# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### **CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 20, 2018

## APOGEE ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

	Minnesota	0-6365	41-0919654
	(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
	4400 West 78th Street, Suite 52	0, Minneapolis, Minnesota	55435
	(Address of principal	executive offices)	(Zip Code)
	Registrant	's telephone number, including area code: (952) 835	-1874
	(F	Not Applicable ormer address, if changed since last report.)	
Check the		g is intended to simultaneously satisfy the filing obliga	tion of the registrant under any of the following
	Written communications pursuant to Rule 42	25 under the Securities Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 14a-12	under the Exchange Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursua	ant to Rule 14d-2(b) under the Exchange Act (17 CFR 2	240.14d-2(b))
	Pre-commencement communications pursua	unt to Rule 13e-4(c) under the Exchange Act (17 CFR 2	240.13e-4(c))

#### ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On December 20, 2018, Apogee Enterprises, Inc. issued a press release announcing its financial results for the third quarter and full year of fiscal 2019. A copy of this press release is furnished (not filed) as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit 99.1 Press Release issued by Apogee Enterprises, Inc. dated December 20, 2018.

#### **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.

APOGEE ENTERPRISES, INC.

By: /s/ James S. Porter

James S. Porter

Executive Vice President and Chief Financial Officer

Dated: December 20, 2018

#### EXHIBIT INDEX

Exhibit Number Descript

 Description

 99.1
 Press Release issued by Apogee Enterprises, Inc. dated December 20, 2018.



#### APOGEE ENTERPRISES REPORTS FISCAL 2019 THIRD QUARTER RESULTS

Third quarter reported earnings of \$0.78 per diluted share; with adjusted EPS of \$0.80

Architectural Glass operating margin improves sequentially by 390 basis points

Architectural Services revenue grows 48 percent, with strong margin improvement and increased backlog

Year-to-date cash flow from operations increases to \$71 million; year-to-date free cash flow up 35 percent to \$37 million

Company updates full-year guidance

MINNEAPOLIS, MN, December 20, 2018 - Apogee Enterprises, Inc. (Nasdaq: APOG) today announced its fiscal 2019 third-quarter results.

#### **Third-Quarter Highlights**

- Revenue increased to \$357.7 million, from \$356.5 million in the prior year quarter.
- Operating income was \$31.4 million, down from \$34.5 million in last year's third quarter. Adjusted operating income was \$32.1 million, compared to \$37.9 million in the prior year quarter, primarily reflecting lower revenue and margins in Architectural Framing Systems, partially offset by higher revenues and margins in Architectural Services.
- Earnings were \$0.78 per diluted share (EPS), compared to \$0.82 in the prior year period, with adjusted earnings of \$0.80 per diluted share (adjusted EPS), compared to \$0.90 last year.
- Architectural Services revenue grew 48 percent to \$72.8 million, with operating margin improving to 11.9 percent and backlog increasing to \$419.2 million.
- Year-to-date net cash provided by operating activities was \$70.6 million, up from \$66.2 million in the prior year period. Year-to-date free cash flow increased 35 percent to \$36.8 million.

Adjusted operating income, adjusted EPS and free cash flow are non-GAAP financial measures. See Use and Reconciliation of Non-GAAP Financial Measures at the end of this press release for more information and reconciliation to the most directly comparable GAAP measures.

#### Commentary

"During the third quarter our Architectural Services segment continued to deliver robust performance, with nearly 50 percent revenue growth and strong margin gains, while our Large-Scale Optical segment also posted strong margin improvement," said Joseph F. Puishys, Chief Executive Officer. "Overall we continued executing our strategy to grow and diversify the company and we remain confident in Apogee's long-term opportunity to generate profitable growth and cash flow."

"In Architectural Glass, we made progress toward ramping-up production and improving productivity. We continued to hire and train new workers, while improving factory throughput and driving nearly 400 basis points of sequential margin expansion. We have a good road map to further improvements and are focused on driving continued progress in the fourth quarter. We still have significant work ahead of us and now expect our efforts to return to prior margin levels will extend into the first part of fiscal 2020, while continued strong order flow should support top-line growth for the next several quarters."

