, 2012 was reduced by a \$0.8 million non-recurring tax benefit related to the domestic manufacturing deduction and investment tax credits, resulting in an effective tax rate which was not meaningful for that quarter. The effective tax rate is impacted by projected levels of taxable income, permanent items, and state taxes.

### ***Nine Months Ended December 29, 2013 Compared to the Nine Months Ended December 30, 2012:***

#### *Sales*

Sales increased \$0.3 million to \$263.0 million for the nine months ended December 29, 2013, as compared to \$262.8 million for the same period of the prior year. Sales of bulk chemicals were approximately 24% of sales dollars during the nine months ended December 29, 2013, compared to 23% during the same period of the prior year.

*Industrial Segment.* Industrial segment sales decreased \$0.3 million to \$182.2 million for the nine months ended December 29, 2013, as compared to \$182.5 million for the same period of the prior year. Sales decreased despite an overall increase in volumes sold as the increased volumes were largely from bulk commodity products which generally carry lower per-unit selling prices and margins. In addition, competitive pricing pressures negatively impacted our overall sales growth in this nine month period.

*Water Treatment Segment.* Water Treatment segment sales increased \$0.5 million to \$80.8 million for the nine months ended December 29, 2013, as compared to \$80.3 million for the same period of the prior year. In the current period, we realized sales growth in our newer branches, including ACS, along with increased sales of certain specialty chemical products and equipment. These sales increases more than offset the negative impact of less favorable weather conditions during the majority of the spring and summer, along with reduced sales volume of bulk commodity products.

#### *Gross Profit*

Gross profit increased \$4.7 million to \$47.4 million, or 18.0% of sales, for the nine months ended December 29, 2013, as compared to \$42.6 million, or 16.3% of sales, for the same period of the prior year. Gross profit in the Industrial segment increased \$3.9 million, while gross profit in the Water Treatment segment increased \$0.9 million as discussed below. The prior year's gross profit was adversely impacted by the \$3.2 million charge resulting from the litigation settlement in the first quarter of fiscal 2013 and the \$7.2 million pension withdrawal liability in the third quarter of fiscal 2013, both of which were recorded in our Industrial segment. Together these charges constituted 4.0% of total sales for the nine month period. The LIFO method

of valuing inventory increased gross profit by \$0.2 million for the nine months ended December 29, 2013 while it decreased gross profit by \$0.2 million for the same period of the prior year.

*Industrial Segment.* Gross profit for the Industrial segment increased \$3.9 million to \$23.9 million, or 13.1% of sales, for the nine months ended December 29, 2013, as compared to \$20.0 million, or 11.0% of sales, for the same period of the prior year. The prior year's gross profit was adversely impacted by the \$3.2 million charge resulting from the litigation settlement in the first quarter of fiscal 2013 and the \$7.2 million pension withdrawal liability in the third quarter of fiscal 2013. Together these charges constituted 5.7% of sales for this segment for the nine month period. Gross profit for the current fiscal year was negatively impacted by \$1.5 million in incremental costs to operate our new manufacturing facility as well as \$0.8 million in costs incurred to exit the leased facility used to serve our bulk pharmaceutical customers. Despite higher overall sales volumes, gross profit was also negatively impacted by an unfavorable product mix shift to lower-margin bulk commodity products and competitive pricing pressures. The LIFO method of valuing inventory increased gross profit in this segment by \$0.2 million for the nine months ended December 29, 2013, while it decreased gross profit in this segment by \$0.2 million for the same period of the prior year.

*Water Treatment Segment.* Gross profit for the Water Treatment segment was \$23.5 million, or 29.1% of sales, for the nine months ended December 29, 2013, as compared to \$22.6 million, or 28.2% of sales, for the same period of the prior year. While gross profit was negatively impacted in the first six months of fiscal 2014 by less favorable weather conditions, growth at our newer branches, along with sales increases of certain specialty chemical products and equipment, more than offset the negative impact that weather and the reduced sales of bulk commodity products had on our results. The LIFO method of valuing inventory nominally impacted gross profit for the nine months ended December 29, 2013 and the same period of the prior year.

