

IEC ELECTRONICS CORP  
Form 10-Q  
May 11, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended March 27, 2015

or  
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_ to \_\_\_\_

Commission File Number 0-6508

IEC ELECTRONICS CORP.  
(Exact name of registrant as specified in its charter)

Delaware 13-3458955  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

105 Norton Street, Newark, New York 14513  
(Address of Principal Executive Offices) (Zip Code)

315-331-7742  
(Registrant's telephone number, including area code)

Not Applicable  
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):  
Large accelerated filer  Accelerated filer   
Non-accelerated filer  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

Edgar Filing: IEC ELECTRONICS CORP - Form 10-Q

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

Common Stock, \$0.01 par value – 10,180,308 shares as of May 6, 2015

---

TABLE OF CONTENTS

<u>Part I</u>	<u>FINANCIAL INFORMATION</u>	<u>3</u>
<u>Item 1.</u>	<u>Condensed Financial Statements</u>	<u>3</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operation</u>	<u>26</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>34</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>35</u>
<u>Part II</u>	<u>OTHER INFORMATION</u>	<u>36</u>
<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>36</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>36</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>36</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	<u>37</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>37</u>
<u>Item 5.</u>	<u>Other Information</u>	<u>37</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>38</u>
<u>SIGNATURES</u>		<u>38</u>
<u>INDEX TO EXHIBITS</u>		<u>40</u>

## Part I FINANCIAL INFORMATION

## Item 1. Condensed Financial Statements

IEC ELECTRONICS CORP. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 MARCH 27, 2015 and SEPTEMBER 30, 2014  
 (in thousands, except share and per share data)

	March 27, 2015 (unaudited)	September 30, 2014 (restated)
<b>ASSETS</b>		
Current assets:		
Cash	\$792	\$1,980
Accounts receivable, net of allowance	20,790	22,347
Inventories, net	27,237	22,526
Other current assets	4,048	3,597
Total current assets	52,867	50,450
Fixed assets, net	17,538	17,850
Intangible assets, net	2,265	2,392
Goodwill	2,005	2,005
Other long term assets	52	299
Total assets	\$74,727	\$72,996
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$16,940	\$2,908
Accounts payable	17,633	17,732
Accrued payroll and related expenses	2,481	3,203
Other accrued expenses	1,826	1,008
Customer deposits	3,200	1,553
Total current liabilities	42,080	26,404
Long-term debt	19,595	28,479
Other long-term liabilities	625	708
Total liabilities	62,300	55,591
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.01 par value:		
500,000 shares authorized; none issued or outstanding	—	—
Common stock, \$0.01 par value:		
Authorized: 50,000,000 shares		
Issued: 11,235,303 and 11,146,571 shares, respectively		
Outstanding: 10,199,431 and 10,126,767 shares, respectively	112	111
Additional paid-in capital	45,729	44,302
Retained earnings/(accumulated deficit)	(31,885	) (25,554

Edgar Filing: IEC ELECTRONICS CORP - Form 10-Q

Treasury stock, at cost: 1,035,872 and 1,019,804 shares, respectively	(1,529	) (1,454	)
Total stockholders' equity	12,427	17,405	
Total liabilities and stockholders' equity	\$74,727	\$72,996	

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

3

---

IEC ELECTRONICS CORP. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED INCOME STATEMENTS  
 SIX MONTHS ENDED MARCH 27, 2015 and MARCH 28, 2014  
 (unaudited; in thousands, except share and per share data)

	Three Months Ended		Six Months Ended	
	March 27, 2015	March 28, 2014 (restated)	March 27, 2015	March 28, 2014 (restated)
Net sales	\$32,889	\$34,805	\$63,832	\$66,942
Cost of sales	30,325	30,161	58,015	58,920
Gross profit	2,564	4,644	5,817	8,022
Selling and administrative expenses	6,705	3,952	10,308	7,744
Restatement and related expenses	730	1,258	640	2,414
Operating profit/(loss)	(4,871)	(566)	(5,131)	(2,136)
Interest and financing expense	665	492	1,200	852
Other expense/(income)	—	(1)	—	18
Income/(loss) before income taxes	(5,536)	(1,057)	(6,331)	(3,006)
Provision for/(benefit from) income taxes	—	13,657	—	13,040
Net income/(loss)	\$(5,536)	\$(14,714)	\$(6,331)	\$(16,046)
Net income/(loss) per common and common equivalent share:				
Basic	\$(0.55)	\$(1.50)	\$(0.63)	\$(1.64)
Diluted	(0.55)	(1.50)	(0.63)	(1.64)
Weighted average number of common and common equivalent shares outstanding:				
Basic	10,075,719	9,829,964	9,972,692	9,805,841
Diluted	10,075,719	9,829,964	9,972,692	9,805,841

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

IEC ELECTRONICS CORP. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS of CHANGES in STOCKHOLDERS' EQUITY  
 SIX MONTHS ENDED MARCH 27, 2015 and MARCH 28, 2014  
 (unaudited; in thousands)

	Common Stock, par \$0.01	Additional Paid-In Capital	Retained Earnings/ (Accumulated Deficit) (restated)	Treasury Stock, at cost	Total Stockholders' Equity
Balances, September 30, 2013	\$ 110	\$43,802	\$ (10,483 )	\$ (1,435 )	\$ 31,994
Net loss	—	—	(16,046 )	—	(16,046 )
Stock-based compensation	—	287	—	—	287
Restricted (non-vested) stock grants, net of forfeitures	1	(1 )	—	—	—
Exercise of stock options	1	21	—	(5 )	17
Shares withheld for payment of taxes upon vesting of restricted stock	—	(77 )	—	—	(77 )
Balances, March 28, 2014, restated	\$ 112	\$44,032	\$ (26,529 )	\$ (1,440 )	\$ 16,175
	Common Stock, par \$0.01	Additional Paid-In Capital	Retained Earnings/ (Accumulated Deficit)	Treasury Stock, at cost	Total Stockholders' Equity
Balances, September 30, 2014, restated	\$ 111	\$44,302	\$ (25,554 )	\$ (1,454 )	\$ 17,405
Net loss	—	—	(6,331 )	—	(6,331 )
Stock-based compensation	—	1,954	—	—	1,954
Restricted (non-vested) stock grants, net of forfeitures	2	(2 )	—	—	—
Exercise of stock options	—	78	—	(75 )	3
Shares withheld for payment of taxes upon vesting of restricted stock	(1 )	(603 )	—	—	(604 )
Balances, March 27, 2015	\$ 112	\$45,729	\$ (31,885 )	\$ (1,529 )	\$ 12,427

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

IEC ELECTRONICS CORP. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS of CASH FLOWS  
 SIX MONTHS ENDED MARCH 27, 2015 and MARCH 28, 2014  
 (unaudited; in thousands)

	Six Months Ended	
	March 27, 2015	March 28, 2014 (restated)
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income/(loss)	\$(6,331	) \$(16,046
Non-cash adjustments:		
Stock-based compensation	1,954	287
Depreciation and amortization	2,372	2,419
Reserve for doubtful accounts	(172	) 433
Deferred tax expense/benefit	—	13,034
Changes in assets and liabilities:		
Accounts receivable	1,729	2,429
Inventory	(4,711	) 2,159
Other current assets	(1,149	) (514
Other long term assets	242	(18
Accounts payable	(121	) (2,009
Accrued expenses	96	242
Customer deposits	1,647	251
Other long term liabilities	(83	) (9
Net cash flows from operating activities	(4,527	) 2,658
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of fixed assets	(1,906	) (3,099
Grant proceeds from outside parties	698	—
Proceeds from (net cost of) disposal of fixed assets	—	323
Net cash flows from investing activities	(1,208	) (2,776
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Advances from revolving line of credit	36,738	29,115
Repayments of revolving line of credit	(30,137	) (30,650
Borrowings under other loan agreements	—	1,300
Repayments under other loan agreements	(1,453	) (1,432
Debt issuance costs	—	(2
Proceeds from exercise of stock options	3	17
Shares withheld for payment of taxes upon vesting of restricted stock	(604	) (77
Net cash flows from financing activities	4,547	(1,729
Net increase/(decrease) in cash and cash equivalents	(1,188	) (1,847
Cash and cash equivalents, beginning of period	1,980	2,499
Cash and cash equivalents, end of period	\$792	\$652
<b>Supplemental cash flow information:</b>		
Interest paid	\$769	\$790
Income taxes paid	—	12



Non-cash transactions

Fixed assets purchased with extended payment terms	22	805
--	----	-----

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

6

---

IEC ELECTRONICS CORP. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—OUR BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Our Business

IEC Electronics Corp. ("IEC", "we", "our", "us", "Company") is a provider of electronic contract manufacturing services ("EMS") to companies in various industries that require advanced technology. We specialize in the custom manufacture of high reliability, complex circuit boards and system-level assemblies; a wide array of cable and wire harness assemblies capable of withstanding extreme environments; and precision metal components.

Generally Accepted Accounting Principles

IEC's financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), as set forth in the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC").

Fiscal Calendar

The Company's fiscal year ends on September 30th, and the first three quarters end generally on the Friday closest to the last day of the calendar quarter.

Consolidation

The consolidated financial statements include the accounts of IEC and its wholly owned subsidiaries: IEC Electronics Wire and Cable, Inc. ("Wire and Cable"); IEC Electronics Corp-Albuquerque ("Albuquerque"); Dynamic Research and Testing Laboratories, LLC ("DRTL"); and Southern California Braiding, Inc. ("SCB"). The Celmet unit ("Celmet") operates as a division of IEC. All significant intercompany transactions and accounts are eliminated in consolidation.

Unaudited Financial Statements

The accompanying unaudited financial statements for the six months ended March 27, 2015 and March 28, 2014 have been prepared in accordance with GAAP for interim financial information. In the opinion of management, all adjustments required for a fair presentation of the information have been made. The accompanying financial statements should be read in conjunction with the financial statements and notes included in the Company's Annual Report on Form 10-K/A for the fiscal year ended September 30, 2014.

Cash and Cash Equivalents

The Company's cash and cash equivalents principally represent deposit accounts with Manufacturers and Traders Trust Company ("M&T Bank" and "M&T"), a banking corporation headquartered in Buffalo, NY.

Allowance for Doubtful Accounts

The Company establishes an allowance for doubtful accounts receivable based on the age of outstanding invoices and management's evaluation of collectability. Accounts are written off after all reasonable collection efforts have been exhausted and management concludes that likelihood of collection is remote.

### Inventory Valuation

Inventories are stated at the lower of cost or market value under the first-in, first-out method. The Company regularly assesses slow-moving, excess and obsolete inventory and maintains balance sheet reserves in amounts required to reduce the recorded value of inventory to lower of cost or market.

### Property, Plant and Equipment

Property, plant and equipment (“PP&E”) are stated at cost and are depreciated over various estimated useful lives using the straight-line method. Maintenance and repairs are charged to expense as incurred, while renewals and improvements are capitalized. At the time of retirement or other disposition of PP&E, cost and accumulated depreciation are removed from the accounts and any gain or loss is recorded in earnings.

Depreciable lives generally used for PP&E are presented in the table below. Leasehold improvements are amortized over the shorter of the lease term or estimated useful life of the improvement.

PP&E Lives	Estimated Useful Lives (years)
Land improvements	10
Buildings and improvements	5 to 40
Machinery and equipment	3 to 5
Furniture and fixtures	3 to 7

#### Intangible Assets

Intangible assets (other than goodwill) are those that lack physical substance and are not financial assets. Such assets held by IEC were acquired in connection with business combinations and represent economic benefits associated with acquired customer relationships, a non-compete agreement, and a property tax abatement. Values assigned to individual intangible assets are amortized using the straight-line method over their estimated useful lives.

#### Reviewing Long-Lived Assets for Potential Impairment

The Company tests long-lived assets (PP&E and definitive lived assets) for recoverability whenever events or circumstances indicate that the carrying amount of the asset may not be recoverable. If the carrying value of an asset exceeds the undiscounted future cash flows attributable to an asset, it is considered impaired and the excess of carrying value over fair value must be charged to earnings. No impairment charges were recorded by IEC for property, plant and equipment and definitive lived assets during the first six months of fiscal 2015 or fiscal 2014.

#### Goodwill

Goodwill represents the excess of cost over fair value of net assets acquired in a business combination. Most of IEC's recorded goodwill relates to SCB acquired in December 2010, and a lesser portion relates to Celmet, which was acquired in July 2010.

Goodwill is not amortized but is reviewed for impairment at least annually or when events or circumstances indicate that carrying value may exceed fair value. The Company performs its annual impairment test for SCB goodwill during the third quarter. The Company may elect to precede a quantitative review for impairment with a qualitative assessment of the likelihood that fair value of a particular reporting unit exceeds carrying value. If the qualitative assessment leads to a conclusion that it is more than 50 percent likely that fair value of the reporting units exceeds its carrying value, then no further testing is required. In the event of a less favorable outcome, the Company is required to proceed with quantitative testing.

The quantitative process entails comparing the overall fair value of the unit to which goodwill relates to its carrying value. If the fair value of the unit exceeds its carrying value, no further assessment of potential impairment is required. If the fair value of the unit is less than its carrying value, a valuation of the unit's individual assets and liabilities is required to determine whether or not goodwill is impaired. Goodwill impairment losses are charged to earnings.

#### Legal Contingencies

When legal proceedings are brought or claims are made against us and the outcome is uncertain, ASC 450-10 (Contingencies) requires that we determine whether it is probable that an asset has been impaired or a liability has been incurred. If such impairment or liability is probable and the amount of loss can be reasonably estimated, the loss must be charged to earnings.

When it is considered probable that a loss has been incurred, but the amount of loss cannot be estimated, disclosure but not accrual of the probable loss is required. Disclosure of a loss contingency is also required when it is reasonably possible, but not probable, that a loss has been incurred.

