Hill-Rom Holdings, Inc.
Form 10-Q
May 05, 2015

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

FORM 10-Q

(Mark One)

xQuarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2015

OR

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

Commission File No. 1-6651

HILL-ROM HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Indiana	35-1160484
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1069 State Route 46 East Batesville, Indiana	47006-8835
(Address of principal executive offices)	(Zip Code)

(812) 934-7777
(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 þ No o

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

(§232.405 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 þ No o

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

Large accelerated filer R 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 o No þ

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

Common Stock, without par value – 56,660,230 shares as of April 27, 2015.

HILL-ROM HOLDINGS, INC.

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PART I – FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

Hill-Rom Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Income (Loss) (Unaudited)
(In millions, except per share data)

	Quarter Ended March 31		Year to Date Ended March 31	
	2015	2014	2015	2014
Net Revenue				
Capital sales	$375.7	$313.6	$ 749.1	$ 609.1
Rental revenue	99.1	101.7	190.7	199.6
Total revenue	474.8	415.3	939.8	808.7
Cost of Revenue				
Cost of goods sold	213.9	169.5	434.4	340.7
Rental expenses	46.7	43.1	91.3	88.5
Total cost of revenue	260.6	212.6	525.7	429.2
Gross Profit	214.2	202.7	414.1	379.5
Research and development expenses	22.2	16.4	44.0	32.8
Selling and administrative expenses	149.9	130.1	305.0	268.1
Special charges (Note 8)	3.8	28.4	7.5	29.4
Operating Profit	38.3	27.8	57.6	49.2
Interest expense	(3.0)	(2.3)	(6.2)	(4.3)
Investment income and other, net	1.3	(0.2)	2.2	(0.2)
Income Before Income Taxes	36.6	25.3	53.6	44.7
Income tax expense (Note 9)	10.5	28.6	15.4	34.8
Net Income (Loss)	$26.1	$(3.3)	$ 38.2	$ 9.9
Net Income (Loss) per Common Share - Basic	$0.46	$(0.06)	$ 0.67	$ 0.17
Net Income (Loss) per Common Share - Diluted	$0.45	$(0.06)	$ 0.66	$ 0.17
Dividends per Common Share	$0.1600	$0.1525	$ 0.3125	$ 0.2900
Average Common Shares Outstanding - Basic (thousands) (Note 10)	56,544	57,303	56,841	57,781
Average Common Shares Outstanding - Diluted (thousands) (Note 10)	57,610	57,303	57,894	58,612

See Notes to Condensed Consolidated Financial Statements

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Hill-Rom Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited)
(In millions)

	Quarter Ended March 31		Year to Date Ended March 31	
	2015	2014	2015	2014
Net Income (Loss)	$ 26.1	$ (3.3)	$ 38.2	$ 9.9
Other Comprehensive Income (Loss), net of tax (Note 7):				
Available-for-sale securities and currency hedges	(0.2)	0.1	(0.6)	0.2
Foreign currency translation adjustment	(48.0)	(0.2)	(70.6)	5.6
Change in pension and postretirement defined benefit plans	0.9	0.5	1.8	1.1
Total Other Comprehensive Income (Loss), net of tax	(47.3)	0.4	(69.4)	6.9
Total Comprehensive Income (Loss)	$ (21.2)	$ (2.9)	$ (31.2)	$ 16.8

See Notes to Condensed Consolidated Financial Statements

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Hill-Rom Holdings, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)
(In millions)

