ACME UNITED CORP
Form 10-Q
May 05, 2009

==

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2009

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 001-07698

ACME UNITED CORPORATION
(Exact name of registrant as specified in its charter)

CONNECTICUT (State or other jurisdiction of incorporation or organization)	06-0236700 (I.R.S. Employer Identification No.)
60 ROUND HILL ROAD, FAIRFIELD, CONNECTICUT (Address of principal executive offices)	06824 (Zip Code)

Registrant's telephone number, including area code: (203) 254-6060

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one).
Large accelerated filer |_| Accelerated filer |_| Non-accelerated filer |_|
Smaller Reporting Company |X|

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 an posted pursuant to Rule 405 of Regulation S-T (232.45 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes |_| No |X|

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

As of April 22, 2009 the registrant had outstanding 3,323,368, shares of its $2.50 par value Common Stock.

ACME UNITED CORPORATION

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(all amounts in thousands, except share data)

	March 31, 2009 (unaudited)	December 31, 2008 (Note 1)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,283	$ 5,225
Accounts receivable, less allowance	9,625	10,564
Inventories:		
Finished goods	21,369	20,825
Work in process	33	21
Raw materials and supplies	332	923
	21,734	21,769
Prepaid expenses and other current assets	1,245	1,088
Total current assets	35,887	38,646

Property, plant and equipment:		
Land	159	167
Buildings	2,460	2,966
Machinery and equipment	7,552	7,455
	10,172	10,587
Less accumulated depreciation	7,832	8,318
	2,339	2,269
Note receivable	1,933	2,000
Other assets	2,513	2,508
Total assets	$ 42,672	$ 45,424

See notes to condensed consolidated financial statements.

(3)

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS (continued)
(all amounts in thousands, except share data)

	March 31, 2009 (unaudited)	December 31, 2008 (Note 1)
LIABILITIES		
Current liabilities:		
Accounts payable	$ 2,824	$ 3,669
Other accrued liabilities	3,767	5,158
Total current liabilities	6,591	8,827
Long-term debt, less current portion	11,880	11,749
Other	1,944	1,961
Total liabilities	20,415	22,536
STOCKHOLDERS' EQUITY		
Common stock, par value $2.50: authorized 8,000,000 shares; issued - 4,303,024 shares in 2009 and 4,293,024 shares in 2008, including treasury stock	10,758	10,733
Additional paid-in capital	3,954	3,906
Retained earnings	18,195	18,319
Treasury stock, at cost - 979,656 shares in 2009 and 949,656 shares in 2008	(8,621)	(8,407)
Accumulated other comprehensive income:		
Minimum pension liability	(1,275)	(1,275)
Translation adjustment	(754)	(388)
	(2,029)	(1,663)
Total stockholders' equity	22,257	22,888
Total liabilities and stockholders' equity	$ 42,672	$ 45,424

See notes to condensed consolidated financial statements.

(4)

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(all amounts in thousands, except per share amounts)

	Three Months Ended March 31	
	2009	2008
Net sales	$ 11,297	$ 14,269
Cost of goods sold	7,000	8,283
Gross Profit	4,297	5,986
Selling, general and administrative expenses	4,216	4,918
Operating income	82	1,068
Non-operating items:		
Interest:		
Interest expense	(42)	(134)
Interest Income	35	38
Interest expense, net	(7)	(97)
Other (expense) income, net	(12)	187
Total other (expense) income, net	(19)	90
Income before income taxes	63	1,158
Income tax expense	21	405
Net income	$ 42	$ 753
Basic earnings per share	$ 0.01	$ 0.21
Diluted earnings per share	$ 0.01	$ 0.21
Weighted average number of common shares outstanding-denominator used for basic per share computations	3,343	3,517
Weighted average number of dilutive stock options outstanding	59	149
Denominator used for diluted per share computations	3,402	3,666
Dividends declared per share	$ 0.05	$ 0.04