#### Customer Deposits

Customer deposits represent amounts invoiced to customers for which the revenue has not yet been earned and therefore represent a commitment for the Company to deliver goods or services in the future. Deposits are generally short term in nature and are recognized as revenue when earned.

### Grants from Outside Parties

Grants from outside parties are recorded as other long-term liabilities and are amortized over the same period during which the associated fixed assets are depreciated.

### Derivative Financial Instruments

The Company actively monitors its exposure to interest rate risk and from time to time uses derivative financial instruments to manage the impact of this risk. The Company uses derivatives only for purposes of managing risk associated with underlying exposures. The Company does not trade or use instruments with the objective of earning financial gains on the interest rate, nor does the Company use derivative instruments where it does not have underlying exposures. The Company manages its hedging position and monitors the credit ratings of counterparties and does not anticipate losses due to counterparty nonperformance. Management believes its use of derivative instruments to manage risk is in the Company's best interest. However, the Company's use of derivative financial instruments may result in short-term gains or losses and increased earnings volatility. The Company's instruments are recorded in the consolidated balance sheets at fair value in other assets or other long-term liabilities.

### Fair Value Measurements

Under ASC 825 (Financial Instruments), the Company is required to disclose the fair value of financial instruments for which it is practicable to estimate value. The Company's financial instruments consist of cash, accounts receivable, accounts payable, accrued liabilities, borrowings and an interest rate swap agreement. IEC believes that recorded value approximates fair value for all cash, accounts receivable, accounts payable and accrued liabilities.

ASC 820 (Fair Value Measurements and Disclosures) defines fair value, establishes a framework for measurement, and prescribes related disclosures. ASC 820 defines fair value as the price that would be received upon sale of an asset or would be paid to transfer a liability in an orderly transaction. Inputs used to measure fair value are categorized under the following hierarchy:

Level 1: Quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations in which all significant inputs are observable market data.

Level 3: Model-derived valuations in which one or more significant inputs are unobservable.

The Company deems a transfer between levels of the fair value hierarchy to have occurred at the beginning of the reporting period. There were no such transfers during the first six months of fiscal 2015 or fiscal 2014.

### Revenue Recognition

The Company's revenue is principally derived from the sale of electronic products built to customer specifications, but also from other value-added support services and repair work. Revenue from product sales is recognized when (i) goods are shipped or title and risk of ownership have passed, (ii) the price to the buyer is fixed or determinable, and (iii) realization is reasonably assured. Service revenue is generally recognized once the service has been rendered. For material management arrangements, revenue is generally recognized as services are rendered. Under such arrangements, some or all of the following services may be provided: design, bid, procurement, testing, storage or

other activities relating to materials the customer expects to incorporate into products that it manufactures. Value-added support services revenue, including material management and repair work revenue, amounted to less than 5% of total revenue in the first six months of fiscal 2015 or fiscal 2014.

Provisions for discounts, allowances, rebates, estimated returns and other adjustments are recorded in the period the related sales are recognized.

#### Stock-Based Compensation

ASC 718 (Stock Compensation) requires that compensation expense be recognized for equity awards based on fair value as of the date of grant. For stock options, the Company uses the Black-Scholes pricing model to estimate grant date fair value. Costs associated with stock awards are recorded over requisite service periods, generally the vesting period. If vesting is contingent

on the achievement of performance objectives, fair value is accrued over the period the objectives are expected to be achieved only if it is considered probable that the objectives will be achieved.

The Company also has an employee stock purchase plan ("ESPP") that provides for a discounted stock purchase price. Compensation expense related to the discount is recognized as employees contribute to the plan. On May 21, 2013, the Compensation Committee of the Company's Board of Directors suspended operation of the ESPP indefinitely in connection with the Prior Restatement further discussed below (including unavailability of the registration statement covering shares offered under the plan due to the failure of the Company to be current in its filings with the SEC until the Company filed its Form 10-K on December 24, 2013). Operation of the ESPP was resumed effective October 1, 2014. On February 13, 2015, the Compensation Committee of the Company's Board of Directors suspended operation of the ESPP indefinitely in connection with the 2014 Restatements described in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve (including unavailability of the registration statement covering shares offered under the plan due to the failure of the Company to be current in its filings with the SEC).

#### Restatement and Related Expenses

The Company restated its consolidated financial statements for the fiscal year ended September 30, 2012, and the interim fiscal quarters and year to date periods within the year ended September 30, 2012, included in the Company's Annual Report on Form 10-K/A and the fiscal quarter ended December 28, 2012, as reported in the Company's Quarterly Report on Form 10-Q/A for that fiscal quarter (the "Prior Restatement"). The Company also restated its consolidated financial statements for the fiscal year ended September 30, 2014 and its interim financial statements for each quarterly period within the year ended September 30, 2014, included in the Company's Annual Report on Form 10-K/A to correct an error in the valuation allowance on deferred income tax assets as well as an error in the estimate of excess and obsolete inventory reserves (the "2014 Restatements"). The Prior Restatement and the 2014 Restatements together are referred to as the "Restatements".

Restatement and related expenses represents third-party expenses arising from the Restatements. These expenses include legal and accounting fees incurred by the Company from external counsel and independent accountants directly attributable to the Restatements as well as other matters arising from the Prior Restatement including those more fully described in Note 17—Litigation. The Company receives insurance reimbursement for certain expenses related to the Prior Restatement which may result in a benefit in a given period.

#### Income Taxes and Deferred Taxes

ASC 740 (Income Taxes) requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns, but not in both. Deferred tax assets are also established for tax benefits associated with tax loss and tax credit carryforwards. Such deferred balances reflect tax rates that are scheduled to be in effect, based on currently enacted legislation, in the years the book/tax differences reverse and tax loss and tax credit carryforwards are expected to be realized. An allowance is established for any deferred tax asset for which realization is not likely.

ASC 740 also prescribes the manner in which a company measures, recognizes, presents, and discloses in its financial statements uncertain tax positions that the Company has taken or expects to take on a tax return. The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the position will be sustained following examination by taxing authorities, based on technical merits of the position. The Company believes that it has no material uncertain tax positions.



Any interest or penalties incurred are reported as interest expense. The Company's income tax filings are subject to audit by various tax jurisdictions and current open years are fiscal 2010 through fiscal 2013. The federal income tax audit for fiscal 2011 concluded in fiscal 2013 and did not have a material impact on the financial statements.

## Earnings Per Share

Basic earnings per common share are calculated by dividing income available to common stockholders by the weighted average number of shares outstanding during each period. Diluted earnings per common share add to the denominator incremental shares resulting from the assumed exercise of all potentially dilutive stock options, as well as restricted (non-vested) stock, and anticipated issuance through the employee stock purchase plan. Options and restricted stock are primarily held by directors, officers and certain employees. A summary of shares used in earnings per share ("EPS") calculations follows.

Shares for EPS Calculation	Three Months Ended		Six Months Ended	
	March 27, 2015	March 28, 2014	March 27, 2015	March 28, 2014
Weighted average shares outstanding	10,075,719	9,829,964	9,972,692	9,805,841
Incremental shares	—	—	—	—
Diluted shares	10,075,719	9,829,964	9,972,692	9,805,841
Anti-dilutive shares excluded	658,905	564,475	658,905	564,475

As a result of the net loss for the three and six months ended March 27, 2015 and March 28, 2014, the Company calculated diluted earnings per share using weighted average basic shares outstanding, as using diluted shares would be anti-dilutive to loss per share.

## Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent assets and liabilities. Actual results may differ from management's estimates.

## Statements of Cash Flows

The Company presents operating cash flows using the indirect method of reporting under which non-cash income and expense items are removed from net income.

## Recently Issued Accounting Standards

FASB ASU 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (a consensus of the FASB Emerging Issues Task Force)," was issued July 2013 and is effective for fiscal years beginning after December 15, 2013. ASU 2013-11 provides guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This ASU applies to all entities with unrecognized tax benefits that also have tax loss or tax credit carryforwards in the same tax jurisdiction as of the reporting date. The Company adopted this ASU in the first quarter of fiscal 2015 and there was no impact upon adoption.

FASB ASU 2014-09, "Revenue from Contracts with Customers," was issued May 2014 and updates the principles for recognizing revenue. The ASU will supersede most of the existing revenue recognition requirements in U.S. GAAP and will require entities to recognize revenue at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring goods or services to a customer. This ASU also amends the

required disclosures of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The guidance is effective for annual periods beginning after December 15, 2016, including interim periods within that period. Early adoption is not permitted under U.S. GAAP. The Company is determining its implementation approach and evaluating the potential impacts of the new standard on its existing revenue recognition policies and procedures.

FASB ASU 2014-12, "Compensation - Stock Compensation (Topic 718), Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period," was issued June 2014. This guidance was issued to resolve diversity in accounting for performance targets. A performance target in a share-based payment that affects vesting and that could be achieved after the requisite service period should be accounted for as a performance condition and should not be reflected in the award's grant date fair value. Compensation cost should be recognized over the required service period, if it is probable that the performance condition will be achieved. The guidance is

effective for annual periods beginning after December 15, 2015 and interim periods within those annual periods. The Company does not anticipate a significant impact upon adoption.

FASB ASU 2014-15, "Presentation of Financial Statements-Going Concern (Subtopic 205-40) Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern," which was issued September 2014. This provides guidance on determining when and how to disclose going-concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity's ability to continue as a going concern. The ASU applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company does not anticipate a significant impact upon adoption.

FASB ASU 2015-03, "Interest - Imputation of Interest (Subtopic 835-30) Simplifying the Presentation of Debt Issuance Costs" was issued in April 2015. These amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The ASU applies to all entities and is effective for public business entities for annual periods ending after December 15, 2015, and interim periods thereafter, with early adoption permitted. The guidance should be applied on a retrospective basis. The Company does not anticipate a significant impact upon adoption.

**NOTE 2—RESTATEMENT OF DEFERRED TAX ASSET VALUATION ALLOWANCE AND EXCESS AND OBSOLETE INVENTORY RESERVE**

The Consolidated Balance Sheet at September 30, 2014 and Consolidated Statements of Income, Changes in Stockholders' Equity and Cash Flows for the year then ended and the fiscal quarters ended December 27, 2013, March 28, 2014 and June 27, 2014 have been restated.

The summary impacts of the restatement adjustments on the Company's previously reported consolidated net loss for the three and six months ended March 28, 2014 follows:

	Three Months Ended March 28, 2014		Six Months Ended March 28, 2014	
(in thousands)				
Net income/(loss) - Previously reported	\$(569	)	\$(1,669	)
Deferred tax asset valuation allowance adjustment	(14,019	)	(14,019	)
Excess and obsolete inventory reserve adjustment	(126	)	(358	)
Net income/(loss) - Restated	\$(14,714	)	\$(16,046	)

The impacts of the restatement adjustments on the Company's previously reported consolidated income statement for the three and six months ended March 28, 2014 follows:

	Three Months Ended March 28, 2014			Six Months Ended March 28, 2014		
	As Reported	Adjustment	Restated	As Reported	Adjustment	Restated
(in thousands, except per share data)						
Cost of sales	\$ 30,035	\$ 126	\$ 30,161	\$ 58,562	\$ 358	\$ 58,920
Gross profit	4,770	(126 )	4,644	8,380	(358 )	8,022
Operating profit /(loss)	(440 )	(126 )	(566 )	(1,778 )	(358 )	(2,136 )
Income/(loss) before income taxes	(931 )	(126 )	(1,057 )	(2,648 )	(358 )	(3,006 )

Edgar Filing: IEC ELECTRONICS CORP - Form 10-Q

Provision for /(benefit from) income taxes	(362	)	14,019	13,657	(979	)	14,019	13,040				
Net income /(loss)	(569	)	(14,145	)	(14,714	)	(1,669	)	(16,046	)		
Net income /(loss) per share	\$(0.06	)	\$(1.44	)	\$(1.50	)	\$(0.17	)	\$(1.47	)	\$(1.64	)

12

---

While closing the first quarter of fiscal 2015, the Company revisited its assessment of realizability of deferred tax assets and identified an error in interpretation of the guidance for the valuation allowance on deferred tax assets.

The Company performed a realizability assessment for the fourth quarter of fiscal 2014 and came to the conclusion that there was no additional valuation allowance required on federal deferred tax assets; however, due to a change in New York State tax laws which reduces the State tax rate for qualified manufacturers to 0% for IEC's fiscal year ended September 30, 2015, the valuation allowance was increased by \$1.1 million to fully reserve for New York State deferred tax assets.

This conclusion regarding federal deferred tax assets at the time of the fourth quarter of fiscal 2014 assessment was based on the Company's evaluation of the negative and positive evidence available at that time. The Company's cumulative loss in recent years was considered; however, the Company determined that the goodwill and intangibles impairment charge taken in the fourth quarter of fiscal 2013 should be excluded when weighing the evidence. Positive evidence included taxable income each year beginning in 2004 through 2013, forecasted results and backlog. At the time of our Original 2014 Form 10-K filing, there was forecasted pre-tax income for fiscal 2015 and earnings growth was forecasted in subsequent years. The Company's Federal net operating losses ("NOLs") do not begin to expire until 2022. As aggregate future taxable income was expected to exceed Federal NOLs, it was concluded that realizability of these was more likely than not. In addition, future taxable income was expected to exceed the amount of Federal NOLs and deferred tax assets expected to reverse in future years combined. As such, there was no additional valuation allowance recorded for federal deferred tax assets.

During the process of closing the first quarter of fiscal 2015, the Company revisited its determination regarding the valuation of its deferred tax assets. After consulting applicable accounting guidance and interpretations thereof, the Company determined that the impairment charge should not have been excluded from the cumulative loss calculation. Once a cumulative three year loss is identified, it is very difficult to overcome this negative evidence. IEC does not believe there is enough positive evidence to outweigh the cumulative three year loss. Based on this interpretation, the Company is now recording a full valuation allowance beginning in the second quarter of fiscal 2014, which is when the Company first accumulated a three year loss. As such, an error in the valuation allowance on deferred income tax assets has been identified resulting in an understatement of tax expense and overstatement of deferred tax assets. The Company determined this error was material and required restatement of its consolidated financial statements for fiscal 2014 as well as the second, third and fourth quarters of fiscal 2014.