	March 31, 2015	September 30, 2014
ASSETS		
Current Assets		
Cash and cash equivalents	$ 114.5	$ 99.3
Trade accounts receivable, net of allowances (Note 2)	368.0	411.0
Inventories (Note 2)	168.7	176.2
Deferred income taxes (Notes 1 and 9)	41.9	40.9
Other current assets	51.5	51.9
Total current assets	744.6	779.3
Property, plant and equipment, net (Note 2)	286.0	261.5
Goodwill (Note 4)	387.3	399.8
Software and other intangible assets, net (Note 2)	236.9	261.1
Deferred income taxes (Notes 1 and 9)	21.5	23.0
Other assets	29.9	27.4
Total Assets	$ 1,706.2	$ 1,752.1
LIABILITIES		
Current Liabilities		
Trade accounts payable	$ 87.7	$ 112.7
Short-term borrowings (Note 5)	128.7	126.9
Accrued compensation	76.1	89.2
Accrued product warranties (Note 12)	27.2	28.4
Other current liabilities	82.0	85.1
Total current liabilities	401.7	442.3
Long-term debt (Note 5)	449.8	364.9
Accrued pension and postretirement benefits (Note 6)	74.4	76.9
Deferred income taxes (Notes 1 and 9)	27.8	31.0
Other long-term liabilities	30.2	30.5
Total Liabilities	983.9	945.6
Commitments and Contingencies (Note 14)		
SHAREHOLDERS' EQUITY		
Common stock (Note 2)	4.4	4.4
Additional paid-in-capital	140.4	134.1
Retained earnings	1,520.2	1,499.8
Accumulated other comprehensive loss (Note 7)	(143.5)	(74.1)
Treasury stock, at cost (Note 2)	(799.2)	(757.7)
Total Shareholders' Equity	722.3	806.5
Total Liabilities and Shareholders' Equity	$ 1,706.2	$ 1,752.1

See Notes to Condensed Consolidated Financial Statements

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Hill-Rom Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In millions)

	Year to Date Ended March 31	
	2015	2014
Operating Activities		
Net income	$ 38.2	$ 9.9
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	34.9	33.6
Amortization	5.5	7.0
Acquisition-related intangible asset amortization	15.7	13.8
Provision for deferred income taxes	(6.2)	6.5
(Gain) loss on disposal of property, equipment leased to others, intangible assets and impairments	(0.2)	7.8
Stock compensation	9.9	9.0
Excess tax benefits from employee stock plans	(1.4)	0.6
Change in working capital excluding cash, current debt, acquisitions and dispositions:		
Trade accounts receivable	22.6	15.8
Inventories	(3.9)	0.9
Other current assets	(2.8)	(1.3)
Trade accounts payable	(16.6)	(14.5)
Accrued expenses and other liabilities	(9.4)	(14.6)
Other, net	0.8	3.4
Net cash provided by operating activities	87.1	77.9
Investing Activities		
Capital expenditures and purchases of intangible assets	(80.3)	(31.4)
Proceeds on sale of property and equipment leased to others	0.9	1.3
Payment for acquisition of businesses, net of cash acquired	(2.7)	(14.3)
Refund on acquisition of businesses	-	4.6
Other	(4.8)	-
Net cash used in investing activities	(86.9)	(39.8)
Financing Activities		
Net change in short-term debt	(0.7)	(0.2)
Borrowings on revolving credit facility	95.0	41.0
Proceeds from long-term debt	-	0.6
Payment of long-term debt	(7.6)	(5.0)
Purchase of noncontrolling interest	(1.3)	(1.0)
Payment of cash dividends	(17.7)	(16.7)
Proceeds on exercise of stock options	9.1	7.4
Proceeds from stock issuance	1.3	1.3
Excess tax benefits from employee stock plans	1.4	(0.6)
Treasury stock acquired	(57.1)	(71.6)
Net cash provided by (used in) financing activities	22.4	(44.8)

Effect of exchange rate changes on cash	(7.4)	(0.4)
Net Cash Flows	15.2	(7.1)
Cash and Cash Equivalents:		
At beginning of period	99.3	127.4
At end of period	$ 114.5	$ 120.3

See Notes to Condensed Consolidated Financial Statements

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Hill-Rom Holdings, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)
(Dollars in millions except per share data)

1. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

Unless the context otherwise requires, the terms "Hill-Rom," "we," "our" and "us" refer to Hill-Rom Holdings, Inc. and our wholly-owned subsidiaries. The unaudited Condensed Consolidated Financial Statements appearing in this Quarterly Report on Form 10-Q should be read in conjunction with the audited Consolidated Financial Statements and notes thereto included in our latest Annual Report on Form 10-K for the fiscal year ended September 30, 2014 ("2014 Form 10-K") as filed with the United States ("U.S.") Securities and Exchange Commission. The September 30, 2014 Condensed Consolidated Balance Sheet was derived from audited Consolidated Financial Statements, but does not include all disclosures required by accounting principles generally accepted in the U.S. In the opinion of management, the Condensed Consolidated Financial Statements herein include all adjustments, consisting only of normal recurring adjustments, necessary to state fairly the financial position, results of operations and cash flows for the interim periods presented. Quarterly results are not necessarily indicative of annual results.

The Condensed Consolidated Financial Statements include the accounts of Hill-Rom and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires our management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the period. Actual results could differ from those estimates. Examples of such estimates include our income taxes (Notes 1 and 9), accounts receivable reserves (Note 2), accrued warranties (Note 12), and commitments and contingencies (Note 14), among others.

Fair Value Measurements

Fair value measurements are classified and disclosed in one of the following three categories:

- Level 1: Financial instruments with unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets and liabilities.

- Level 2: Financial instruments with observable inputs other than those included in Level 1 such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3: Financial instruments with unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Unobservable inputs reflect our own assumptions that market participants would use in pricing the asset or liability (including assumptions about risk). Unobservable inputs shall be developed based on the best information available in the circumstances, which might include our own data.

We record cash and cash equivalents, as disclosed on our Condensed Consolidated Balance Sheets, as Level 1 instruments and certain other insignificant derivatives and investments as either Level 2 or 3 instruments. Refer to Note 5 for disclosure of our debt instrument fair values.

Taxes Collected from Customers and Remitted to Governmental Units

Taxes assessed by a governmental authority that are directly imposed on a revenue producing transaction between us and our customers, including but not limited to sales taxes, use taxes and value added taxes, are accounted for on a net (excluded from revenue and costs) basis.

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Income Taxes

We and our eligible domestic subsidiaries file a consolidated U.S. income tax return. Foreign operations file income tax returns in a number of jurisdictions. Deferred income taxes are computed using an asset and liability approach to reflect the net tax effects of temporary differences between the financial reporting carrying amounts of assets and liabilities and the corresponding income tax amounts. We have a variety of deferred tax assets in numerous tax jurisdictions. These deferred tax assets are subject to periodic assessment as to recoverability. If it is determined that it is more likely than not that the benefits will not be realized, valuation allowances are recognized. In evaluating whether it is more likely than not that we would recover these deferred tax assets, future taxable income, the reversal of existing temporary differences and tax planning strategies are considered.

As of March 31, 2015, we had $23.2 million of valuation allowances on deferred tax assets, on a tax-effected basis, primarily related to foreign operating loss carryforwards and other tax attributes. The valuation allowance was decreased in the current period by $1.9 million to reflect the expected realization of certain deferred assets in Australia. We believe that our estimates for the valuation allowances recorded against deferred tax assets are appropriate based on current facts and circumstances.

We account for uncertain income tax positions using a threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The difference between the tax benefit recognized in the financial statements for an uncertain income tax position and the tax benefit claimed in the tax return is referred to as an unrecognized tax benefit.

Employee Benefits Change

During the second quarter of fiscal 2014, we implemented a new paid time off policy as part of our employee benefits programs, replacing certain previously existing vacation and sick time policies. In conjunction with these changes in policies, the vesting provisions with respect to the accumulation of paid time off were delayed resulting in the recognition and utilization of paid time off in the same benefits year. As a result of this change, significant portions of our existing accrued vacation balance were no longer necessary and we reversed $12.2 million in the second quarter of fiscal 2014 and an additional $1.2 million in the third quarter of fiscal 2014 to reflect the change in vesting provisions.