See notes to condensed consolidated financial statements

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(all amounts in thousands)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
Operating Activities:		
Net income	$ 42	$ 753
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation	183	219
Amortization	28	26
Stock compensation expense	52	72
Changes in operating assets and liabilities:		
Accounts receivable	855	140
Inventories	(200)	(965)
Prepaid expenses and other assets	(109)	(35)
Accounts payable	(809)	(706)
Other accrued liabilities	(1,333)	(995)
Total adjustments	(1,333)	(2,244)
Net cash used by operating activities	(1,291)	(1,491)
Investing Activities:		
Purchase of property, plant, and equipment	(275)	(237)
Purchase of patents and trademarks	(33)	(24)
Net cash used by investing activities	(308)	(261)
Financing Activities:		
Net borrowing of long-term debt	129	2,520
Proceeds from issuance of common stock	21	74
Distributions to stockholders	(167)	(141)
Purchase of treasury stock	(215)	(787)
Net cash (used)/provided by financing activities	(232)	1,666
Effect of exchange rate changes	(111)	(87)
Net change in cash and cash equivalents	(1,942)	(173)
Cash and cash equivalents at beginning of period	5,225	4,988
Cash and cash equivalents at end of period	$ 3,283	$ 4,815

See notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Note 1 -- Basis of Presentation

In the opinion of management, the accompanying condensed consolidated financial statements include all adjustments necessary to present fairly the financial position, results of operations and cash flows of Acme United Corporation (the "Company"). These adjustments are of a normal, recurring nature. However, the financial statements do not include all of the disclosures normally required by accounting principles generally accepted in the United States of America or those normally made in the Company's Annual Report on Form 10-K. Please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 for such disclosures. The condensed consolidated balance sheet as of December 31, 2008 was derived from the audited consolidated balance sheet as of that date. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations and financial statements and notes thereto, included in the Company's 2008 Annual Report on Form 10-K.

Note 2 -- Contingencies

The Company is involved from time to time in disputes and other litigation in the ordinary course of business and may encounter other contingencies, which may include environmental and other matters. The Company presently believes that none of these matters, individually or in the aggregate, would be likely to have a material adverse impact on the financial position, results of operations or liquidity of the Company.

In December 2008, the Company sold property it owned in Bridgeport, Connecticut to B&E Juices, Inc. (the "buyer") for $2.5 million. The property consists of approximately four acres of land and 48,000 sq. feet of warehouse space.

Under the terms of the sale agreement, and as required by the Connecticut Transfer Act, the Company will be responsible to remediate any environmental contamination on the property. During 2008, the Company hired an independent environmental consulting firm to conduct environmental studies to identify the extent of the environmental contamination on the property and develop a remediation plan. As a result of those studies and the estimates prepared by an independent environmental consulting firm, the Company recorded an undiscounted liability of approximately $1.8 million related to the remediation of the property. The accrual includes costs of required investigation, remedial activities, and post-remediation operating and maintenance. At March 31, 2009, the Company had approximately $1.7 million remaining in its accrual for environmental remediation of which approximately $1.3 million was classified as a current liability.

Note 3 -- Pension

Components of net periodic pension cost are as follows:

Three Months Ended

	March 31 2009	March 31 2008
Components of net periodic benefit cost:		
Interest cost	$ 43,750	$ 45,000
Service cost	6,250	7,500
Expected return on plan assets	(50,000)	(56,250)
Amortization of prior service costs	2,250	2,250
Amortization of actuarial gain	18,750	18,750
	$ 21,000	$ 17,250

(7)

The Company's funding policy with respect to its qualified plan is to contribute at least the minimum amount required by applicable laws and regulations. In 2009, the Company is required to contribute approximately $60,000. Contributions to the plan will be made as required during the remainder of the year.

Note 4 -- Long Term Debt and Shareholders Equity

The Company's revolving loan agreement, as amended, provides for borrowings up to $20 million with all principal amounts outstanding thereunder required to be repaid in a single amount on June 30, 2010. In addition, the Company's revolving loan agreement requires monthly interest payments. As of March 31, 2009 and December 31, 2008, the Company had outstanding borrowings of $11,848,000 and $11,719,000, respectively, under the revolving loan agreement. Based on the scheduled payment date for the principal, the Company has classified all borrowings under the revolving loan agreement as of March 31, 2009 as long-term liabilities.