#### *Selling, General and Administrative Expenses*

Selling, general and administrative expenses were \$25.4 million, or 9.7% of sales, for the nine months ended December 29, 2013, as compared to \$23.3 million, or 8.9% of sales, for the same period of the prior year. The increase in expenses was driven by incremental costs of \$0.8 million incurred related to our new headquarters facility, as well as additional sales and infrastructure support staffing costs in the Water Treatment segment, including costs from our newly-acquired ACS operations.

#### *Operating Income*

Operating income was \$21.9 million for the nine months ended December 29, 2013 and \$19.3 million for the same period of the prior year. Operating income for the Industrial segment increased \$3.0 million primarily as a result of the \$3.2 million litigation settlement and the \$7.2 million pension withdrawal charges recorded in the prior year, partially offset by the reduction in gross profit, as discussed above. Operating income for the Water Treatment segment decreased \$0.4 million primarily as a result of the increased gross profit, offset by higher selling, general and administrative expenses, as discussed above.

#### *Provision for Income Taxes*

Our effective income tax rate was 37.0% for the nine months ended December 29, 2013 and 33.4% for the same period of the prior year. The effective tax rate is impacted by projected levels of taxable income, permanent items, and state taxes. The income tax expense recorded and the resulting tax rate for the nine months ended December 30, 2012 was reduced by a \$0.8 million non-recurring increase in the benefits recorded related to the domestic manufacturing deduction and investment tax credit.

#### *Liquidity and Capital Resources*

Cash provided by operating activities for the nine months ended December 29, 2013 was \$24.9 million compared to \$30.0 million for the same period of the prior year. The decrease in cash provided by operating activities was primarily due to a decrease in net income for the first nine months of fiscal 2014 when compared to the same period of the prior year after adjustment for the non-cash pension withdrawal charge, as well as an increase in cash used to fund working capital, primarily relating to the timing of inventory purchases and the payment of trade payables. Due to the nature of our operations, which includes purchases of large quantities of bulk chemicals, timing of purchases can result in significant changes in working capital investment and the resulting operating cash flow. Typically, our cash requirements increase during the period from April through November as caustic soda inventory levels increase as the majority of barges are received during this period. Additionally, due to the seasonality of the water treatment business, our accounts receivable balance generally increases during the period of April through September.

Cash and investments available-for-sale of \$54.8 million at December 29, 2013 increased by \$4.9 million as compared with the \$49.9 million available as of March 31, 2013, primarily due to cash flows generated from operations, partially offset by capital expenditures and dividends paid.

We expect cash balances and our cash flows from operations will be sufficient to fund our cash requirements in fiscal 2014.

Capital expenditures were \$10.5 million for the nine months ended December 29, 2013, as compared to \$20.1 million in the same period of the prior fiscal year. Included in capital expenditures for the first nine months of fiscal 2014 was \$1.5 million related to our new headquarters facility and \$1.1 million for our new manufacturing facility, compared to capital expenditures of an aggregate \$12.8 million related to these same projects during the first nine months of fiscal 2013. Other capital spending was related to regulatory, safety, and facility improvements and new and replacement trucks for the Water Treatment segment.

***Critical Accounting Policies***

Our significant accounting policies are set forth in Note 1 to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013. The accounting policies used in preparing our interim fiscal 2014 condensed consolidated financial statements are the same as those described in our Annual Report.



## **Forward-Looking Statements**

The information presented in this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. These statements are not historical facts, but rather are based on our current expectations, estimates and projections, and our beliefs and assumptions. We intend words such as "anticipate," "expect," "intend," "plan," "believe," "seek," "estimate," "will" and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict. These factors could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. Additional information concerning potential factors that could affect future financial results is included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013. We caution you not to place undue reliance on these forward-looking statements, which reflect our management's view only as of the date of this Quarterly Report on Form 10-Q. We are not obligated to update these statements or publicly release the result of any revisions to them to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect the occurrence of unanticipated events.