The Company also performed additional analysis related to its excess and obsolete inventory reserves. This analysis identified an error in the Albuquerque and SCB operating locations. The Company discovered that not all pertinent information was factored into the excess and obsolete inventory reserve estimates during fiscal 2014.

During fiscal 2014, given the time that has passed since SCB was acquired in December 2010, the Company should have factored in the age of SCB's inventory and its demand when estimating its excess and obsolete inventory reserve. Instead, the Company employed an approach that factored in the usage of the inventory since the SCB acquisition date and estimated a general reserve for remaining inventory. The restated excess and obsolete inventory reserve for SCB is based on an analysis that appropriately incorporates the age of SCB's inventory and its demand and involves the review of specific inventory items with a large extended value. This additional analysis was performed consistently for all items, regardless of whether they were purchased before or after the date the Company acquired SCB.

The Albuquerque excess and obsolete inventory reserve as originally reported did not take into consideration facts and circumstances related to certain customer programs. The Company's methodology was applied consistently, however, the rigor around the analysis of excess inventory did not take into account certain customer information that was available at the time. As a result, the Company concluded the inventory on hand for these customer programs was not adequately reserved for.

## NOTE 3—ALLOWANCE FOR DOUBTFUL ACCOUNTS

A summary follows of activity in the allowance for doubtful accounts during the six months ended March 27, 2015 and March 28, 2014.

Allowance for Doubtful Accounts (in thousands)	Six Months Ended		
	March 27, 2015	March 28, 2014	
Allowance, beginning of period	\$525	\$452	
Provision for doubtful accounts	(114	) 470	
Write-offs	(58	) (37	)
Allowance, end of period	\$353	\$885	

## NOTE 4—INVENTORIES

A summary of inventory by category at period end follows:

Inventories	March 27, 2015	September 30, 2014
(in thousands)		(restated)
Raw materials	\$19,040	\$16,769
Work-in-process	9,253	7,906
Finished goods	2,535	757
Total inventories	30,828	25,432
Reserve for excess/obsolete inventory	(3,591	) (2,906
Inventories, net	\$27,237	\$22,526

The Company has restated its excess and obsolete inventory reserve for the fiscal year ended September 30, 2014 and interim quarterly periods during the fiscal year then ended. The restatement is further discussed in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve.

## NOTE 5—FIXED ASSETS

A summary of fixed assets and accumulated depreciation at period end follows:

Fixed Assets	March 27, 2015	September 30, 2014
(in thousands)		
Land and improvements	\$1,601	\$1,601
Buildings and improvements	13,558	13,452
Leasehold improvements	1,487	1,458
Machinery and equipment	27,988	26,996
Furniture and fixtures	7,407	7,207
Construction in progress	982	381
Total fixed assets, at cost	53,023	51,095
Accumulated depreciation	(35,485	) (33,245
Fixed assets, net	\$17,538	\$17,850

Depreciation expense during the three and six months ended March 27, 2015 and March 28, 2014 follows:

	Three Months Ended		Six Months Ended	
	March 27, 2015	March 28, 2014	March 27, 2015	March 28, 2014
(in thousands)				
Depreciation expense	\$1,066	\$1,157	\$2,239	\$2,265

## NOTE 6—INTANGIBLE ASSETS

IEC's intangible assets (other than goodwill) were acquired in connection with purchases of SCB in the first quarter of fiscal 2011 and Albuquerque in fiscal 2010.

Among SCB's key attributes as an acquisition candidate were the relationships established with a number of military and defense contractors. The anticipated profitability of those relationships was considered by IEC in arriving at an amount to offer for the firm and also became the basis for allocating a portion of the purchase price to a related



customer relationship intangible asset. Based upon several key assumptions and a detailed analysis of value, \$5.9 million was allocated to this intangible asset. The asset is being amortized over its 15-year estimated useful life, using the straight-line method.

The Company recorded an impairment of the customer relationship intangible asset of \$2.4 million in the fourth quarter of fiscal 2013. There has been no further impairment of SCB customer relationships during the first six months of fiscal 2015 or fiscal 2014.

In connection with the SCB acquisition, IEC also allocated \$100 thousand to an intangible asset representing the estimated value of a five-year, non-compete agreement entered into with SCB's selling shareholders. This intangible asset is being amortized evenly over its contractual life, and no impairment has been taken for this asset since the SCB acquisition.

As for Albuquerque, its building and land were acquired subject to an Industrial Revenue Bond ("IRB") that exempts the property from real estate taxes for the term of the IRB. The tax abatement was valued at \$360 thousand at date of acquisition, and such value is being amortized over the 9.2 year exemption period that remained as of the acquisition date. No impairment has been taken for this asset since the Albuquerque acquisition.

A summary of intangible assets by category and accumulated amortization at period end follows:

Intangible Assets (in thousands)	March 27, 2015	September 30, 2014
Customer relationships - SCB	\$5,900	\$5,900
Property tax abatement - Albuquerque	360	360
Non-compete agreement - SCB	100	100
Total intangibles	6,360	6,360
Accumulated amortization	(1,683	) (1,556 )
Accumulated impairment - customer relationships	(2,412	) (2,412 )
Intangible assets, net	\$2,265	\$2,392

Amortization expense during the three and six months ended March 27, 2015 and March 28, 2014 follows:

Amortization Expense (in thousands)	Three Months Ended		Six Months Ended	
	March 27, 2015	March 28, 2014	March 27, 2015	March 28, 2014
Intangible amortization expense	\$64	\$64	\$127	\$127

A summary of amortization expense for the next five years follows:

Future Amortization (in thousands)	Estimated future amortization
Twelve months ended March, 2016	\$248
2017	234
2018	234
2019	233
2020	195
2021 and thereafter	1,121

#### NOTE 7—GOODWILL

Goodwill balances resulting from the acquisitions of SCB in the first quarter of fiscal 2011 and Celmet in fiscal 2010 were \$13.7 million and \$0.1 million, respectively, prior to the impairment described below.

Since its acquisition, SCB has operated as a reporting unit of the Company, primarily in the aerospace & defense (previously disclosed as military & aerospace) market sector. As previously disclosed, due to changing circumstances, the Company determined it was necessary to perform a quantitative assessment which resulted in a goodwill impairment charge of \$11.8 million recorded in the fourth quarter of fiscal 2013.

There has been no further impairment of SCB goodwill during the first six months of fiscal 2015 or fiscal 2014.

As for the goodwill from the Celmet acquisition, there has been no impairment since acquisition date.

A summary of the total goodwill and accumulated impairment at period end follows:

	March 27, 2015	September 30, 2014
Goodwill		
(in thousands)		
Goodwill	\$13,810	\$13,810
Accumulated impairment	(11,805	) (11,805
Goodwill, net	\$2,005	\$2,005

#### NOTE 8—CREDIT FACILITIES

A summary of borrowings at period end follows:

Debt (in thousands)	Fixed/ Variable Rate	Maturity Date	March 27, 2015		September 30, 2014		
			Balance	Interest Rate (1)	Balance	Interest Rate (1)	
M&T credit facilities:							
Revolving Credit Facility	v	1/18/2016	\$ 14,032	4.44	% \$7,431	4.44	%
Term Loan A	f	2/1/2022	7,593	3.98	8,148	3.98	
Term Loan B	v	2/1/2023	11,083	3.42	11,783	3.41	
Albuquerque Mortgage Loan	v	2/1/2018	2,600	4.69	2,733	4.69	
Celmet Building Term Loan	f	11/7/2018	1,127	4.72	1,192	4.72	
Other credit facilities:							
Albuquerque Industrial Revenue Bond	f	3/1/2019	100	5.63	100	5.63	
Total debt			36,535		31,387		
Less: current portion			(16,940	)	(2,908	)	
Long-term debt			\$19,595		\$28,479		

(1) Rates noted are before impact of interest rate swap.

#### M&T Bank Credit Facilities

On January 18, 2013, the Company and M&T Bank entered into the Fourth Amended and Restated Credit Facility Agreement (“2013 Credit Agreement”), replacing a prior agreement dated December 17, 2010 (“2010 Credit Agreement”). Many of the terms, conditions and covenants remained unchanged from the 2010 Credit Agreement. For the variable rate debt, the applicable margin is the interest rate added to Libor and is based on the Debt to EBITDARS Ratio. Borrowings under the 2013 Credit Agreement are secured by, among other things, the assets of IEC and its subsidiaries.

Individual debt facilities provided under the 2013 Credit Agreement are described below:

a) Revolving Credit Facility (“Revolver”): Up to \$20 million is available through January 18, 2016. The Company may borrow up to the lesser of (i) 85% of eligible receivables plus 35% of eligible inventories or (ii) \$20 million. At IEC's election, another 35% of eligible inventories may be included in the borrowing base for limited periods of time during which a higher rate of interest is charged on the Revolver. Borrowings based on inventory balances are further limited to a cap of \$3.75 million, or when subject to the higher percentage limit, \$4.75 million. At

March 27, 2015, the upper limit on Revolver borrowings was \$20.0 million. Average available balances amounted to \$11.2 million and \$10.1 million during the six months ended March 27, 2015 and March 28, 2014, respectively. The Company incurs quarterly unused commitment fees ranging from 0.125% to 0.500% of the excess of \$20.0 million over average borrowings under the Revolver. Fees incurred amounted to \$30.6 thousand and \$25.4 thousand during the six months ended March 27, 2015 and March 28, 2014, respectively. The fee percentage varies based on IEC's ratio of debt to EBITDARS.

b) Term Loan A: \$10.0 million was borrowed on January 18, 2013. Principal is being repaid in 108 monthly installments of \$93 thousand.

c) Term Loan B: \$14.0 million was borrowed on January 18, 2013. Principal is being repaid in 120 monthly installments of \$117 thousand.

d) Albuquerque Mortgage Loan: \$4.0 million was borrowed on December 16, 2009. The loan is secured by real property in Albuquerque, NM, and principal is being repaid in monthly installments of \$22 thousand plus a balloon payment due at maturity.

The 2013 Credit Agreement permits an aggregate maximum of \$3.5 million of dividends and stock repurchases prior to February 1, 2023 absent default at the time of the applicable payment.

On November 8, 2013, the Company obtained an amendment to the 2013 Credit Agreement (the “Celmet Building Amendment”) for the Celmet Building Term Loan for \$1.3 million. The proceeds were used to reimburse the Company’s cost of purchasing the Rochester, New York facility.

The 2013 Credit Agreement also contains various affirmative and negative covenants including financial covenants. The Company is required to maintain (i) a minimum level of quarterly EBITDARS (“Quarterly EBITDARS”), (ii) a ratio of total debt to twelve month EBITDARS (“Debt to EBITDARS Ratio”) that is below a specified limit, and (iii) a minimum fixed charge coverage ratio (“Fixed Charge Coverage Ratio”) as described in the tables below.

On May 15, 2013 we obtained an amendment to the 2013 Credit Agreement (the “First 2013 Amendment”) which modified the Debt to EBITDARS Ratio and Fixed Charge Coverage Ratio covenants, and on August 6, 2013 we obtained a further amendment to the 2013 Credit Agreement (the “Second 2013 Amendment,” and together with the First 2013 Amendment, the “2013 Amendments”) which modified the Debt to EBITDARS Ratio, as shown in the table below. On December 13, 2013 and February 4, 2014 we obtained further amendments to the 2013 Credit Agreement (the “First 2014 Amendment” and “Second 2014 Amendment”, respectively, and together the “2014 Amendments”) which modified the ratios. Covenant Ratios in effect at March 27, 2015 are as follows:

Debt to EBITDARS Ratio: (a)

2013 Credit Agreement, after Second 2014 Amendment:

12/26/2014 through and including 3/26/2015	< 4.50 to 1.00
3/27/2015 through and including 6/25/2015	<3.50 to 1.00
6/26/2015 through and including 9/29/2015	<3.25 to 1.00
09/30/2015 and thereafter	< 2.75 to 1.00

Fixed Charge Coverage Ratio: (b)

2013 Credit Agreement, after Second 2014 Amendment:

12/26/2014 through and including 3/26/2015	≥1.00 to 1.00
03/27/2014 through and including 6/25/2015	≥1.15 to 1.00
6/26/2015 and thereafter	≥1.25 to 1.00

(a) The ratio of debt to earnings before interest, taxes, depreciation, amortization, rent expense and non-cash stock compensation expense.

The ratio compares (i) 12 month EBITDA plus non-cash stock compensation expense minus unfinanced capital expenditures minus cash taxes paid, to (ii) the sum of interest expense, principal payments, sale-leaseback payments and dividends, if any (fixed charges).

The Second 2013 Amendment also amended two definitions used in the calculation of the financial covenants, including: (i) the definition of net income, to add back, through the fiscal quarter ending June 27, 2014, up to \$1.1 million of legal and accounting fees associated with the restatement, and (ii) the definition of interest expense as related to Rate Management Transactions (defined in the 2013 Credit Agreement), to be “the net cash cost or benefit associated with Rate Management Transactions net cash benefit or loss”.

The Second 2014 Amendment also modified the Quarterly EBITDARS covenant to be equal to or greater than \$1.25 million for the fiscal quarter ending March 28, 2014, and \$1.5 million for each fiscal quarter thereafter.