Puishys concluded, "We saw reduced revenue and profits in Architectural Framing Systems, reflecting lower volumes due to project timing delays. We see this as largely a timing issue, as bidding and award activity remains solid. The lower volumes also impacted the segment's operating margins, offsetting the underlying progress we continue to make in improving operational performance. We now expect this near-term impact will carry over into the fourth quarter, which led us to revise our full-year guidance. Based on strong bidding activity, we remain confident in Framing Systems' strong competitive position and long-term potential."

#### **Segment Results**

#### **Architectural Framing Systems**

Architectural Framing Systems revenue was \$181.3 million, compared to \$194.2 million in the prior year quarter, primarily due to lower volumes, reflecting timing delays in some of the markets we serve. Operating income was \$12.9 million and operating margin was 7.1 percent, down from \$18.5 million and 9.5 percent respectively in the prior year quarter, primarily driven by the lower volumes. Adjusted operating income was \$13.6 million with adjusted operating margin of 7.5 percent, compared to \$21.4 million and 11.0 percent respectively in the prior year quarter. Segment backlog declined to \$407.9 million, compared to \$428.4 million a quarter ago.

#### **Architectural Glass**

Architectural Glass had third quarter revenue of \$98.5 million compared to \$96.9 in the prior year quarter. Operating income was \$5.9 million, compared to \$9.1 million in last year's third quarter. Sequentially, Architectural Glass revenue grew 11.9 percent compared to the second quarter of fiscal 2019 and operating margin improved to 5.9 percent, a 390 basis point increase compared to the second quarter, as the segment benefited from operating leverage and made progress toward overcoming the labor and productivity issues that reduced its profitability in the first half of the fiscal year.

#### **Architectural Services**

Architectural Services' revenue increased to \$72.8 million, up from \$49.1 million in last year's third quarter, as the segment continued to execute on the substantial backlog booked over the past several quarters. The segment posted strong profitability improvements, with operating income increasing to \$8.7 million and operating margin of 11.9 percent, compared to \$2.5 million and 5.2 percent respectively in the prior year period, driven by operating leverage on higher volumes and strong project execution. Segment backlog increased to \$419.2 million, up from \$404.9 million last quarter and \$346.3 million a year ago.

#### Large-Scale Optical

Large-Scale Optical revenue was \$23.4 million, compared to \$26.0 million in the third quarter last year. Operating income was \$6.6 million, compared to \$6.7 million in the prior year period, with operating margin improving to 28.4 percent, from 25.9 percent in the prior year quarter.

#### **Financial Condition**

The company ended the quarter with \$232.7 million of long-term debt. Year-to-date net cash provided by operating activities increased 7 percent to \$70.6 million. Capital expenditures for the first nine months of the fiscal year were \$33.9 million, compared to \$38.9 million in the same period last year, as the company continued to make disciplined investments in growth and productivity improvement initiatives. During the quarter, the company repurchased 600,000 shares of stock for \$23.3 million. Year-to-date, Apogee has returned \$36.5 million of cash to shareholders through dividend payments and share repurchases, a 60 percent increase compared to the same period last year.

#### Outlook

The company is updating its outlook for the full year to reflect lower volumes in Architectural Framing Systems and operational improvement efforts in Architectural Glass which are now expected to extend into fiscal 2020.

The company's updated outlook for fiscal 2019 includes:

- Revenue growth of 6 to 7 percent, compared to 8 to 10 percent previously
- Operating margin of approximately 8.4 percent, compared to 8.3 to 8.8 percent previously
- Adjusted operating margin of approximately 8.7 percent, compared to 8.6 to 9.1 percent previously
- EPS of approximately \$3.00, at the low-end of the previous guidance range of \$3.00 to \$3.20
- Adjusted EPS of approximately \$3.13, compared to \$3.13 to \$3.33 previously
- Adjusted fiscal 2019 earnings guidance excludes the after-tax impact of amortization of short-lived acquired intangibles associated with the acquired backlog of Sotawall and EFCO of \$3.8 million (\$0.13 per diluted share).
- Capital expenditures of approximately \$60 million.
- Tax rate of approximately 24 percent.