Recently Issued Accounting Standards

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers", which provides guidance for revenue recognition. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. At present time, this guidance will be effective for us in the first quarter of fiscal 2018, ending December 31, 2017. Early adoption is not permitted.

In April 2015, the FASB proposed deferring the effective date by one year to annual reporting periods beginning after December 15, 2017. The FASB also proposed permitting early adoption of the standard, but not before the original effective date. We are currently in the process of evaluating the impact of adoption of this ASU on our Consolidated Financial Statements.

Except as noted above, there have been no significant changes to our assessment of the impact of recently issued accounting standards included in Note 1 of Notes to Consolidated Financial Statements in our 2014 Form 10-K.

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2. Supplementary Balance Sheet Information

		March 31, 2015		September 30, 2014
Allowance for possible losses and discounts on trade receivables	$	27.9	$	31.4
Inventories:				
Finished products	$	89.1	$	93.5
Raw materials and work in process		79.6		82.7
Total inventory	$	168.7	$	176.2
Accumulated depreciation of property, plant and equipment	$	592.6	$	588.1
Accumulated amortization of software and other intangible assets	$	296.5	$	283.3
Preferred stock, without par value:				
Shares authorized		1,000,000		1,000,000
Shares issued		None		None
Common stock, without par value:				
Shares authorized		199,000,000		199,000,000
Shares issued		80,323,912		80,323,912
Shares outstanding		56,654,412		57,439,911
Treasury shares		23,669,500		22,884,001

3. Acquisitions

Trumpf Medical

On August 1, 2014, we completed the acquisition of Trumpf Medical ("Trumpf") and funded the transaction with a combination of cash on hand and borrowings under the revolving credit facility. Trumpf provides a portfolio of well-established operating room (OR) infrastructure products such as surgical tables, surgical lighting, and supply units and expands our product offerings in the surgical suite.

The purchase price was $232.9 million ($226.6 million net of cash acquired). The results of Trumpf are included in the Condensed Consolidated Financial Statements since the date of acquisition.

The following summarizes the fair value of assets acquired and liabilities assumed at the date of the acquisition. During the first and second quarters of 2015, we made certain adjustments to the opening balance sheet as of the acquisition date to reflect certain fair value adjustments and recorded a $3.0 million liability to reflect the settlement of certain purchase agreement provisions with the seller. These results are preliminary and subject to other fair value adjustments.

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	Amount
Trade receivables	$ 65.6
Inventory	63.6
Other current assets	24.2
Property, plant, and equipment	42.1
Goodwill	62.8
Trade name (5-year useful life)	6.7
Customer relationships (10-year weighted average useful life)	15.8
Developed technology (8-year weighted average useful life)	17.8
Other intangibles	4.8
Other noncurrent assets	0.7
Deferred tax asset	15.2
Current liabilities	(72.3)
Long term debt	(6.0)
Noncurrent liabilities	(8.1)
Total purchase price	$ 232.9

Goodwill was allocated entirely to our Surgical and Respiratory Care segment. The goodwill related to the acquired German operations will be tax deductible while the remaining goodwill will not be deductible for tax purposes.

On an unaudited proforma basis, as if the Trumpf acquisition had been consummated prior to the earliest date of the financial results presented, our revenue would have been higher by approximately $63 million and $123 million for the quarter and year to date periods ended March 31, 2014. As previously disclosed, the impact to net income on an unaudited proforma basis would not have been significant to our financial results for fiscal 2014. The unaudited pro forma results are based on the Company's historical financial statements and those of the Trumpf business and do not necessarily indicate the results of operations that would have resulted had the acquisition been completed at the beginning of the comparable period presented and are not indicative of the results of operations in future periods.