During the first three months of 2009, the Company issued 10,000 shares of common stock and received proceeds there from of $21,250 upon the exercise of outstanding stock options. During the same period, the Company also repurchased 30,000 shares of common stock for its treasury. These shares were purchased at fair market value, with a total cost to the Company of $214,500.

Note 5 -- Segment Information

The Company reports financial information based on the organizational structure used by management for making operating and investment decisions and for assessing performance. The Company's reportable business segments consist of: (1) United States; (2) Canada and (3) Europe. The activities of the Company's Asian operations are closely linked to those of the U.S. operations; accordingly, management reviews the financial results of both segments on a consolidated basis, and the results of the Asian operations have been aggregated with the results of the United States operations to form one reportable segment called the "United States" "business" or "operating" segment". The determination of reportable segments is based on the guidance set forth in Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131"). Each reportable segment derives its revenue from the sales of cutting devices, measuring instruments and safety products for school, office, home and industrial use.

The chief operating decision maker evaluates the performance of each operating segment based on segment revenues and operating income. Segment amounts are presented after converting to U.S. dollars and consolidating eliminations.

Financial data by segment (in thousands):

	Three months ended March 31	
	2009	2008
Sales to external customers:		
United States	$ 8,484	$ 10,917
Canada	1,293	1,698
Europe	1,520	1,654
Consolidated	$ 11,297	$ 14,269
Operating income:		
United States	$ 342	$ 1,088
Canada	(12)	110
Europe	(248)	(130)
Consolidated	$ 82	$ 1,068

Assets by segment	March 31 2009	December 31 2008
United States	$ 32,645	$ 33,719
Canada	4,539	5,890
Europe	5,488	5,815
Consolidated	$ 42,672	$ 45,424

Note 6 - Stock Based Compensation

The Company recognizes share-based compensation at fair value of the equity instrument on the grant date. Compensation expense is recognized over the required service period. Share-based compensation expense was $52,000 and $72,000 for the quarters ended March 31, 2009 and March 31, 2008, respectively. The Company did not issue options during the three months ended March 31, 2009. As of March 31, 2009, there was $432,000 of unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested share -based payments granted to the Company's employees.

Note 7 - Comprehensive (Loss) / Income

Comprehensive income for the three months ended March 31, 2009 and 2008 consisted of the following (in thousands):

	Three Months Ended March 31	
	2009	2008

Net income	$ 42	$ 753
Other comprehensive (loss) / income - Foreign currency translation	(366)	(64)
Comprehensive (loss) / income	$ (324)	$ 689

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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

Forward-Looking Information

The Company may from time to time make written or oral "forward-looking statements" including statements contained in this report and in other communications by the Company, which are made in good faith by the Company pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements include statements of the Company's plans, objectives, expectations, estimates and intentions, which are subject to change based on various important factors (some of which are beyond the Company's control). The following factors, in addition to others not listed, could cause the Company's actual results to differ materially from those expressed in forward looking statements: the strength of the domestic and local economies in which the Company conducts operations, the impact of current uncertainties in global economic conditions and the ongoing financial crisis affecting the domestic and foreign banking system and financial markets, including the impact of the Company's supplier and customers, changes in client needs and consumer spending habits, the impact of competition and technological change on the Company, the Company's ability to manage its growth effectively, including its ability to successfully integrate any business which it might acquire, and currency fluctuations. A more detailed discussion of risk factors is set forth in Item 1A, "Risk Factors", included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

Critical Accounting Policies

There have been no material changes to the Company's critical accounting policies and estimates from the information provided in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

Results of Operations

Net Sales

Consolidated net sales for the three months ended March 31, 2009 were $11,297,000, compared with $14,269,000 in the same period in 2008, a 21%

decrease (19% at constant currency). Net sales in the U.S. and Canadian operating segments decreased 22% and 24% (5% in local currency), respectively for the three months ended March 31, 2009, principally due to a reduction in customer orders across all of our principal product lines as a result of the contracting global economy. Net sales in Europe decreased by 8% in U.S. dollars but increased by 6% in local currency primarily due to increased distribution of manicure products.