#### **Conference Call Information**

The company will host a conference call today at 8:00 a.m. Central Time to discuss its financial results and outlook. The call will be webcast and is available in the Investor Relations section of the company's website at <a href="http://ir.apog.com/events-and-presentations">http://ir.apog.com/events-and-presentations</a>. The webcast also will be archived for replay on the company's web site.

#### **About Apogee Enterprises**

Apogee Enterprises, Inc., headquartered in Minneapolis, is a leader in the design and development of value-added glass and metal products and services for enclosing commercial buildings, framing and displays. The company is organized in four segments, with three of the segments serving the commercial construction market:

Architectural Framing Systems segment businesses design, engineer, fabricate and finish the aluminum frames for window, curtainwall
and storefront systems that comprise the outside skin of buildings. Businesses in this segment are: Wausau, a manufacturer of custom
aluminum window systems and curtainwall; Sotawall, a manufacturer of unitized curtainwall systems; EFCO, a manufacturer of
aluminum window, curtainwall, storefront and entrance systems; Tubelite, a manufacturer of aluminum storefront, entrance and
curtainwall products; Alumicor, a manufacturer of aluminum storefront, entrance, curtainwall and window products for Canadian
markets; and Linetec, a paint and anodizing finisher of window frames and PVC shutters.

- Architectural Glass segment consists of Viracon, the leading fabricator of coated, high-performance architectural glass for global markets
- Architectural Services segment consists of Harmon, one of the largest U.S. full-service building glass installation companies.
- Large-Scale Optical segment, which leverages the same coating technologies used in the company's Architectural Glass segment, consists of Tru Vue, a value-added glass and acrylic manufacturer primarily for framing and display applications.

#### **Use of Non-GAAP Financial Measures**

This release and other financial communications may contain the following non-GAAP measures:

- Adjusted operating income, adjusted operating margin, adjusted net earnings and adjusted earnings per diluted share ("adjusted earnings per share" or "adjusted EPS") are used by the company to provide meaningful supplemental information about its operating performance by excluding amounts that are not considered part of core operating results to enhance comparability of results from period to period. Examples of items excluded to arrive at these adjusted measures include the impact of acquisition-related costs, amortization of short-lived acquired intangibles associated with backlog, and non-recurring restructuring costs.
- Backlog represents the dollar amount of revenues Apogee expects to recognize from firm contracts or orders. The company uses backlog as one of the metrics to evaluate sales trends in its long lead time operating segments.
- Free cash flow is defined as net cash provided by operating activities, minus capital expenditures. The company considers this measure an indication of its financial strength.
- Adjusted EBITDA is equal to the sum of adjusted operating income depreciation and amortization expenses. We believe this metric
  provides useful information to investors and analysts about the Company's performance because it eliminates the effects of period-toperiod changes in taxes, interest expense, and costs associated with capital investments and acquired companies.

Management uses these non-GAAP measures to evaluate the company's historical and prospective financial performance, measure operational profitability on a consistent basis, and provide enhanced transparency to the investment community. These non-GAAP measures should be viewed in addition to, and not as a substitute for, the reported financial results of the company prepared in accordance with GAAP. Other companies may calculate these measures differently, limiting the usefulness of the measures for comparison with other companies.

#### **Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements reflect Apogee management's expectations or beliefs as of the date of this release. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements are qualified by factors that may affect the operating results of the company, including the following: (A) global economic conditions and the cyclical nature of the North American and Latin American commercial construction industries, which impact our three architectural segments, and consumer confidence and the conditions of the U.S. economy, which impact our large-scale optical segment; (B) fluctuations in foreign currency exchange rates; (C) actions of new and existing competitors; (D) ability to effectively utilize and increase production capacity; (E) loss of key personnel and inability to source sufficient labor; (F) product performance, reliability and quality issues; (G) project management and installation issues that could result in losses on individual contracts; (H) changes in consumer and customer preference, or architectural trends and building codes; (I) dependence on a relatively small number of customers in certain business segments; (J) revenue and operating results that could differ from market expectations; (K) self-insurance risk related to a material product liability or other event for which the company is liable; (L) dependence on information