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

At December 29, 2013, our investment portfolio included \$26.9 million of certificates of deposit and municipal bonds classified as fixed income securities and cash and cash equivalents of \$27.9 million. The fixed income securities, like all fixed income instruments, are subject to interest rate risks and will decline in value if market interest rates increase. However, while the value of the investment may fluctuate in any given period, we intend to hold our fixed income investments until recovery. Consequently, we would not expect to recognize an adverse impact on net income or cash flows during the holding period. We adjust the carrying value of our investments if impairment occurs that is other than temporary.

We are subject to the risk inherent in the cyclical nature of commodity chemical prices. However, we do not currently purchase forward contracts or otherwise engage in hedging activities with respect to the purchase of commodity chemicals. We attempt to pass changes in material prices on to our customers, however, there are no assurances that we will be able to pass on cost increases in the future as our pricing must be competitive.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Evaluation of disclosure controls and procedures**

As of the end of the period covered by this Quarterly Report on Form 10-Q, we conducted an evaluation, under supervision and with the participation of management, including the chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Exchange Act. Based upon that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective. Disclosure controls and procedures are defined by Rules 13a-15(e) and 15d-15(e) of the Exchange Act as controls and other procedures that are designed to ensure that information required to be disclosed by us in reports filed with the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or person performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

### **Changes in Internal Control**

There was no change in our internal control over financial reporting during the third quarter of fiscal 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

There are no material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which we or any of our subsidiaries are a party or of which any of our property is the subject.

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

There have been no material changes to our risk factors from those disclosed in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

We did not sell or repurchase any shares of our common stock during the third quarter of fiscal 2014.

## Exhibit Index

| <u>Exhibit</u> | <u>Description</u>  | <u>Method of Filing</u>   |
|----------------|---|---------------------------|
| 3.1            | Amended and Restated Articles of Incorporation. (1)   | Incorporated by Reference |
| 3.2            | Amended and Restated By-Laws. (2)   | Incorporated by Reference |
| 31.1           | Certification by Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act.  | Filed Electronically      |
| 31.2           | Certification by Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act.  | Filed Electronically      |
| 32.1           | Section 1350 Certification by Chief Executive Officer.  | Filed Electronically      |
| 32.2           | Section 1350 Certification by Chief Financial Officer.  | Filed Electronically      |
| 101            | Financial statements from the Quarterly Report on Form 10-Q of Hawkins, Inc. for the period ended December 29, 2013 filed with the SEC on February 3, 2014, formatted in Extensible Business Reporting Language (XBRL); (i) the Condensed Consolidated Balance Sheets at December 29, 2013 and March 31, 2013, (ii) the Condensed Consolidated Statements of Income for the Three and Nine Months Ended December 29, 2013 and December 30, 2012, (iii) the Condensed Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended December 29, 2013 and December 30, 2012, (iv) the Condensed Consolidated Statements of Cash Flows for the Nine Months Ended December 29, 2013 and December 30, 2012, and (v) Notes to Condensed Consolidated Financial Statements. | Filed Electronically      |

(1) Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on July 29, 2010.

(2) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated October 28, 2009 and filed November 3, 2009.



## Exhibit Index

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**CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

**CERTIFICATIONS**

I, Patrick H. Hawkins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hawkins, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 3, 2014

/s/ Patrick H. Hawkins

Patrick H. Hawkins

Chief Executive Officer and President

**CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

**CERTIFICATIONS**

I, Kathleen P. Pepski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hawkins, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 3, 2014

/s/ Kathleen P. Pepski

Kathleen P. Pepski

Vice President, Chief Financial Officer, and Treasurer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hawkins, Inc. (the Company) on Form 10-Q for the period ended December 29, 2013, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Patrick H. Hawkins, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934;

and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Patrick H. Hawkins

Patrick H. Hawkins

Chief Executive Officer and President

February 3, 2014



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hawkins, Inc. (the Company) on Form 10-Q for the period ended December 29, 2013, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Kathleen P. Pepski, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934;

and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kathleen P. Pepski

Kathleen P. Pepski

Vice President, Chief Financial Officer, and Treasurer

February 3, 2014