4. Goodwill and Indefinite-Lived Intangible Assets

The following summarizes goodwill activity by reportable segment:

	North America	Surgical and Respiratory Care	International	Total
Balances at September 30, 2014:				
Goodwill	$ 390.6	$ 333.5	$ 148.5	$ 872.6
Accumulated impairment losses	(358.1)	-	(114.7)	(472.8)
Goodwill, net at September 30, 2014	32.5	333.5	33.8	399.8
Changes in Goodwill during the period:				
Goodwill related to acquisitions	-	5.5	-	5.5
Currency translation effect	-	(13.8)	(4.2)	(18.0)
Balances at March 31, 2015:				
Goodwill	390.6	325.2	144.3	860.1
Accumulated impairment losses	(358.1)	-	(114.7)	(472.8)
Goodwill, net at March 31, 2015	$ 32.5	$ 325.2	$ 29.6	$ 387.3

As discussed in Note 3, we recorded adjustments to goodwill during the first and second quarters of fiscal 2015 related to the Trumpf acquisition completed during the fourth quarter of fiscal 2014.

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5. Financing Agreements

Total debt consists of the following:

		March 31, 2015		September 30, 2014
Revolving credit facility	$	360.0	$	265.0
Term loan current portion		18.7		16.2
Term loan long-term portion		150.0		160.0
Unsecured 7.00% debentures due on February 15, 2024		19.4		19.4
Unsecured 6.75% debentures due on December 15, 2027		29.8		29.8
Other		0.6		1.4
Total debt		578.5		491.8
Less current portion of debt		128.7		126.9
Total long-term debt	$	449.8	$	364.9

Prior to May 1, 2015, we had a credit facility that provided for revolving loans of up to $500.0 million, plus a term loan in the aggregate amount of $200.0 million. Borrowings under the credit facility and term loan bear interest at variable rates specified therein, that are currently less than 2.0 percent, and the availability of borrowings is subject to our ability at the time of borrowing to meet certain specified conditions, including compliance with covenants contained in the credit agreement governing the facility. The credit facility contains covenants that, among other matters, require us to maintain a ratio of consolidated indebtedness to consolidated EBITDA (each as defined in the credit agreement) of not more than 3.5:1.0 and a ratio of consolidated EBITDA to interest expense of not less than 3.5:1.0. As of March 31, 2015, we had outstanding borrowings of $360.0 million and undrawn letters of credit of $5.1 million under the revolving credit facility, leaving $134.9 million of borrowing capacity available. We are in compliance with all of our debt covenants as of March 31, 2015.

On May 1, 2015, we entered into an Amended and Restated Credit Agreement (the “New Credit Facility”) with the lenders named therein, JPMorgan Chase Bank, N.A., as Administrative agent, and each of Citizens Bank, N.A. Bank of America, N.A. and PNC Bank, National Association, as Co-Syndication Agents, which amended and restated our prior credit facility, entered into August 24, 2012. The New Credit Facility provides for revolving loans of up to $900.0 million at any time outstanding plus term loans in the current principal amount of $168.8 million. We currently have $360.0 million of outstanding borrowings and undrawn letters of credit of $5.1 million under the revolving loan portion of the New Credit Facility, leaving $534.9 million of available borrowing capacity. The New Credit Facility is to be used for general corporate purposes, including financing permitted acquisitions.

All revolving loans under the New Credit Facility mature May 1, 2020. The term loans will continue to amortize so that $43.8 million of the remaining principal will be repaid through August 24, 2017, with the balance due at such date.

Borrowings under the New Credit Facility bear interest based on a margin (which varies dependent upon the Company’s credit rating) over certain pre-defined index rates, selected at the Company’s option. The New Credit Facility is guaranteed by several fully owned subsidiaries of the Company. The New Credit Facility contains terms and conditions, events of default, and customary covenants, including requiring that (1) the Company maintain a ratio of Consolidated Indebtedness to Consolidated EBITDA of not more than 3.50:1.0; and (2) a ratio of Consolidated EBITDA to interest expense of not less than 3.00:1.0.