technology systems and information security threats; (M) cost of compliance with and changes in environmental regulations; (N) commodity price fluctuations, trade policy impacts, and supply availability; and (O) integration of recent acquisitions. The company cautions investors that actual future results could differ materially from those described in the forward-looking statements, and that other factors may in the future prove to be important in affecting the company's results of operations. New factors emerge from time to time and it is not possible for management to predict all such factors, nor can it assess the impact of each factor on the business or the extent to which any factor, or a combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. More information concerning potential factors that could affect future financial results is included in the company's Annual Report on Form 10-K for the fiscal year ended March 3, 2018 and in subsequent filings with the U.S. Securities and Exchange Commission.

#### **Contact**

Jeff Huebschen Vice President, Investor Relations & Communications 952.487.7538 <a href="mailto:ir@apog.com">ir@apog.com</a>

## Apogee Enterprises, Inc. Consolidated Condensed Statements of Income

(Unaudited)

		Thirteen	Thirteen		Thirty-Nine	Thirty-Nine	
	V	Veeks Ended	Weeks Ended	%	Weeks Ended	Weeks Ended	%
In thousands, except per share amounts	Dec	ember 1, 2018	December 2, 2017	Change	December 1, 2018	December 2, 2017	Change
Net sales	\$	357,718	\$ 356,506	—%	\$ 1,056,382	\$ 972,721	9 %
Cost of sales		273,628	264,947	3 %	807,096	724,868	11 %
Gross profit		84,090	91,559	(8)%	249,286	247,853	1 %
Selling, general and administrative expenses		52,682	57,024	(8)%	167,224	161,438	4 %
Operating income		31,408	34,535	(9)%	82,062	86,415	(5)%
Interest income		809	106	663 %	1,719	390	341 %
Interest expense		2,941	1,594	85 %	7,514	3,689	104 %
Other (expense) income, net		(655)	303	N/M	(459)	560	N/M
Earnings before income taxes		28,621	33,350	(14)%	75,808	83,676	(9)%
Income tax expense		6,730	9,704	(31)%	18,030	26,517	(32)%
Net earnings	\$	21,891	\$ 23,646	(7)%	\$ 57,778	\$ 57,159	1 %
Earnings per share - basic	\$	0.79	\$ 0.82	(4)%	\$ 2.06	\$ 1.98	4 %
Average common shares outstanding		27,836	28,736	(3)%	28,030	28,812	(3)%
Earnings per share - diluted	\$	0.78	\$ 0.82	(5)%	\$ 2.04	\$ 1.98	3 %
Average common and common equivalent shares outstanding		28,156	28,818	(2)%	28,304	28,862	(2)%
Cash dividends per common share	\$	0.1575	\$ 0.1400	13 %	\$ 0.4725	\$ 0.4200	13 %

## **Business Segment Information**

(Unaudited)

		mi .					m1		TT1 :	
		Thirteen		Thirteen			Thirty-Nine		Thirty-Nine	
	W	leeks Ended		Weeks Ended	%		Weeks Ended		Weeks Ended	%
In thousands	Dec	ember 1, 2018	D	December 2, 2017	Change		December 1, 2018		December 2, 2017	Change
Sales									_	
Architectural Framing Systems	\$	181,306	\$	194,157	(7)%	\$	550,193	\$	493,672	11 %
Architectural Glass		98,524		96,940	2 %		263,533		292,026	(10)%
Architectural Services		72,828		49,077	48 %		220,051		146,056	51 %
Large-Scale Optical		23,377		26,003	(10)%		64,522		64,897	(1)%
Eliminations		(18,317)		(9,671)	89 %		(41,917)		(23,930)	75 %
Total	\$	357,718	\$	356,506	—%	\$	1,056,382	\$	972,721	9 %
Operating income (loss)	<u> </u>									
Architectural Framing Systems	\$	12,903	\$	18,452	(30)%	\$	43,554	\$	46,958	(7)%
Architectural Glass		5,851		9,107	(36)%		9,168		28,687	(68)%
Architectural Services		8,659		2,547	240 %		21,435		4,102	423 %
Large-Scale Optical		6,628		6,724	(1)%		15,845		15,022	5 %
Corporate and other		(2,633)		(2,295)	15 %		(7,940)		(8,354)	(5)%
Total	\$	31,408	\$	34,535	(9)%	\$	82,062	\$	86,415	(5)%