Traditionally, the Company's sales are stronger in the second and third quarters, and weaker in the first and fourth quarters of the fiscal year, due to the seasonal nature of the back-to-school market.

Gross Profit

Gross profit for the three months ended March 31, 2009 was $4,297,000 (38.1% of net sales), compared to $5,986,000 (42.0% of net sales) for the same period in 2008, a decrease of 28%. The gross margin decrease for the first quarter was principally due to a product mix which consisted of a higher proportion of sales of lower margin products and fixed costs spread over lower sales. Also contributing to the gross margin decline was the weaker Canadian dollar which raised the cost of our products in the Canadian operating segment.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses for the three months ended March 31, 2009 were $4,216,000 (37.3% of net sales), compared with $4,918,000 (34.5% of net sales) for the same period of 2008, a decrease of $702,000. The decrease in SG&A expenses for the three months ended March 31, 2009, compared to the same period in 2008, was primarily the result of lower freight and commission costs as a result of lower sales, benefits of cost cutting initiatives and a lower impact from foreign currency translation as a result of a weaker Euro and Canadian dollar.

Operating Income

Operating income for the three months ended March 31, 2009 was $82,000, compared with $1,068,000 in the same period of 2008, a decrease of $986,000. Operating income in the U.S. segment decreased by $745,000 or 68% in the first quarter of 2009, compared to the same period of 2008. Operating income in Canada and Europe decreased by approximately $122,000 and $128,000, respectively, in the first quarter of 2009 compared to the same period in 2008. Operating income declined in all three of the Company's operating segments principally due to lower sales and gross profits partially offset by reduced selling, general and administrative expenses.

Interest Expense, net

Interest expense, net for the three months ended March 31, 2009 was $7,000, compared with $97,000 for the same period of 2008, a decrease of $90,000. The decrease in interest expense, net during the first three months of 2009 over the comparable period in 2008 was primarily the result of lower interest rates on the Company's debt outstanding under its revolving loan agreement.

Other income (expense), net

Net other expense was $12,000 in the first quarter of 2009, compared to net other income of $187,000 in the first quarter of 2008. The change from 2008 is primarily due to losses from foreign currency transactions in 2009 compared with foreign currency gains in 2008.

Income Taxes

The effective tax rate in the first quarter of 2009 was 33%, compared to 35% in the first quarter of 2008. The decrease in the effective tax rate for the three months ended March 31, 2009 is primarily related to a higher proportion of earnings in a foreign tax jurisdiction with a lower tax rate.

(11)

Financial Condition

Liquidity and Capital Resources

The recent global economic crisis has had a negative impact on all of the markets into which the Company sells its products. As demand has declined, our customers have been negatively affected by a decrease in purchases by end users. As a result, many of our customers have been reducing inventory levels to match current demand, which has had a negative impact on the Company. Management believes that the recent slowdown in customer orders could continue as its customers continue to respond to the current economic crisis. In response to these circumstances, management also has taken actions to reduce costs by reviewing expenses on a line item basis and has made cuts where possible including incentive pay, travel, professional service fees and other discretionary items. The Company has also implemented a freeze on salary increases and the hiring of new employees. To date, the Company does not believe that it has excess inventory issues, potentially unrecoverable accounts receivable balances or supply issues with its third party manufacturers as a result of the current economic crisis.

During the first three months of 2009, working capital remained essentially constant compared to December 31, 2008. Inventory remained constant at March 31, 2009 compared to December 31, 2008. Inventory turnover, calculated using a twelve month average inventory balance, decreased to 1.9 at March 31, 2009 from 2.0 at December 31, 2008. Receivables decreased as a result of a sales decline in the first quarter of 2009. The average number of days sales outstanding in accounts receivable was 64 days at March 31, 2009 and December 31, 2008.