At March 27, 2015 and December 26, 2014, the Company was not in compliance with the Debt to EBITDARS Ratio, the Quarterly EBITDARS covenant and the Fixed Charge Coverage Ratio. At September 30, 2014 and June 27, 2014, the Company was in compliance with the Quarterly EBITDARS covenant. At March 28, 2014, the Company was not in compliance with the Quarterly EBITDARS covenant. At December 27, 2013, the Company was not in compliance with Quarterly EBITDARS covenant or the Debt to EBITDARS Ratio. The Company obtained waivers from M&T Bank with respect to each instance of noncompliance. As a result of the 2014 Restatements as described in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve, the Company was in default of the Credit Agreement for failure to deliver financial statements prepared in accordance with GAAP. The Company received a waiver from M&T regarding this event of default. The First 2014 Amendment did not require measurement of the Fixed Charge Coverage Ratio in the first quarter of fiscal 2014. The Second 2014 Amendment did not require measurement of the Debt to EBITDARS Ratio or the Fixed Charge Coverage Ratio for any quarter during fiscal 2014.

The waivers received by the Company for failure to comply with the financial covenants during the first and second quarters of fiscal 2014 did not affect the quarterly calculation of the applicable interest rate margin for the Revolver and Albuquerque Mortgage Loan and the Revolver unused fees. However, the Second 2013 Amendment modified the ranges of applicable margins and unused fees by increasing both the lower and upper limit of each range with respect to the applicable debt facility. The applicable margins are determined based on the Debt to EBITDARS Ratio. Changes to applicable margins and unused fees resulting from the Debt to EBITDARS Ratio generally become effective mid-way through the subsequent quarter. The higher Debt to EBITDARS Ratio calculated as of June 28, 2013, in conjunction with the Second 2013 Amendment resulted in an increase of 0.25% in the effective rate applicable to those two loans and the unused commitment fee for the Revolver remained unchanged. However, the First 2014 Amendment fixed the applicable margin for the Revolver at 4.25%, for the Albuquerque Mortgage Loan at 4.50% and Term Loan B at 3.25% and the unused fee at 0.50%, in each case for the period December 13, 2013 through December 13, 2014 and if the Company was not compliant with financial covenants on December 13, 2014, during the period of non-compliance. The Second 2014 Amendment further fixed the applicable margins at the rates noted in the First 2014 Amendment through March 27, 2015 and if the Company is not compliant with financial covenants on March 27, 2015, during the period of non-compliance.

Subsequent to March 27, 2015, the Company obtained an amendment to the 2013 Credit Agreement which modified certain covenants as further discussed in Note 19—Subsequent Events.

In connection with the 2013 Credit Agreement, on January 18, 2013, the Company and M&T Bank entered into an interest rate swap arrangement (“Swap Transaction”). The Swap Transaction is for a notional amount of \$14.0 million with an effective date of February 1, 2013 and a termination date of February 1, 2023. The Swap Transaction is designed to reduce the variability of future interest payments with respect to Term Loan B by effectively fixing the annual interest rate payable on the loan’s outstanding principal. Pursuant to the swap transaction, the Company’s one month Libor rate is swapped for a fixed rate of 1.32%. When the swap fixed rate is added to the Term Loan B spread of 2.50%, the Company’s interest rate applicable to Term Loan B is effectively fixed at 3.82%. The 2014 Amendments temporarily modified the Term Loan B spread to 3.25% which results in an effectively fixed rate of 4.57%.

#### Other Credit Facilities

Albuquerque Industrial Revenue Bond: When IEC acquired Albuquerque, the Company assumed responsibility for a \$100 thousand Industrial Revenue Bond issued by the City of Albuquerque. Interest on the bond is paid semiannually, and principal is due in its entirety at maturity.

#### Contractual Principal Payments





A summary of contractual principal payments under IEC's borrowings for the next five years taking into consideration the 2013 Credit Agreement follows:

Debt Repayment Schedule	Contractual Principal Payments
(in thousands)	
Twelve months ended March 27, 2016 <sup>(1)</sup>	\$16,940
2017	2,908
2018	4,708
2018	3,348
2020 and thereafter	8,631
	\$36,535

<sup>(1)</sup> Includes Revolver balance of \$14.0 million at March 27, 2015

#### NOTE 9—DERIVATIVE FINANCIAL INSTRUMENTS

##### Interest Rate Risk Management

In connection with the 2013 Credit Agreement, on January 18, 2013, the Company and M&T Bank entered into an interest rate swap arrangement (“Swap Transaction”). The Swap Transaction is for a notional amount of \$14.0 million with an effective date of February 1, 2013 and a termination date of February 1, 2023. The Swap Transaction is designed to reduce the variability of future interest payments with respect to Term Loan B by effectively fixing the annual interest rate payable on outstanding principal of Term Loan B. Pursuant to the interest rate swap, the Company’s one month Libor rate is swapped for a fixed rate of 1.32%. As more fully described in Note 8—Credit Facilities, the applicable margin on Term Loan B is fixed at 3.25% until March 27, 2015. When the swap fixed rate is added to the Term Loan B Spread of 3.25%, the Company’s interest rate applicable to Term Loan B is effectively fixed at 4.57%.

The fair value of the interest rate swap agreement represented an asset of \$17.2 thousand and \$0.2 million at March 27, 2015 and September 30, 2014 and was estimated based on Level 2 inputs. The Company did not designate the swap as a cash flow hedge at inception and therefore, the gains or losses from the changes in fair value of the derivative instrument are recognized in earnings for the period ended March 27, 2015 within interest expense.

The fair value of the interest rate swap of \$17.2 thousand and \$0.2 million is recorded in other long term assets in the Consolidated Balance Sheet at March 27, 2015 and September 30, 2014, respectively.

#### NOTE 10—FAIR VALUE OF FINANCIAL INSTRUMENTS

##### Financial Instruments Carried at Fair Value

The Company’s interest rate swap agreement is recorded on the balance sheet as either an asset or a liability measured at fair value. The Company estimates the fair value of its interest rate swap agreement based on Level 2 valuation inputs, including fixed interest rates, Libor implied forward interest rates and the remaining time to maturity. At March 27, 2015, the interest rate swap agreement was an asset with a fair value of \$17.2 thousand.

##### Financial Instruments Carried at Historical Cost

The Company's long-term debt is not quoted. Fair value was estimated using a discounted cash flow analysis based on Level 2 valuation inputs, including borrowing rates the Company believes are currently available to it for loans with similar terms and maturities.

The Company's debt is carried at historical cost on the balance sheet. A summary of the fair value and carrying value of variable rate debt at period end follows:

19

---

	March 27, 2015		September 30, 2014	
	Fair Value	Carrying Value	Fair Value	Carrying Value
(in thousands)				
Term Loan A	6,608	7,593	6,924	8,148
Celmet Building Term Loan	992	1,127	1,035	1,192

The fair value of the remainder of the Company's debt approximated carrying value at March 27, 2015 and September 30, 2014 as it is variable rate debt.

#### NOTE 11—WARRANTY RESERVES

IEC generally warrants its products and workmanship for up to twelve months from date of sale. As an offset to warranty claims, the Company is sometimes able to obtain reimbursement from suppliers for warranty-related costs or losses. Based on historical warranty claims experience and in consideration of sales trends, a reserve is maintained for estimated future warranty costs to be incurred on products and services sold through the balance sheet date.

A summary of additions to and charges against IEC's warranty reserves during the period follows:

	Six Months Ended	
	March 27, 2015	March 28, 2014
Warranty Reserve		
(in thousands)		
Reserve, beginning of period	\$251	\$219
Provision	204	178
Warranty costs	(161	) (131
Reserve, end of period	\$294	\$266

#### NOTE 12—DEFERRED GRANTS

The Company received grants for certain facility improvements from state and local agencies in which the Company operates. These grants reimburse the Company for a portion of the actual cost or provide in kind services in support of capital projects. Deferred grants of \$0.7 million were recorded during the year ended September 30, 2014, from such grant programs.

One of the Company's grants is a loan to grant agreement. The Company has signed a promissory note, which will be forgiven if certain employment targets at the Newark, NY facility are obtained at future dates. If the employment targets are not obtained, the Company is obligated to repay the loan with interest. As the Company intends to comply with these agreements, the Company has recorded the funds received as a deferred amount within other long-term liabilities on the balance sheet.

The Company received a government grant for the purchase of equipment upgrades to accommodate existing and anticipated business growth. Required employment targets at the Newark, NY facility for this grant have been met as of September 30, 2014.

The Company is also the recipient of matching grants from two local governmental agencies related to certain renovations for one of its operating locations. One agency is contributing in kind services and property of \$0.1 million while the other is contributing cash of \$0.1 million to match expenditures by the Company of at least the same amount.

The grants will be amortized over the useful lives of the related fixed assets when there is reasonable assurance that the Company will meet the employment targets. The Company recorded amortization of \$82 thousand and \$5 thousand for the deferred grants for the six months ended March 27, 2015 and March 28, 2014, respectively.

NOTE 13—STOCK-BASED COMPENSATION

The 2010 Omnibus Incentive Compensation Plan (“2010 Plan”) was approved by the Company’s stockholders at the January 2011 Annual Meeting of the Shareholders. This plan replaced IEC’s 2001 Stock Option and Incentive Plan (“2001 Plan”), which expired in December 2011. The 2010 Plan, which is administered by the Compensation Committee of the Board of Directors, provides for the following types of awards: incentive stock options, nonqualified options, stock appreciation rights, restricted shares, restricted stock units, performance compensation awards, cash incentive awards, director stock and other

20

---

equity-based and equity-related awards. Awards are generally granted to certain members of management and employees, as well as directors. Under the 2010 Plan, up to 2,000,000 common shares may be issued over a term of ten years.

Stock-based awards granted through December 2011, were made under the 2001 Plan. Awards granted after December 2011, were made under the 2010 Plan and future awards will be made under the 2010 Plan.

Stock-based compensation expense recorded under the plans totaled \$2.0 million and \$0.3 million for the six months ended March 27, 2015 and March 28, 2014, respectively. On February 2, 2015, the Company announced its shareholders elected all seven Vintage Opportunity Fund, LP-nominated directors to the Company's Board of Directors. This change in the Company's Board of Directors was a change in control event which triggered automatic vesting for all awards outstanding under the 2010 and 2001 Plans. On the change in control date 390,882 shares of restricted stock and 119,500 stock options vested which resulted in stock-based compensation expense of \$1.8 million.

Expenses relating to stock options that comply with certain U.S. income tax rules are neither deductible by the Company nor taxable to the employee. Further information regarding awards granted under the 2001 Plan, 2010 Plan and employee stock purchase plan is provided below.

#### Stock Options

When options are granted, IEC estimates the fair value of the option using the Black-Scholes option pricing model and recognizes the computed value as compensation cost over the vesting period, which is typically four years. The contractual term of options granted under the 2010 Plan is generally seven years.

Assumptions used in the Black-Scholes model and the estimated value of options granted during the six months ended March 27, 2015 and March 28, 2014 are included in the table below:

Valuation of Options	Six Months Ended			
	March 27, 2015	March 28, 2014		
Assumptions for Black-Scholes:				
Risk-free interest rate	1.30	% 1.49		%
Expected term in years	4.5	4.5		
Volatility	40	% 58		%
Expected annual dividends	none	none		
Value of options granted:				
Number of options granted	447,145	40,500		
Weighted average fair value per share	\$1.48	\$1.98		
Fair value of options granted (000's)	\$662	\$80		

A summary of stock option activity, together with other related data, follows:

Stock Options	Six Months Ended March 27, 2015		March 28, 2014	
	Number of Options	Wgtd. Avg. Exercise Price	Number of Options	Wgtd. Avg. Exercise Price
Outstanding, beginning of period	234,000	\$4.48	246,383	\$4.38
Granted	447,145	4.18	40,500	4.08
Exercised	(25,932)	) 1.87	(14,504)	) 1.37
Shares withheld for payment of exercise price upon exercise of stock option	(16,068)	) 1.88	(996)	) 1.43
Forfeited	(8,300)	) 6.04	(14,433)	) 5.44
Expired	(7,400)	) 6.38	(350)	) 4.71
Outstanding, end of period	623,445	\$4.40	256,600	\$4.50
For options expected to vest				
Number expected to vest	467,670	\$4.50	232,637	\$4.46
Weighted average remaining term, in years	3.2		3.6	
Intrinsic value (000s)		\$37		\$199
For exercisable options				
Number exercisable	207,300	\$5.00	123,250	\$3.30
Weighted average remaining term, in years	1.5		2.0	
Intrinsic value (000s)		\$37		\$188
For non-exercisable options				
Expense not yet recognized (000s)		\$600		\$193
Weighted average years to be recognized	4.0		2.7	
For options exercised				
Intrinsic value (000s)		\$119		\$43

Changes in the number of non-vested options outstanding, together with other related data, follows:

Stock Options	Six Months Ended March 27, 2015		March 28, 2014	
	Number of Options	Wgtd. Avg. Grant Date Fair Value	Number of Options	Wgtd. Avg. Grant Date Fair Value
Non-vested, beginning of period	112,350	\$2.15	138,350	\$2.51
Granted	447,145	1.48	40,500	1.98
Vested	(135,050)	) 2.08	(31,067)	) 2.37
Forfeited	(8,300)	) 2.35	(14,433)	) 5.44
Non-vested, end of period	416,145	\$1.45	133,350	\$2.30

## Restricted (Non-vested) Stock

Holders of IEC restricted stock have voting and dividend rights as of the date of grant, but until vested the shares may be forfeited and cannot be sold or otherwise transferred. At the end of the vesting period, which is typically four or five years (three years in the case of directors), holders have all the rights and privileges of any other IEC common stockholder. The fair value of a share of restricted stock is its market value on the date of grant, and that value is recognized as stock compensation expense over the vesting period.