## Apogee Enterprises, Inc. Consolidated Condensed Balance Sheets

(Unaudited)

In thousands	December 1, 2018		 March 3, 2018	
Assets				
Current assets	\$	372,775	\$ 336,278	
Net property, plant and equipment		302,209	304,063	
Other assets		405,996	381,979	
Total assets	\$	1,080,980	\$ 1,022,320	
Liabilities and shareholders' equity				
Current liabilities	\$	212,646	\$ 208,152	
Long-term debt		232,726	215,860	
Other liabilities		104,734	86,953	
Shareholders' equity		530,874	511,355	
Total liabilities and shareholders' equity	\$	1,080,980	\$ 1,022,320	

## **Consolidated Condensed Statement of Cash Flows**

(Unaudited)

	TTI ' A NI'	TTI: A NI
	Thirty-Nine	Thirty-Nine
	Weeks Ended	Weeks Ended
In thousands	December 1, 2018	December 2, 2017
Net earnings	\$ 57,778	\$ 57,159
Depreciation and amortization	38,378	39,774
Share-based compensation	4,724	4,645
Proceeds from new markets tax credit transaction, net of deferred costs	8,850	_
Other, net	7,302	(4,703)
Changes in operating assets and liabilities	(46,388)	(30,636)
Net cash provided by operating activities	70,644	66,239
Capital expenditures	(33,867)	(38,946)
Proceeds on sale of property	12,332	253
Acquisition of businesses and intangibles	_	(184,826)
Net purchases of marketable securities	(3,193)	(866)
Other, net	(2,209)	941
Net cash used in investing activities	(26,937)	(223,444)
Borrowings on line of credit, net	16,500	164,000
Shares withheld for taxes, net of stock issued to employees	(1,591)	(1,561)
Repurchase and retirement of common stock	(23,313)	(10,833)
Dividends paid	(13,180)	(11,971)
Other, net	413	2,039
Net cash (used in) provided by financing activities	(21,171)	141,674
Increase (Decrease) in cash and cash equivalents	22,536	(15,531)
Effect of exchange rates on cash	(498)	1,079
Cash, cash equivalents and restricted cash at beginning of year	19,359	27,297
Cash, cash equivalents and restricted cash at end of period	\$ 41,397	\$ 12,845

Acquisition-related costs

Income tax impact on above adjustments (1)

Adjusted earnings per diluted common share

## Apogee Enterprises, Inc. **Reconciliation of Non-GAAP Financial Measures Adjusted Net Earnings and Adjusted Earnings per Diluted Common Share**

(Unaudited)

	,	Thirteen		Thirteen		Thirty-Nine		hirty-Nine
	We	eks Ended	V	Veeks Ended	W	eeks Ended	W	eeks Ended
In thousands	Dece	December 1, 2018		December 2, 2017		December 1, 2018		mber 2, 2017
Net earnings	\$	21,891	\$	23,646	\$	57,778	\$	57,159
Amortization of short-lived acquired intangibles		717		2,924		4,655		7,608
Acquisition-related costs		_		423		_		4,840
Income tax impact on above adjustments (1)	(168)			(974)		(1,108)		(4,120)
Adjusted net earnings	\$	22,440	\$	26,019	\$	61,325	\$	65,487
	,	Thirteen		Thirteen	Т	Thirty-Nine	Thirty-Nine	
	We	Weeks Ended		Veeks Ended	W	eeks Ended	Weeks Ended	
	Dece	December 1, 2018		ember 2, 2017	December 1, 2018		Dece	mber 2, 2017
Earnings per diluted common share	\$	0.78	\$	0.82	\$	2.04	\$	1.98
Amortization of short-lived acquired intangibles		0.03		0.10		0.16		0.26

<sup>0.80</sup> (1) Income tax impact on adjustments was calculated using the estimated quarterly effective income tax rate of 23.5% in the current year and 29.1% in the prior year and for the year-to-date period using the estimated annual effective income tax rate of 23.8% in the current year and 33.1% in the prior year.