The Company's working capital, current ratio and long-term debt to equity ratio follow:

	March 31, 2009	December 31, 2008
Working capital	$ 29,296,085	$ 29,819,680
Current ratio	5.44	4.38
Long term debt to equity ratio	53.2%	51.3%

During the first three months of 2009, total debt outstanding under the Company's Modified Loan Agreement, (referred to below) increased by $129,000 compared to total debt at December 31, 2008, principally due to the repurchase of common stock under a previously announced repurchase program. As of March 31, 2009 $11,848,000 was outstanding and $8,152,000 was available for borrowing under the Modified Loan Agreement.

On June 23, 2008, the Company modified its revolving loan agreement (the "Modified Loan Agreement") with Wachovia Bank. The Modified Loan Agreement amends certain provisions of the original revolving loan agreement. The amendments include (a) an increase in the maximum borrowing amount from $15 million to $20 million; (b) an extension of the maturity date of the loan from June 30, 2009 to June 30, 2010; (c) a decrease in the interest rate to LIBOR plus 7/8% (from LIBOR plus 1.0%) and (d) modification of certain covenant restrictions. Funds borrowed under the Modified Loan Agreement are used for working capital, general operating expenses, share repurchases and certain other purposes.

As discussed in Note 2, the Company has accrued and expects to pay $1.8 million for remediation costs related to the sale of the Bridgeport property. The Company will use cash flow from operations or borrowings under its loan agreement with Wachovia Bank to pay for these costs. The Company does not believe that payment of such remediation costs will have a material adverse affect on the Company's ability to implement its business plan. In addition, the buyer of the property has provided the Company with a $2.0 million mortgage at 6 percent interest. Payments on the mortgage are due monthly and will also help fund the remediation.

Cash expected to be generated from operating activities, together with funds available under the revolving loan agreement are expected, under current conditions, to be sufficient to finance the Company's planned operations over the next twelve months.

(12)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS-Continued

Item 3. Quantitative and Qualitative Disclosure About Market Risk

There are no material changes in market risks as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

Item 4T. Controls and Procedures

(a) Evaluation of Internal Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of our disclosure controls and procedures, which included inquiries made to certain other of our employees. Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have each concluded that, as of March 31, 2009, our disclosure controls and procedures were effective and sufficient to ensure that we record, process, summarize and report information required to be disclosed by us in our periodic reports filed under the Securities and Exchange Commission's rules and forms.

(b) Changes in Internal Control over Financial Reporting

During the quarter ended March 31, 2009 there were no changes in our internal control over financial reporting that materially affected, or was reasonably likely to materially affect, this control.

(13)

PART II. OTHER INFORMATION

Item 1 -- Legal Proceedings

The Company is involved from time to time in disputes and other litigation in the ordinary course of business, including certain environmental and other matters. The Company presently believes that none of these matters, individually or in the aggregate, would be likely to have a material adverse impact on its financial position, results of operations, or liquidity.

Item 1A - Risk Factors

See Risk Factors set forth in Part I, Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

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

(c) During 2008, the Company announced a repurchase program of up to 150,000 shares. This program does not have an expiration date. The following table discloses the total shares repurchased under this program for the quarter ended March 31, 2009:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of shares Purchased as Part of Publicly Announced Programs	Maximum Number of Shares that ma yet be Purchased Under the Program
January	30,000	$ 7.15	30,000	124,335
February	-	-	-	
March	-	-	-	
Total	30,000	$ 7.15	30,000	124,335

Item 3 -- Defaults Upon Senior Securities

None.

Item 4 -- Submission of Matters to a Vote of Security Holders

None.

Item 5 -- Other Information

None.

Item 6 -- Exhibits

Documents filed as part of this report.

Exhibit 31.1 Certification of Walter C. Johnsen pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 31.2 Certification of Paul G. Driscoll pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(14)

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.

ACME UNITED CORPORATION

By /s/ WALTER C. JOHNSEN

Walter C. Johnsen
Chairman of the Board and
Chief Executive Officer

Dated: May 5, 2009

By /s/ PAUL G. DRISCOLL

Paul G. Driscoll
Vice President and
Chief Financial Officer

Dated: May 5, 2009

(15)