A summary of restricted stock activity, together with related data, follows:

Restricted (Non-vested) Stock	Six Months Ended March 27, 2015		March 28, 2014	
	Number of Non-vested Shares	Wgt'd. Avg. Grant Date Fair Value	Number of Non-vested Shares	Wgt'd. Avg. Grant Date Fair Value
Outstanding, beginning of period	322,873	\$4.97	275,474	\$5.96
Granted	163,655	5.06	155,703	4.05
Vested	(316,539)	) 5.08	(73,878)	) 5.75
Shares withheld for payment of taxes upon vesting of restricted stock	(133,329)	) 4.53	(18,208)	) 4.28
Forfeited	(1,200)	) 3.91	(31,216)	) 6.55
Outstanding, end of period	35,460	\$4.23	307,875	\$5.14
For non-vested shares				
Expense not yet recognized (000s)		\$163		\$924
Weighted average remaining years for vesting		2.0		3.4
For shares vested				
Aggregate fair value on vesting dates (000s)		\$2,062		\$388

## Employee Stock Purchase Plan

The Company administers an employee stock purchase plan ("ESPP") that provides for a discounted stock purchase price. On May 21, 2013, the Compensation Committee of the Company's Board of Directors suspended operation of the ESPP indefinitely in connection with the Prior Restatement (including unavailability of the registration statement covering shares offered under the plan due to the failure of the Company to be current in its filings with the SEC until the Company filed its Form 10-K on December 24, 2013). The ESPP was reinstated effective October 1, 2014. On February 13, 2015, the Compensation Committee of the Company's Board of Directors suspended operation of the ESPP indefinitely in connection with the 2014 Restatements described in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve (including unavailability of the registration statement covering shares offered under the plan due to the failure of the Company to be current in its filings with the SEC).

Employees currently receive a 10% discount on stock purchases through the ESPP. Employee contributions to the plan, net of withdrawals were \$8.0 thousand for the six months ended March 27, 2015. Compensation expense recognized under the ESPP was \$1.0 thousand for the six months ended March 27, 2015. There were no employee contributions or compensation expense recognized under the ESPP during the six months ended March 28, 2014.

## Stock Issued to Board Members



In addition to annual grants of restricted stock, included in the table above, Board members may elect to have their meeting fees paid in the form of shares of the Company's common stock. In connection with the restatement of the Company's financial statements described herein (including unavailability of the registration statement covering shares offered under the 2010 Plan due to the failure of the Company to be current in its filings with the SEC until the Company filed its Form 10-K on December 24, 2013), the Company determined not to pay, and has not paid, any meeting fees in stock during the period since May 21, 2013.

## NOTE 14—RETIREMENT PLAN

The Company administers a retirement savings plan for the benefit of its eligible employees and their beneficiaries under the provisions of Sections 401(a) and (k) of the Internal Revenue Code. Eligible employees may contribute a portion of their compensation to the plan, and the Company is permitted to make discretionary contributions as determined by the Board of Directors. During the the first six months of fiscal 2015, the Company contributed 25% of the first 6% contributed by all employees at all locations. During the first six months of fiscal 2014, for its Albuquerque operating location only, the Company contributed 25% of the first 6% contributed by employees. Contributions during the six months ended March 27, 2015 and March 28, 2014 totaled \$132 thousand and \$18 thousand, respectively.

## NOTE 15—INCOME TAXES

Provision for income taxes during the three and six months ended March 27, 2015 and March 28, 2014 follows:

Income Tax Provision/Benefit (in thousands)	Three Months Ended		Six Months Ended	
	March 27, 2015	March 28, 2014 (restated)	March 27, 2015	March 28, 2014 (restated)
Provision for/(benefit from) income taxes	\$—	\$13,657	\$—	\$13,040

The Company restated to record a full valuation allowance on all deferred tax assets during the second quarter of fiscal 2014. The restatement is further discussed in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve.

Although we have recorded a full valuation allowance for all deferred tax assets, including NOL carryforwards ("NOLs"), these NOLs remain available to the Company to offset taxable income and reduce tax payments. IEC has federal NOLs for income tax purposes of approximately \$16.3 million at September 30, 2014, expiring mainly in years 2021 through 2025, with a small portion expiring in 2034.

At September 30, 2014, the Company also had state NOLs of \$27.7 million, expiring mainly in years 2021 through 2025 and \$1.2 million of New York State investment tax and other credit carryforwards, expiring in various years through 2028. The credits cannot be utilized until the New York NOL is exhausted. Recent New York state corporate tax reform has resulted in the reduction of the business income base rate for qualified manufacturers in New York state to 0% beginning in fiscal 2015 for IEC. As a result of this legislation, it is more likely than not that the New York state NOLs and credits will not be realized.

Due to the Company's NOLs, a provision for pre-tax income was not recorded in the second quarter of fiscal 2015.

## NOTE 16—MARKET SECTORS AND MAJOR CUSTOMERS

A summary of sales, according to the market sector within which IEC's customers operate, follows:

% of Sales by Sector	Three Months Ended		Six Months Ended	
	March 27, 2015	March 28, 2014	March 27, 2015	March 28, 2014
Aerospace & Defense (previously Military & Aerospace)	40%	47%	42%	50%
Medical	30%	15%	29%	18%
Industrial	28%	30%	26%	26%

Edgar Filing: IEC ELECTRONICS CORP - Form 10-Q

Communications & Other	2%	8%	3%	6%
	100%	100%	100%	100%

Three individual customers each represented 10% or more of sales for the six months ended March 27, 2015. One customer in the medical sector represented 14% of sales, one customer in the industrial sector represented 17% of sales and one customer in the aerospace & defense sector represented 10% of sales. Two individual customers represented 10% or more of sales for the six months ended March 28, 2014. One customer in the Industrial sector represented 15% of sales and one customer in the Medical sector represented 10% of sales for the six months ended March 28, 2014.

Two individual customers represented 10% or more of receivables and accounted for 21% of outstanding balances at March 27, 2015. One individual customer represented 10% or more of receivables and accounted for 11% of the outstanding balances at March 28, 2014.

Credit risk associated with individual customers is periodically evaluated by analyzing the entity's financial condition and payment history. Customers generally are not required to post collateral.

#### NOTE 17—LITIGATION

In connection with the Prior Restatement, the Audit Committee conducted an independent review of the underlying facts and circumstances, and the Company is responding to a formal investigation by the staff of the SEC relating to the Prior Restatement and other matters. The Company is unable to predict what action, if any, might be taken in the future by the SEC or its staff as a result of the investigation or what impact the cost of responding to the SEC might have on the Company's financial position, results of operations, or cash flows.

From time to time, the Company may be involved in other legal action in the ordinary course of its business, but management does not believe that any such other proceedings commenced through the date of the financial statements included in this Form 10-Q, individually or in the aggregate, will have material adverse effect on the Company's consolidated financial position.

#### NOTE 18—COMMITMENTS AND CONTINGENCIES

##### Purchase Commitments

During August 2011, one of IEC's operating units entered into a five-year agreement with one of its suppliers to purchase a minimum volume of materials in exchange for receiving favorable pricing on the unit's purchases. In the event the unit's cumulative purchases do not equal or exceed stated minimums, the supplier has a right to terminate the agreement and the IEC unit would be obligated to pay an early termination fee that declines from \$365 thousand to zero over the term of the agreement. As of the date of this Form 10-Q, the Company expects to exceed the minimum purchase requirements under the agreement, thereby avoiding any termination fee.

#### NOTE 19—SUBSEQUENT EVENTS

On May 8, 2015, the Company and M&T entered into a Sixth Amendment to the 2013 Credit Agreement, as previously amended (the "Sixth Amendment"). Pursuant to the Sixth Amendment, M&T agreed to (i) modify the financial covenants related to Quarterly EBITDARS, the Debt to EBITDARS Ratio and the Fixed Coverage Charge Ratio and (ii) waive events of default arising from the Company's non-compliance with these covenants during the fiscal quarters ended December 26, 2014 and March 27, 2015. The Sixth Amendment also amended the definition of EBITDARS under the 2013 Credit Agreement to add back a maximum amount of professional services fees and expenses incurred and paid or to be paid prior to December 25, 2015. EBITDARS as amended and restated means, for the applicable period, earnings before interest, taxes, depreciation, amortization, plus (i) payments due under the M&T sale-leaseback arrangement, (ii) non-cash stock option expense and (iii) professional services fees and expenses incurred and paid or to be paid prior to December 25, 2015, up to a maximum of (a) for the fiscal quarter ended December 26, 2014, , (b) for the fiscal quarter ending March 27, 2015, \$2,625,600, (c) for the fiscal quarter ending June 26, 2015, \$200,000 plus costs incurred and paid by Borrower during such Fiscal Quarter in connection with mortgages, environmental site assessments, title insurance and appraisals ("Costs") and (d) for the fiscal quarter ending September 30, 2015, \$200,000, all on a consolidated basis and determined in accordance with GAAP on a consistent basis.

Additionally, the Sixth Amendment extended each facility's applicable interest rate margin established under the Fifth Amendment to the 2013 Credit Agreement, which rates otherwise would have expired on March 27, 2015, through March 26, 2016, and thereafter if the Company is not then in compliance with its financial covenants, as follows, per annum: Revolver (4.25% above Libor), Albuquerque Mortgage Loan (4.50% above Libor) and Term Loan B (3.25% above Libor). The applicable unused line fee of 0.50% also was extended through March 26, 2016, and thereafter if the Company is not in compliance with its financial covenants.

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

The information in this Management's Discussion and Analysis should be read in conjunction with the accompanying unaudited consolidated financial statements and notes. All references to Notes are to the accompanying consolidated financial statements and Notes included in this Quarterly Report on Form 10-Q ("Form 10-Q").

### Forward-Looking Statements

References in this report to "IEC", the "Company", "we", "our", or "us" mean IEC Electronics Corp. and its subsidiaries except where the context otherwise requires. This 10-Q contains certain statements that are, or may be deemed to be, forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934, and are made in reliance upon the protections provided by such Acts for forward-looking statements. These forward-looking statements (such as when we describe what we "believe", "expect" or "anticipate" will occur, and other similar statements) include, but are not limited to, statements regarding future sales and operating results, future prospects, the capabilities and capacities of business operations, any financial or other guidance and all statements that are not based on historical fact, but rather reflect our current expectations concerning future results and events. The ultimate correctness of these forward-looking statements is dependent upon a number of known and unknown risks and events and is subject to various uncertainties and other factors that may cause our actual results, performance or achievements to be different from any future results, performance or achievements expressed or implied by these statements.

The following important factors, among others, could affect future results and events, causing those results and events to differ materially from those views expressed or implied in our forward-looking statements: additional information that may arise as a result of the 2014 Restatements; our ability to successfully remediate material weaknesses in our internal controls; litigation and governmental investigations or proceedings arising out of or relating to accounting and financial reporting matters; business conditions and growth or contraction in our customers' industries, the electronic manufacturing services industry and the general economy; variability of our operating results; our ability to control our material, labor and other costs; our dependence on a limited number of major customers; the potential consolidation of our customer base; availability of component supplies; dependence on certain industries; variability and timing of customer requirements; technological; engineering and other start-up issues related to new programs and products; uncertainties as to availability and timing of governmental funding for our customers; the types and mix of sales to our customers; our ability to assimilate acquired businesses and to achieve the anticipated benefits of such acquisitions; unforeseen product failures and the potential product liability claims that may be associated with such failures; the availability of capital and other economic, business and competitive factors affecting our customers, our industry and business generally; failure or breach of our information technology systems; natural disasters; and other factors that we may not have currently identified or quantified. Any one or more of such risks and uncertainties could have a material adverse effect on us or the value of our common stock.

Except as required by law, all forward looking statements included in this Form 10-Q are made only as of the date of this Form 10-Q. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. New risks and uncertainties arise from time to time and we cannot predict those events or how they may affect us. When considering these risks, uncertainties and assumptions, you should keep in mind the cautionary statements contained elsewhere in this report and in any documents incorporated herein by reference. In particular, you should consider the Risk Factors identified in Item 1 of the Company's Annual Report on Form 10-K/A for the fiscal year ended September 30, 2014 and in the Company's subsequently filed SEC reports. You should read this document and the documents that we incorporate by reference into this Report on Form 10-Q completely and with the understanding that our actual future results may be materially different from what we expect. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

## Overview

IEC Electronics Corp. conducts business directly, as well as through its subsidiaries and divisions, Wire and Cable, Albuquerque, SCB, Celmet and DRTL described in Note 1—Our Business and Summary of Significant Accounting Policies – Our Business and Consolidation.

IEC Electronics Corp. ("IEC", "we", "our", "us", "Company") is a provider of electronic contract manufacturing services ("EMS") to companies in various industries that require advanced technology for mission-critical applications. We specialize in the custom manufacture of high reliability, complex circuit board and system-level assemblies; a wide array of cable and wire harness assemblies, precision metal assemblies and provide laboratory services for advanced research and testing. We excel where quality and reliability are of paramount importance and when low-to-medium volume, high-mix production is the norm. We utilize state-of-the-art, automated circuit board assembly equipment together with a full complement of high-reliability manufacturing stress testing methods. With our customers at the center of everything we do, we have created a high-

intensity, rapid response culture capable of reacting and adapting to their ever-changing needs. Our customer-centric approach offers a high degree of flexibility while simultaneously complying with rigorous quality and on-time delivery standards. While many EMS services are viewed as commodities, we believe we set ourselves apart through an uncommon mix of capabilities including:

- A technology center that combines dedicated prototype manufacturing with an on-site laboratory capable of solving our customers' complex design and reliability issues, enabling the seamless transition concept to production.

- An in-house engineering development team capable of designing and building custom, functional testing systems to certify the reliability of our customers' complex system-level products and support of end-order fulfillment.

- A testing services laboratory that enables us to provide our customers with complex failure analysis of electronic components as well as component risk mitigation planning for obsolete and suspect parts utilized in life threatening and mission-critical systems.

- A Lean/Six Sigma continuous improvement program supported by a team of Six Sigma Blackbelts delivering best-in-class results.

- Proprietary software-driven Web Portal which provides customers real-time access to their critical, project specific data.

We primarily serve the aerospace & defense (previously discussed as military & aerospace), medical, industrial and communications markets. We focus on developing relationships with customers who manufacture advanced technology products and who are unlikely to utilize offshore suppliers due to the proprietary nature of their products, governmental restrictions or volume considerations.