Unsecured debentures outstanding at March 31, 2015 have fixed rates of interest. We have deferred gains included in the amounts above from the termination of previous interest rate swap agreements, and those deferred gains amounted to less than $1.0 million at both March 31, 2015 and September 30, 2014. The deferred gains are being amortized and recognized as a reduction of interest expense over the remaining term of the related debt through 2024, and as a result, the effective interest rates on that debt have been and will continue to be lower than the stated interest rates.

We have trade finance credit lines and uncommitted letter of credit facilities. These lines are associated with the normal course of business and we had $1.3 million and $42.4 million of outstanding standby letters of credit as of March 31, 2015 and September 30, 2014, respectively.

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We are exposed to market risk from fluctuations in interest rates. The Company sometimes manages its exposure to interest rate fluctuations through the use of interest rate swaps (cash flow hedges). As of March 31, 2015, we had one interest rate swap agreement with a notional amount of $118.8 million to hedge the variability of cash flows associated with a portion of the term loan variable interest rate payments for the period of January 2014 to August 2017. The interest rate swap has been designated as a cash flow hedge. The interest rate swap fair value was a $0.5 million liability as of March 31, 2015 and an asset of $0.2 million as of September 30, 2014. The fair value measurement for our interest rate swap is classified as Level 2, as described in Note 1.

The fair value of our debt is estimated based on the quoted market prices for the same or similar issues or on the current rates offered to us for debt of the same remaining maturities. The book values of our short-term debt instruments approximate fair value. The estimated fair values of our long-term unsecured debentures were $58.2 million at March 31, 2015 and $55.5 million at September 30, 2014, and were based on observable inputs such as quoted prices in markets that are not active. The estimated fair value of our term loan was $168.0 million and $175.2 million based on quoted prices for similar liabilities at March 31, 2015 and September 30, 2014. The fair value measurements for both our long-term unsecured debentures and our term loan were classified as Level 2, as described in Note 1.

6. Retirement and Postretirement Plans

We sponsor five defined benefit retirement plans: a master defined benefit retirement plan, a nonqualified supplemental executive defined benefit retirement plan and three defined benefit retirement plans covering employees in Germany and France. Benefits for such plans are based primarily on years of service and the employee's level of compensation during specific periods of employment. We contribute funds to trusts as necessary to provide for current service and for any unfunded projected future benefit obligation over a reasonable period of time for our funded plans. All of our plans have an annual measurement date of September 30. The following table includes the components of net pension expense for our defined benefit plans.

	Quarter Ended March 31		Year to Date Ended March 31	
	2015	2014	2015	2014
Service cost	$1.3	$1.3	$ 2.7	$ 2.5
Interest cost	3.7	3.6	7.4	7.2
Expected return on plan assets	(4.2)	(4.2)	(8.5)	(8.4)
Amortization of unrecognized prior service cost, net	0.2	0.1	0.3	0.3
Amortization of net loss	1.3	0.8	2.7	1.6
Net pension expense	2.3	1.6	4.6	3.2
Special termination benefits	-	2.4	-	2.4
Net pension expense	$2.3	$4.0	$ 4.6	$ 5.6

We also sponsor a domestic postretirement health care plan that provides health care benefits to qualified retirees and dependents until eligible for Medicare. Annual costs related to the domestic postretirement health care plan are not significant.

During the second quarter of fiscal 2014, we initiated a domestic early retirement program, which offered certain special termination benefits relating to our pension and postretirement health care plans. This program and the related special termination benefits resulted in a non-cash charge of $4.5 million, $2.4 million of which related to our master defined benefit retirement plan and $2.1 million for our postretirement health care plan. During the third and fourth quarters of fiscal 2014, we reversed a cumulative $1.3 million of the $2.1 million postretirement health care plan charge as certain participants elected alternative coverage separate from the postretirement health care plan. The employee elections were not known until the third and fourth quarters of fiscal 2014. Refer to Note 8 for more details

We have defined contribution savings plans that cover substantially all U.S. employees and certain non-U.S. employees. The general purpose of these plans is to provide additional financial security during retirement by providing employees with an incentive to make regular savings. Company contributions to the plans are based on eligibility and employee contributions. Expense under these plans was $3.8 million and $3.6 million in each of the quarterly periods ended March 31, 2015 and 2014; and $8.0 million and $7.3 million in the year to date periods ended March 31, 2015 and 2014.