\$

(0.01)

0.01

(0.03)

0.90

(0.04)

2.17

0.17

(0.14)

2.27

### **EBITDA and Adjusted EBITDA**

	Th	Thirteen		'hirteen	7	Thirty-Nine	Thirty-Nine	
	Weel	Weeks Ended		Weeks Ended		Weeks Ended		eeks Ended
In thousands	Decem	ber 1, 2018	Decen	ıber 2, 2017	Dec	ember 1, 2018	December 2, 2017	
Net earnings	\$	21,891	\$	23,646	\$	57,778	\$	57,159
Income tax expense		6,730		9,704		18,030		26,517
Other expense (income), net		655		(303)		459		(560)
Interest expense, net		2,132		1,488		5,795		3,299
Depreciation and amortization		11,921		14,712		38,378		39,774
EBITDA		43,329		49,247		120,440		126,189
Amortization of short-lived acquired intangibles		717		2,924		4,655		7,608
Acquisition-related costs		_		423		_		4,840
Adjusted EBITDA	\$	44,046	\$	52,594	\$	125,095	\$	138,637

### **Adjusted Operating Income and Adjusted Operating Margin**

(Unaudited)

Thirtoon	VA/oolse	Ended	December	1 20	10
i nirteen	weeks	r.naea	December	1. 20	ıα

	Fr	aming Syst	ems Segment	Corporate		Consoli		idated
In thousands	Operating income		Operating margin	Operating income (loss)		Operating income		Operating margin
Operating income (loss)	\$	12,903	7.1%	\$	(2,633)	\$	31,408	8.8%
Amortization of short-lived acquired intangibles		717	0.4%		_		717	0.2%
Adjusted operating income (loss)	\$	13,620	7.5%	\$	(2,633)	\$	32,125	9.0%

#### Thirteen Weeks Ended December 2, 2017

	Fr	aming Syste	ems Segment	Corporate		Consol		idated
In thousands	Operating income		Operating margin	Operating income (loss)		Operating income		Operating margin
Operating income (loss)	\$	18,452	9.5%	\$	(2,295)	\$	34,535	9.7%
Amortization of short-lived acquired intangibles		2,924	1.5%		_		2,924	0.8%
Acquisition-related costs		_	%		423		423	0.1%
Adjusted operating income (loss)	\$	21,376	11.0%	\$	(1,872)	\$	37,882	10.6%

#### Thirty-Nine Weeks Ended December 1, 2018

	Fr	aming Syst	ems Segment	Corporate		Consol		idated
In thousands	Operating income		Operating margin	Operating income (loss)		Operating income		Operating margin
Operating income (loss)	\$	43,554	7.9%	\$	(7,940)	\$	82,062	7.8%
Amortization of short-lived acquired intangibles		4,655	0.8%		_		4,655	0.4%
Adjusted operating income (loss)	\$	48,209	8.8%	\$	(7,940)	\$	86,717	8.2%

#### Thirty-Nine Weeks Ended December 2, 2017

	Fr	aming Syste	ms Segment Corpo		Corporate		Consol	olidated	
In thousands		perating income	Operating margin	Operating income (loss)		Operating income		Operating margin	
Operating income (loss)	\$	46,958	9.5%	\$	(8,354)	\$	86,415	8.9%	
Amortization of short-lived acquired intangibles		7,608	1.5%		_		7,608	0.8%	
Acquisition-related costs		_	%		4,840		4,840	0.5%	
Adjusted operating income (loss)	\$	54,566	11.1%	\$	(3,514)	\$	98,863	10.2%	