IEC is ISO 9001:2008 certified. Four of our units (IEC and Wire and Cable in Newark, NY; Albuquerque in NM; and SCB in Bell Gardens, CA) are AS9100 certified to serve the military and commercial aerospace market sector, and are ITAR registered. In addition, the Company's locations in Newark, NY and Albuquerque, NM are Nadcap accredited for electronics manufacturing to support the most stringent quality requirements of the aerospace industry and the Newark, NY location is ISO 13485 certified to serve the medical market sector. Our Newark, NY location is also an NSA approved supplier under the COMSEC standard and its environmental systems are ISO 14001:2004 certified. DRTL in Albuquerque, NM is ISO 17025 accredited, which is the international standard covering testing and calibration laboratories. Albuquerque and SCB also perform work per NASA-STD-8739 and J-STD-001ES space standards.

#### Prior Restatement

The Company previously disclosed in its Annual Report on Form 10-K/A and Quarterly Report on Form 10-Q/A, both filed with the SEC on July 3, 2013, that it restated its financial statements for the periods described therein because the Company was incorrectly accounting for work-in-process inventory at one of its subsidiaries, SCB (the "Prior Restatement"). The Company restated: (i) its previously issued consolidated financial statements for the fiscal year ended September 30, 2012 ("FY 2012"), as included in the Company's Annual Report on Form 10-K for FY 2012, as well as the unaudited interim consolidated financial statements as of and for the fiscal quarter and year-to-date periods ended December 30, 2011 ("Q1-2012"), March 30, 2012 ("Q2-2012") and June 29, 2012 ("Q3-2012") (collectively, the "2012 Restated Periods") as included in its Quarterly Reports on Form 10-Q for Q-1 2012, Q-2 2012 and Q-3 2012, and (ii) its previously issued financial statements for the quarter ended December 28, 2012 ("Q1-2013") as included in its Quarterly Report on Form 10-Q for Q1-2013.

#### 2014 Restatements

As discussed further in this Management's Discussion and Analysis and in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve, we restated our previously issued consolidated



financial statements for fiscal year ended September 30, 2014 ("FY 2014") and our unaudited interim financial statements for the fiscal quarters ended March 28, 2014 ("Q2-2014") and June 27, 2014 ("Q3-2014") due to an error in the valuation allowance on deferred income tax assets resulting in an understatement of income tax expense and a corresponding overstatement of deferred income tax assets during Q2-2014 of approximately \$14.0 million. Income tax expense was overstated and deferred income tax assets were understated by \$3.0 thousand and \$1.8 million in Q3-2014 and the fiscal quarter ended September 30, 2014 ("Q4-2014"), respectively. In FY 2014, income tax expense was understated and deferred income tax assets were overstated by approximately \$12.3 million.

In addition, we restated our previously issued consolidated financial statements for FY 2014, and the unaudited interim financial statements for Q3-2014, Q2-2014 and the fiscal quarter ended December 27, 2013 ("Q1-2014") due to an error in the estimation of the excess and obsolete inventory reserve at two operating locations, which resulted in an understatement of cost of goods sold and overstatement of inventory. Cost of goods sold was understated by approximately \$0.2 million, \$0.1 million, \$0.1 million and \$0.3 million in Q1-2014, Q2-2014, Q3-2014 and Q4-2014, respectively. Inventory was overstated by approximately \$0.2 million, \$0.4 million, \$0.4 million and \$0.7 million as of the end of Q1-2014, Q2-2014, Q3-2014 and

Q4-2014, respectively. For FY 2014, cost of goods sold was understated and inventory was overstated by approximately \$0.7 million. We refer to the restatements related to the deferred tax asset valuation allowance and excess and obsolete inventory reserve as the 2014 Restatements.

### Three Months Results

A summary of selected income statement amounts for the three months ended follows:

Income Statement Data (in thousands)	Three Months Ended	
	March 27, 2015	March 28, 2014 (restated)
Net sales	\$32,889	\$34,805
Gross profit	2,564	4,644
Selling and administrative expenses	6,705	3,952
Restatement and related expenses	730	1,258
Interest and financing expense	665	492
Other expense/(income)	—	(1 )
Income/(loss) before income taxes	(5,536 )	(1,057 )
Provision for/(benefit from) income taxes	—	13,657
Net income/(loss)	\$(5,536 )	\$(14,714 )

A summary of sales, according to the market sector within which IEC's customers operate, follows:

% of Sales by Sector	Three Months Ended	
	March 27, 2015	March 28, 2014
Aerospace & Defense (previously Military & Aerospace)	40%	47%
Medical	30%	15%
Industrial	28%	30%
Communications & Other	2%	8%
	100%	100%

Revenue decreased in the second quarter of fiscal 2015 by \$1.9 million or 5.5% as compared to the second quarter of the prior fiscal year. Decreases in the aerospace & defense market sector, communications & other, and the industrial market sector of \$3.4 million, \$1.7 million and \$1.3 million, respectively were partially offset by an increase of \$4.5 million in the medical market sector.

Various decreases and increases for our aerospace & defense customers resulted in a net decrease of \$3.4 million. Decreases of \$5.2 million resulted from lower demand from several of our customers. Programs frequently fluctuate in demand or end and are replaced by new programs. Some of the decreases in demand were due to new program delays due to design and testing and some were due to delays in government funding. The decision to end certain programs with customers due primarily to lack of profitability caused an aggregate decrease of \$0.4 million. The loss of two programs caused a decrease of \$0.4 million and the winding down of a program caused an additional \$0.2 million of the decrease. The decreases were partially offset by increases in demand from existing customers. Revenue of \$1.3 million in the second quarter of fiscal 2015 was due to a program for an existing customer that did not occur in fiscal 2014 and is not expected to recur in the future. New programs and increased demand from existing customers increased revenue by \$1.2 million and \$0.4 million, respectively.

The net decrease in the communications & other market sector was \$1.7 million compared to the second quarter of the prior fiscal year. The decision to end two customer relationships, one of which was due to lack of profitability, resulted in an aggregate decrease of \$1.4 million. In addition, lower demand from one customer decreased revenue by \$0.3 million.

The net decrease in the industrial market sector of \$1.3 million resulted primarily from lower customer demand. Demand fluctuations from four of our customers caused a decrease of \$0.9 million and \$0.7 million of the decrease was due to a one

time order in the second quarter of the prior fiscal year. These decreases were partially offset by new programs from an existing customer of \$0.3 million.

Revenue for the medical market sector increased \$4.5 million primarily due to increases in demand. Higher demand from our medical customer that was awaiting FDA approval in fiscal 2014 caused an increase of \$2.9 million in the second quarter of fiscal 2015. In the second quarter of the prior fiscal year, this customer was seeking FDA approval for modifications to its existing programs which caused the programs to be put on hold. The hold was lifted during the third quarter of fiscal 2014 and the customer's testing was completed in the fourth quarter. We began shipping production orders late in the fourth quarter of fiscal 2014 and volume continued to increase in the first half of fiscal 2015. Revenue for another medical customer increased \$1.4 million due to higher demand. The remaining net increase was primarily due to new programs.

Our second quarter gross profit decreased \$2.1 million to 7.8% of sales from 13.3% of sales in the second quarter of the prior fiscal year. Lower leverage of our overhead at our Albuquerque and SCB operating locations caused a decrease to gross profit of 4.3 percentage points. Additional stock-based compensation expense attributed to the change in control caused gross profit to decrease \$0.7 million or 2.3 percentage points. The remaining difference can be attributed to better performance at our remaining operating locations.

Selling and administrative ("S&A") expenses are presented excluding Restatement and related expenses discussed below. S&A expense increased \$2.8 million, and represented 20.4% of sales in the second quarter of fiscal 2015, compared to 11.4% of sales in the same quarter of the prior fiscal year. The increase in S&A expenses was primarily due to expenses related to the proxy contest and resulting change of control. These costs totaled \$3.1 million and include stock based compensation of \$1.0 million, legal and other expenses incurred by the Company and Vintage Opportunity Fund, LP of \$1.2 million and severance costs of \$0.8 million. Excluding these costs, S&A expenses decreased \$0.3 million, and represented 11.0% of sales in the second quarter of fiscal 2014, compared to 11.4% of sales in the same quarter of the prior fiscal year. The primary reason for the decrease is lower bad debt expense due to improved collections.

Restatement and related expenses of \$0.7 million in the second quarter of fiscal 2015 represent third party legal and accounting fees directly attributable to the Restatements as well as other matters arising from the Prior Restatement including those more fully described in Note 17—Litigation. Expenses attributable to the Prior Restatement are significantly lower than prior year due to the insurance reimbursement settlement that occurred in late fiscal 2014. We anticipate continued legal expenses due to the Prior Restatement and other matters (including the formal SEC investigation) for the foreseeable future. While we anticipate certain of these expenses will continue to be reimbursed, any such reimbursement for future expenses will vary with the circumstances under which such expenses are incurred and their respective amounts. \$0.5 million of the restatement and related expenses relate to fees for the reaudit of fiscal 2014 due to the 2014 Restatements. We anticipate additional Restatement and related expenses during the remainder of the current fiscal year and going forward related to the 2014 Restatements.

Interest expense increased by \$0.2 million compared to the same quarter of the prior fiscal year. The net impact of adjusting the interest rate swap to fair value contributed \$0.1 million of higher interest expense in the first six months of the current fiscal year compared to the prior fiscal year. The weighted average interest rate on IEC's debt, excluding the impact of the interest rate swap, was 0.9% lower than in the second quarter of the prior fiscal year. Our average outstanding debt balances was \$34.3 million for both the second quarter of fiscal 2015 and fiscal 2014. During the first six months of the current fiscal year there was an increase in debt covenant waiver fees compared to the same quarter of the prior fiscal year. Cash paid for interest was approximately \$0.4 million for both the second quarter of fiscal 2015 and fiscal 2014. Detailed information regarding our borrowings, including a summary of modifications in the Fourth Amended and Restated Credit Facility Agreement and debt covenant compliance, is provided in Note 8—Credit Facilities.

There was no income tax expense or benefit in the second quarter of fiscal 2015 as we have net operating loss ("NOL") carryforwards to offset any current tax expense and a full valuation on all deferred tax assets. The full valuation allowance was recorded in the second quarter of fiscal 2014.

With respect to tax payments, in the near term IEC expects to be sheltered by sizable net operating loss (“NOL”) carryforwards for federal income tax purposes. At the end of fiscal 2014, the carryforwards amounted to approximately \$16.3 million. The carryforwards expire in varying amounts between 2021 and 2025, with a small portion expiring in 2034, unless utilized prior to these dates.

## Six Months Results

A summary of selected income statement amounts for the six months ended follows:

Income Statement Data (in thousands)	Six Months Ended	
	March 27, 2015	March 28, 2014 (restated)
Net sales	\$63,832	\$66,942
Gross profit	5,817	8,022
Selling and administrative expenses	10,308	7,744
Restatement and related expenses	640	2,414
Interest and financing expense	1,200	852
Other expense/(income)	—	18
Income/(loss) before income taxes	(6,331)	(3,006)
Provision for/(benefit from) income taxes	—	13,040
Net income/(loss)	\$(6,331)	\$(16,046)

A summary of sales, according to the market sector within which IEC's customers operate, follows:

% of Sales by Sector	Six Months Ended	
	March 27, 2015	March 28, 2014
Aerospace & Defense (previously Military & Aerospace)	42%	50%
Medical	29%	18%
Industrial	26%	26%
Communications & Other	3%	6%
	100%	100%

Revenue decreased in the first six months of fiscal 2015 by \$3.1 million or 4.7% as compared to the first six months of the prior fiscal year. Aggregate decreases in the aerospace & defense, industrial and communications & other market sectors of \$10.1 million were partially offset by increases in the medical market sector aggregating \$6.9 million.

Various decreases and increases for our aerospace & defense customers resulted in a net decrease of \$6.3 million. Decreases of \$8.5 million resulted from lower demand from several of our customers. Programs frequently fluctuate in demand or end and are replaced by new programs. Some of the decreases in demand were due to new program delays due to design and testing and some were due to delays in government funding. The loss of four programs caused a decrease of \$1.1 million and the winding down of a program caused \$0.7 million of the decrease. The decision to end certain programs with customers due primarily to lack of profitability caused an aggregate decrease of \$0.2 million. Supplier quality issues related to one of our customer programs further reduced revenue by \$0.7 million. In addition, one time orders fulfilled in the first six months of the prior year caused a revenue decrease of \$0.3 million. These decreases were partially offset by increases in demand from existing customers. Revenue of \$1.3 million in the first six months of fiscal 2015 was due to a program for an existing customer that did not occur in fiscal 2014 and is not expected to recur in the future. New programs and increased demand from existing customers increased revenue by \$2.9 million and \$1.1 million, respectively.

The net decrease in the industrial market sector of \$1.3 million primarily resulted from lower customer demand. Demand fluctuations from four of our customers caused a decrease of \$1.5 million. In addition, \$0.7 million of the decrease was due to a one time order in the second quarter of the prior fiscal year. These decreases were partially

offset by new programs from an existing customer of \$0.7 million and increased demand from one existing customer of \$0.2 million.

Revenue for the communications & other market sector decreased \$2.4 million. The decision to end two customer relationships, one of which was due to lack of profitability, resulted in an aggregate decrease of \$2.0 million. Lower demand from one customer decreased revenue by \$0.3 million. The remaining net decrease resulted from small demand fluctuations from various other customers and a new program.

30

---

The net increase in the medical market sector was \$6.9 million. Higher demand from our medical customer that was awaiting FDA approval in fiscal 2014 caused an increase of \$4.5 million in the first six months of fiscal 2015. In the second quarter of the prior fiscal year, this customer was seeking FDA approval for modifications to its existing programs which caused the programs to be put on hold. The hold was lifted during the third quarter of fiscal 2014 and the customer's testing was completed in the fourth quarter. We began shipping production orders late in the fourth quarter of fiscal 2014 and volume continued to increase in the first half of fiscal 2015. Revenue for another medical customer increased \$2.0 million due to higher demand. New programs and fluctuations in demand caused the remaining net increase of \$0.4 million.

Gross profit in the first six months of fiscal 2015 decreased \$2.2 million over the first six months of the prior fiscal year, and represents 9.1% of sales compared to 12.0% of sales in the same period of the prior fiscal year. Lower leverage of our overhead at our Albuquerque and SCB operating locations caused a decrease to gross profit of 3.5 percentage points. Additional stock-based compensation attributed to the change in control caused gross profit to decrease \$0.7 million or 1.1 percentage points. The remaining difference can be attributed to better performance at our remaining operating locations, primarily as a result of improved leveraging of overhead due to increased revenue mainly from our medical market sector and improved material cost reductions.

Selling and administrative ("S&A") expenses are presented excluding Restatement and related expenses discussed below. S&A expenses increased \$2.6 million, and represented 16.1% of sales over the first six months of fiscal 2015, compared to 11.6% of sales in the same period in prior fiscal year. The increase in S&A expenses was primarily due to expenses related to the proxy contest and resulting change of control. These costs totaled \$3.3 million and include stock based compensation of \$1.1 million, legal and other expenses incurred by the Company and Vintage Opportunity Fund, LP of \$1.5 million and severance costs \$0.8 million. Excluding these costs, S&A expense decreased \$0.7 million, and represented 11.0% of sales over the first six months of fiscal 2015, compared to 11.6% of sales in the same period of the prior fiscal year. The primary reason for the decrease is lower bad debt expense due to improved collections.

Restatement and related expenses of \$0.6 million in the first six months of fiscal 2015 represent third party legal and accounting fees directly attributable to the Restatements as well as other matters arising from the Prior Restatement including those more fully described in Note 17—Litigation. Expenses attributable to the Prior Restatement were \$2.2 million lower than prior year due to the insurance reimbursement settlement that occurred in late fiscal 2014. We anticipate continued legal expenses due to the Prior Restatement and other matters (including the formal SEC investigation) for the foreseeable future. While we anticipate certain of these expenses will continue to be reimbursed, any such reimbursement for future expenses will vary with the circumstances under which such expenses are incurred and their respective amounts. \$0.5 million of Restatement and related expenses in fiscal 2015 were for the reaudit of fiscal 2014 due to the 2014 Restatements. We anticipate additional Restatement and related expenses during the remainder of the current fiscal year and going forward related to the 2014 Restatements.

Interest expense in the first six months of fiscal 2015 increased by \$0.3 million compared to the same period of the prior fiscal year. The increase is primarily due to the net impact of adjusting the interest rate swap to fair value in the first six months of the current fiscal year compared to the prior fiscal year period. The weighted average interest rate on IEC's debt, excluding the impact of the interest rate swap, was 0.4% higher than in the first six months of the prior fiscal year. Our average outstanding debt balances declined from \$35.4 million for the first six months of fiscal 2014 to \$32.1 million for the first six months of fiscal 2015. Average borrowings in the first six months of fiscal 2015 were lower than the same period of the prior fiscal year due to repayments on term debt. During the first six months of the current fiscal year there was an increase in debt covenant waiver fee compared to the same period of the prior fiscal year. Cash paid for interest was approximately \$0.8 million for the first six months of both fiscal 2015 and fiscal 2014. Detailed information regarding our borrowings, including a summary of modifications in the Fourth Amended and Restated Credit Facility Agreement and debt covenant compliance, is provided in Note 8—Credit Facilities.

There was no income tax expense or benefit in the first six months of fiscal 2015 as we have net operating loss carryforwards to offset any current tax expense and a full valuation on all deferred tax assets. As part of our 2014 Restatements as described in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve, a full valuation allowance was recorded in the second quarter of fiscal 2014.



With respect to tax payments, in the near term IEC expects to be sheltered by sizable NOL carryforwards for federal income tax purposes. At the end of fiscal 2014, the carryforwards amounted to approximately \$16.3 million. The carryforwards expire in varying amounts between 2021 and 2025, with a small portion expiring in 2034, unless utilized prior to these dates.

## Liquidity and Capital Resources

## Capital Resources

As of March 27, 2015 outstanding capital expenditure commitments were \$0.2 million for manufacturing equipment and building improvements. We generally fund capital expenditures with cash flow from operations and our revolving credit facility.

## Summary of Cash Flows

A summary of selected cash flow amounts for the six months ended follows:

Cash Flow Data	Six Months Ended	
	March 27, 2015	March 28, 2014
(in thousands)		
Cash and cash equivalents, beginning of period	\$1,980	\$2,499
Net cash flow from:		
Operating activities	(4,527	) 2,658
Investing activities	(1,208	) (2,776
Financing activities	4,547	(1,729
Net (decrease) increase in cash and cash equivalents	(1,188	) (1,847
Cash and cash equivalents at end of period	\$792	\$652

## Operating activities

Cash flows used by operations, before considering changes in IEC's working capital accounts, was \$2.2 million for the first six months of fiscal 2015. Cash flow provided by operations, before considering changes in working capital, in the first six months of fiscal 2014 was \$0.1 million. The increase was primarily driven by an improvement in net loss of \$9.7 million compared to the first six months of the prior fiscal year. Deferred tax expense increased by \$13.0 million compared to fiscal 2014 due to a recording a full valuation allowance on deferred tax asset in the second quarter of fiscal 2014 as further discussed in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve. Working capital used cash flows of \$2.4 million in the first six months of fiscal 2015 and provided cash flows of \$2.5 million in the first six months of fiscal 2014. The change in working capital in the first six months of fiscal 2015 was primarily due to an increase in inventory of \$4.7 million, partially offset by an increase in customer deposits of \$1.6 million. The increase in inventory was driven by aerospace & defense customers requiring purchases of inventory in advance for testing prior to production, maintaining higher levels of finished goods for certain customers at their request and delays in some smaller programs. Further increases were due to a ramp in production for one industrial customer as well as increased demand including the ramp in production of relatively new customers in our medical market sector. A decrease in accounts receivable contributed \$1.7 million to cash flow provided by operations, mainly due to lower sales volume in the first half of fiscal 2015 compared to fiscal 2014 as well as improved collection of receivables. Accrued payroll and related expenses used cash flow of \$0.7 million, primarily due to the payment of deferred compensation to our former Chief Executive Officer. An increase in other current assets was offset by increased other accrued expenses, both primarily attributable to Restatement and related expenses and the partial reimbursement of those expenses.

## Investing activities

Cash flows used in investing activities were \$1.2 million and \$2.8 million for the first six months of fiscal 2015 and 2014, respectively. Cash flows used in the first six months of fiscal 2015 primarily consisted of the purchases of equipment and, to a lesser extent, building improvements totaling \$1.9 million, partially offset by cash received from a community development block grant of \$0.7 million. The community development block grant was initiated in fiscal 2012 but not completed and submitted for reimbursement until September 2014. Cash used in the first six months of fiscal 2014 primarily consisted of the Celmet building purchase of \$1.3 million and purchases of equipment.

#### Financing activities

Cash flows provided by financing activities were \$4.5 million for the first six months of fiscal 2015 and cash flows used in financing activities were \$1.7 million for the first six months of fiscal 2014. During the first six months of fiscal 2015, net borrowings under all credit facilities were \$5.1 million, with \$6.6 million of net borrowings under the revolver and repayments

of \$1.5 million for term debt. In the first six months of fiscal 2014, net cash flows reduced outstanding credit facilities by \$1.7 million, due to net repayments funded by operations.

#### Credit Facilities

At March 27, 2015, borrowings outstanding under the revolving credit facility (“Revolver”) amounted to \$14.0 million, and the maximum available was \$20.0 million. Borrowings on the Revolver during the current fiscal year were used to fund working capital changes discussed above. The Company believes that its liquidity is sufficient to satisfy anticipated operating requirements during the next twelve months.

The financial covenants in the 2013 Credit Agreement include (i) a minimum level of quarterly EBITDARS (“Quarterly EBITDARS”), (ii) a ratio of total debt to twelve month EBITDARS (“Debt to EBITDARS Ratio”) that is below a specified limit, and (iii) a minimum fixed charge coverage ratio (“Fixed Charge Coverage Ratio”). EBITDARS is defined as earnings before interest, taxes, depreciation, amortization, rent expense and non-cash stock compensation expense. At March 28, 2014, the Company was not in compliance with the Quarterly EBITDARS covenant. At December 27, 2013, the Company was not in compliance with Quarterly EBITDARS covenant or the Debt to EBITDARS Ratio. At December 26, 2014, the Company was not in compliance with the Debt to EBITDARS Ratio, the Quarterly EBITDARS covenant and the Fixed Charge Coverage Ratio. As a result of the restatement as described in Note 2—Restatement of Deferred Tax Asset Valuation Allowance and Excess and Obsolete Inventory Reserve, the Company was in default of the Credit Agreement for failure to deliver financial statements prepared in accordance with GAAP at September 30, 2014. At March 27, 2015 and December 26, 2014, the Company was not in compliance with the Debt to EBITDARS Ratio, the Quarterly EBITDARS covenant and the Fixed Charge Coverage Ratio. The Company received waivers from M&T with respect to such noncompliance.

An amendment to the 2013 Credit Agreement obtained in February 2014 did not require measurement of the Debt to EBITDARS Ratio or the Fixed Charge Coverage Ratio for any quarter during fiscal 2014. Amendments to the 2013 Credit Agreement obtained in May 2013, August 2013, December 2013 and February 2014, which modified financial covenants and related definitions, are more particularly described in Note 8—Credit Facilities.

The calculation of debt covenants follows:

Debt Covenant	Limit at		Calculated Amount At	
	March 27, 2015	September 30, 2014	March 27, 2015	September 30, 2014 (restated)
Quarterly EBITDARS (000s)	Minimum \$1,500	Minimum \$1,500	\$(1,930)	\$2,641
Debt to EBITDARS Ratio	Maximum 3.50x	Not Measured	10.1x	Not Measured (a)
Fixed Charge Coverage Ratio (b)	Minimum 1.15x	Not Measured	0.03x	Not Measured (a)

(a) Compliance waived.

The ratio compares (i) 12-month EBITDA plus non-cash stock compensation expense, plus permitted fiscal 2013 restatement related expenses minus unfinanced capital expenditures minus cash taxes paid (“Adjusted EBITDA”), (b) to (ii) the sum of interest expense, principal payments, sale-leaseback payments and dividends, if any (fixed charges).

A reconciliation of EBITDARS to Net income follows:

Three Months Ended	
March 27, 2015	September 30, 2014

Edgar Filing: IEC ELECTRONICS CORP - Form 10-Q

(in thousands)		(restated)
Net income/(loss)	\$(5,536	) \$1,034
Provision for/(benefit from) income taxes	—	(161 )
Depreciation and amortization expense	1,130	1,218
Interest expense	665	386
Non-cash stock compensation	1,811	164
EBITDARS	\$(1,930	) \$2,641

A reconciliation of Adjusted EBITDA to Net income follows:

(in thousands)	Three Months Ended	
	March 27, 2015	September 30, 2014 (restated)
Net income/(loss)	\$(5,536	) \$1,034
Provision for/(benefit from) income taxes	—	(161 )
Depreciation and amortization expense	1,130	1,218
Interest expense	665	386
Non-cash stock compensation	1,811	164
Unfinanced capital expenditures	(645	) (512 )
Income taxes paid	—	(3 )
Adjusted EBITDA	\$(2,575	) \$2,126

EBITDARS and Adjusted EBITDA are non-GAAP financial measures. They should not be considered in isolation or as a measure of the Company's profitability or liquidity; are in addition to, and are not a substitute for, financial measures under GAAP. EBITDARS and Adjusted EBITDA may be different from non-GAAP financial measures used by other companies, and may not be comparable to similarly titled measures reported by other companies. Non-GAAP financial measures have limitations since they do not reflect all of the amounts associated with the Company's results of operations as determined in accordance with GAAP.

EBITDARS and Adjusted EBITDA do not take into account working capital requirements, capital expenditures, debt service requirements and other commitments, and accordingly, EBITDARS and Adjusted EBITDA are not necessarily indicative of amounts that may be available for discretionary use. We present EBITDARS and Adjusted EBITDA because certain covenants in our credit facilities are tied to these measures. We also view EBITDARS and Adjusted EBITDA as useful measures of operating performance given our large net operating loss carryforward and because, as supplemental measures: (i) they are a basis upon which we assess our liquidity position and performance and (ii) we believe that investors will find the data useful in assessing our ability to service and/or incur indebtedness. We believe that EBITDARS and Adjusted EBITDA, when considered with both our GAAP results and the reconciliation to net income, provide a more complete understanding of our business than could be obtained absent this disclosure.

#### Off-Balance Sheet Arrangements

IEC is not a party to any material off-balance sheet arrangements.

#### Application of Critical Accounting Policies

Our application of critical accounting policies are disclosed in our 2014 Annual Report on Form 10-K/A filed for the fiscal year ended September 30, 2014. During the six months ended March 27, 2015 there have been no material changes to these policies.

#### Recently Issued Accounting Standards

See Note 1—Our Business and Summary of Significant Accounting Policies for further information concerning recently issued accounting pronouncements.

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a result of its financing activities, the Company is exposed to changes in interest rates that may adversely affect operating results. The Company actively monitors its exposure to interest rate risk and from time to time uses derivative financial instruments to manage the impact of this risk. The Company uses derivatives only for the purpose of managing risk associated with underlying exposure. The Company does not trade or use instruments with the objective of earning financial gains on the interest rate, nor does the Company use derivatives instruments where it does not have underlying exposure. The Company manages its hedging position and monitors the credit ratings of counterparties and does not anticipate losses due to counterparty nonperformance. Management believes its use of derivative instruments to manage risk is in the Company's best interest. However, the Company's use of derivative financial instruments may result in short-term gains or losses and increased volatility.

At March 27, 2015, the Company had \$36.5 million of debt, comprised of \$27.7 million with variable interest rates and \$8.8 million with fixed interest rates. Interest rates on variable loans are based on London interbank offered rate (“Libor”). The Company is party to a swap transaction that effectively fixes an additional \$11.1 million of debt, which increased the portion of debt with effectively fixed interest rates from \$8.8 million to \$19.9 million at March 27, 2015. The credit facilities and related swap transaction are more fully described in Note 8—Credit Facilities and Note 9—Derivative Financial Instruments. The rates effectively fixed by the swap transaction continue to vary due to the variable margin based on financial covenant metrics. The variable margins were modified by a December 2013 amendment to the 2013 Credit Agreement to temporarily fix the applicable margin for the twelve-month period commencing December 13, 2013, and thereafter if the Company is not in compliance with its financial covenants, with respect to the Revolver to 4.25% above LIBOR, with respect to the Albuquerque Mortgage Loan to 4.50% above LIBOR and with respect to Term Loan B to 3.25% above LIBOR. The applicable unused fee for the same period was changed to 0.50%. The February 2014 amendment to the 2013 Credit Agreement extended these temporarily fixed applicable margins and unused fee through March 27, 2015 and thereafter if the Company is not in compliance with its financial covenants. Interest rates based on Libor currently adjust daily, causing interest on such loans to vary from period to period. A sensitivity analysis as of March 27, 2015 indicates that a one-percentage point increase or decrease in our variable interest rates, which represents more than a 10% change, would increase or decrease the Company's annual interest expense by approximately \$0.3 million. The rates and sensitivity analysis noted above exclude the impact of the swap transaction.

The Company is exposed to credit risk to the extent of non-performance by M&T Bank under the 2013 Credit Agreement and the Swap Transaction. M&T Bank's credit rating (reaffirmed A- by Fitch in October 2014) is monitored by the Company, and IEC expects that M&T Bank will perform in accordance with the terms of the 2013 Credit Agreement and the Swap Transaction.

#### Item 4. Controls and Procedures

##### Evaluation of disclosure controls and procedures

IEC's management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(c) and 15d-15(c) under the Securities Exchange Act of 1934 (the “Exchange Act”)) as of March 27, 2015, the end of the period covered by this Form 10-Q. Based on that evaluation, solely as a result of the material weaknesses discussed in greater detail in our Form 10-K/A filed with the SEC on or about the date of filing of this Quarterly Report (the “2014 Form 10-K/A”), our Chief Executive Officer and Chief Financial Officer concluded that as of March 27, 2015, the Company's disclosure controls and procedures were not effective. To address these material weaknesses, we have implemented certain remedial measures, as described in our 2014 Form 10-K/A.

##### Changes in internal control over financial reporting

Management identified material weaknesses in our internal control over financial reporting related to an error in the valuation allowance on deferred income tax assets and an error in estimated excess and obsolete inventory reserves, as discussed in greater detail in Item 9A of our 2014 Form 10-K/A. To address these material weaknesses, we have implemented certain remedial measures, as described in Item 9A of our 2014 Form 10-K/A, which description is incorporated by reference herein. The material weaknesses cannot be considered fully remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

Except as described above, during the six months ended March 27, 2015, there were no changes in our internal controls that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



Limitations on the effectiveness of control systems

IEC's management does not expect that our disclosure controls and internal controls will prevent all errors and fraud. Because of inherent limitations in any such control system (e.g. faulty judgments, human error, information technology system error, or intentional circumvention), there can be no assurance that the objectives of a control system will be met under all circumstances. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. The benefits of a control system also must be considered relative to the costs of the system and management's judgments regarding the likelihood of potential events. In summary, there can be no assurance that any control system will succeed in achieving its goals under all possible future conditions, and as a result of these inherent limitations, misstatements due to error or fraud may occur and may or may not be detected.

Part II OTHER INFORMATION

Item 1. Legal Proceedings

In connection with the Prior Restatement, the Audit Committee conducted an independent review of the underlying facts and circumstances, and the Company is responding to a formal investigation by the staff of the SEC relating to the Prior Restatement and other matters. The Company is unable to predict what action, if any, might be taken in the future by the SEC or its staff as a result of the investigation or what impact the cost of responding to the SEC might have on the Company's financial position, results of operations, or cash flows.

From time to time, the Company may be involved in other legal action in the ordinary course of its business, but management does not believe that any such other proceedings commenced through the date of the financial statements included in this Form 10-Q, individually or in the aggregate, will have material adverse effect on the Company's consolidated financial position.

Item 1A. Risk Factors

There are no material changes to the risk factors described in Item 1A to Part I of our Annual Report on Form 10-K/A for the fiscal year ended September 30, 2014, as filed with the SEC on or about the date of filing of this Quarterly Report.

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

Recent Sales of Unregistered Securities

Consistent with the Company's existing equity compensation program for non-employee directors, on February 12, 2015, the Company granted 35,460 shares of restricted stock to the Company's non-employee directors under the Company's 2010 Omnibus Incentive Plan. Each of Messrs. Butler, Hadeed, Hartick, Laurence, Nowak and Singer received 5,910 shares with a grant date value of \$25,000. The shares vests in equal installments on the first three anniversaries of the February 12, 2015 grant date.

On March 20, 2015, the Company granted its President and Chief Executive Officer, Jeffrey T. Schlarbaum a sign-on option to purchase up to 416,145 shares of the Company's common stock at an exercise price of \$4.10 per share. The sign-on option vests and becomes exercisable in equal installments on the first, second, third and fourth anniversaries of the March 20, 2015 grant date. The option to purchase up to 400,000 shares of common stock was granted as an incentive stock option under the Company's 2010 Omnibus Incentive Plan, and the option to purchase up to 16,145 shares of our common stock was granted as an inducement grant in reliance on the employment inducement exception under Section 711(a) of the NYSE MKT Company Guide.

The Company issued the securities described above in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"). The Company concluded that it satisfied the conditions for use of the exemption in Section 4(a)(2) of the Securities Act because the issuance was to a limited number of financial sophisticated directors, including the Company's President and Chief Executive Officer, with access to information regarding the Company.

## Issuer Purchases of Equity Securities

Period (1)	Total Number of Shares Purchased (2)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
December 27, 2014 - January 23, 2015	3,218	\$4.77	—	—
January 23, 2015 - February 20, 2015	122,738	4.48	—	—
February 21, 2015 - March 27, 2015	—	—	—	—
Total	125,956	\$4.49	—	—

(1) The reported periods conform to the Company's fiscal calendar.

(2) The total number of shares purchased in the period consists of shares withheld by the Company in satisfaction of withholding taxes due upon the vesting of restricted stock awards granted under the 2001 Plan and 2010 Plan. Shares withheld are held as Treasury Shares and are no longer deemed outstanding.

## Item 3. Defaults Upon Senior Securities

None

## Item 4. Mine Safety Disclosures

Not Applicable

## Item 5. Other Information

## Sixth Amendment to the 2013 Credit Agreement

On May 8, 2015, the Company and M&T entered into a Sixth Amendment to the 2013 Credit Agreement, as previously amended (the "Sixth Amendment"). Pursuant to the Sixth Amendment, M&T agreed to (i) modify the financial covenants related to Quarterly EBITDARS, the Debt to EBITDARS Ratio and the Fixed Coverage Charge Ratio and (ii) waive events of default arising from the Company's non-compliance with these covenants during the fiscal quarters ended December 26, 2014 and March 27, 2015. The Sixth Amendment also amended the definition of EBITDARS under the 2013 Credit Agreement to add back a maximum amount of professional services fees and expenses incurred and paid or to be paid prior to December 25, 2015. EBITDARS as amended and restated means, for the applicable period, earnings before interest, taxes, depreciation, amortization, plus (i) payments due under the M&T sale-leaseback arrangement, (ii) non-cash stock option expense and (iii) professional services fees and expenses incurred and paid or to be paid prior to December 25, 2015, up to a maximum of (a) for the fiscal quarter ended December 26, 2014, \$235,000, (b) for the fiscal quarter ending March 27, 2015, \$2,625,600, (c) for the fiscal quarter ending June 26, 2015, \$200,000 plus costs incurred and paid by Borrower during such Fiscal Quarter in connection with mortgages, environmental site assessments, title insurance and appraisals ("Costs") and (d) for the fiscal quarter ending September 30, 2015, \$200,000, all on a consolidated basis and determined in accordance with GAAP on a consistent basis.

The Sixth Amendment modified the covenant relating to Quarterly EBITDARS to require minimum EBITDARS of \$1,250,000 for the fiscal quarter ending June 26, 2015, and \$1,500,000 for each fiscal quarter ending thereafter.

Commencing with the fiscal quarter ending June 26, 2015, the Sixth Amendment modified the Debt to EBITDARS Ratio as follows:

Debt to EBITDARS:

2013 Credit Agreement, as modified by the Sixth Amendment:

3/27/2015 through and including 6/26/2015	<5.75 to 1.00
6/27/2015 through and including 9/30/2015	<5.75 to 1.00
10/1/2015 through and including 12/25/2015	<5.50 to 1.00
12/26/2015 through and including 3/25/2016	<5.00 to 1.00
3/26/2016 through and including 6/24/2016	<4.50 to 1.00
6/25/2016 through and including 9/30/2016	<4.00 to 1.00
10/1/2016 and thereafter	< 3.50 to 1.00

Commencing with the fiscal quarter ending June 26, 2015, the Sixth Amendment also modified the specified Fixed Charge Coverage Ratio as follows:

Fixed Charge Coverage:

2013 Credit Agreement, as modified by the Sixth Amendment

3/28/2015 through and including 6/26/2015	≥0.60 to 1.00
6/27/2015 through and including 9/30/2015	≥0.45 to 1.00
10/1/2015 through and including 12/25/2015	≥0.75 to 1.00
12/26/2015 through and including 3/25/2016	≥1.00 to 1.00
3/26/2016 through and including 6/24/2016	≥1.10 to 1.00
6/25/2016 and thereafter	≥1.25 to 1.00

Additionally, the Sixth Amendment extended each facility's applicable interest rate margin established under the Fifth Amendment to the 2013 Credit Agreement, which rates otherwise would have expired on March 27, 2015, through March 26, 2016, and thereafter if the Company is not then in compliance with its financial covenants, as follows, per annum: Revolver (4.25% above Libor), Albuquerque Mortgage Loan (4.50% above Libor) and Term Loan B (3.25% above Libor). The applicable unused line fee of 0.50% also was extended through March 26, 2016, and thereafter if the Company is not in compliance with its financial covenants.

The Sixth Amendment removed provisions in the 2013 Credit Agreement that would have allowed for borrowing at an increased interest rate margin based on 85% of eligible accounts plus 70% of eligible inventories up to a maximum of \$4.75 million. As amended, borrowings under the 2013 Credit Agreement are limited to 85% of eligible accounts plus 35% of eligible inventories up to a maximum of \$3.75 million.

Finally, the Sixth Amendment modifies the 2013 Credit Agreement to further restrict the Company's ability to make cash distributions in the form of dividends, repurchases or redemptions in respect to its common stock. The Company will be required to seek M&T's consent before making any such cash distributions.

Except as so modified and waived by the Sixth Amendment, the 2013 Credit Agreement remains unchanged. The foregoing description of the Sixth Amendment is a summary of the terms of the Sixth Amendment, and is qualified in its entirety by the text of the Sixth Amendment itself, a copy of which will be filed with our quarterly report on Form 10-Q for the fiscal quarter ending March 27, 2015.

Item 6. Exhibits

For the exhibits that are filed herewith or incorporated herein by reference, see the Index to Exhibits located immediately following the signature page to this Report. The Index to Exhibits is incorporated herein by reference.

SIGNATURES

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

38

---

IEC Electronics Corp.  
(Registrant)

May 11, 2015

By: /s/ Jeffery T. Schlarbaum  
Jeffery T. Schlarbaum  
Chief Executive Officer and President

May 11, 2015

By: /s/ Michael T. Williams  
Michael T. Williams  
Vice President of Finance and Chief Financial Officer

39

---

IEC ELECTRONICS CORP.

Form 10-Q for Quarter Ended March 27, 2015

INDEX TO EXHIBITS

Exhibit No.	Description
3.1	Certificate of Elimination of Series A Junior Participating Preferred Stock (incorporated by reference in Exhibit 3.1 to the Company's Current Report on Form 8-K filed March 13, 2015).
4.2	First Amendment to Tax Benefit Preservation Plan Rights Agreements (incorporated by reference in Exhibit 4.2 to the Company's Current Report on Form 8-K filed March 13, 2015).
10.1*	Employment Agreement Amendment 1, effective January 27, 2015, between IEC Electronics Corp. and Michael T. Williams
10.2*	Salary Continuance and Non-Competition Agreement Amendment 1, effective January 27, 2015, between IEC Electronics Corp. and Brett E. Mancini
10.3*	Employment Agreement, effective March 20, 2015 between IEC Electronics Corp. and Jeffrey T. Schlarbaum.
10.4*	Sign-On Option Award Agreement - Inducement Grant, March 20, 2015 between IEC Electronics Corp. and Jeffrey T. Schlarbaum.
10.5*	Sign-On Option Award Agreement - 2013 Omnibus Incentive Compensation Plan, dated March 20, 2015 between IEC Electronics Corp and Jeffrey T. Schlarbaum.
10.6	Sixth Amendment to Fourth Amended and Restated Credit Facility Agreement, as of May 8, 2015, between IEC Electronics Corp. and Manufacturers and Traders Trust Company.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
101	The following items from this Quarterly Report on Form 10-Q formatted in Extensible Business Reporting Language: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Income Statements (unaudited), (iii) Consolidated Statements of Changes in Stockholders' Equity (unaudited), (iv) Consolidated Statements of Cash Flows (unaudited), and (v) Notes to Consolidated Financial Statements.

\* Management contract or compensatory plan or arrangement.