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7. Other Comprehensive Income

The following tables describe the changes in accumulated other comprehensive loss by component:

Quarter Ended March 31, 2015

	Other comprehensive income (loss)					Accumulated other comprehensive loss		
	Prior reclassification	Reclassification from	Pre-tax	Tax effect	Net of tax	Beginning balance	Net activity	Ending balance
Available-for-sale securities and currency hedges	$(0.4)	$ -	$(0.4)	$0.2	$(0.2)	$(0.4)	$(0.2)	$(0.6)
Foreign currency translation adjustment	(48.0)	-	(48.0)	-	(48.0)	(56.8)	(48.0)	(104.8)
Change in pension and postretirement defined benefit plans	-	1.4	1.4	(0.5)	0.9	(39.0)	0.9	(38.1)
Total	$(48.4)	$ 1.4	$(47.0)	$(0.3)	$(47.3)	$(96.2)	$(47.3)	$(143.5)

Quarter Ended March 31, 2014

	Other comprehensive income (loss)					Accumulated other comprehensive loss		
	Prior reclassification	Reclassification from	Pre-tax	Tax effect	Net of tax	Beginning balance	Net activity	Ending balance
Available-for-sale securities and currency hedges	$-	$ 0.1	$0.1	$-	$0.1	$(0.2)	$0.1	$(0.1)
Foreign currency translation adjustment	(0.2)	-	(0.2)	-	(0.2)	1.2	(0.2)	1.0
Change in pension and postretirement defined benefit plans	-	0.9	0.9	(0.4)	0.5	(30.2)	0.5	(29.7)
Total	$(0.2)	$ 1.0	$0.8	$(0.4)	$0.4	$(29.2)	$0.4	$(28.8)

Year to Date Ended March 31, 2015

	Other comprehensive income					Accumulated other comprehensive loss		
	Prior reclassification	Reclassification from	Pre-tax	Tax effect	Net of tax	Beginning balance	Net activity	Ending balance
Available-for-sale securities and currency hedges	$(1.0)	$ -	$(1.0)	$0.4	$(0.6)	$-	$(0.6)	$(0.6)
Foreign currency translation adjustment	(70.6)	-	(70.6)	-	(70.6)	(34.2)	(70.6)	(104.8)
Change in pension and postretirement defined benefit plans	0.1	2.7	2.8	(1.0)	1.8	(39.9)	1.8	(38.1)
Total	$(71.5)	$ 2.7	$(68.8)	$(0.6)	$(69.4)	$(74.1)	$(69.4)	$(143.5)

Year to Date Ended March 31, 2014

	Other comprehensive income					Accumulated other comprehensive loss		
	Prior reclassification	Reclassification from	Pre-tax	Tax effect	Net of tax	Beginning balance	Net activity	Ending balance

Available-for-sale securities and currency hedges	$0.1	$ 0.1	$0.2	$ -	$0.2	$ (0.3)	$ 0.2	$ (0.1)
Foreign currency translation adjustment	5.6	-	5.6	-	5.6	(4.6)	5.6	1.0
Change in pension and postretirement defined benefit plans	0.2	1.7	1.9	(0.8)	1.1	(30.8)	1.1	(29.7)
Total	$5.9	$ 1.8	$7.7	$ (0.8)	$6.9	$ (35.7)	$ 6.9	$ (28.8)

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The following table represents the items reclassified out of accumulated other comprehensive loss and the related tax effects:

	Quarter Ended March 31					
	2015			2014		
	Amount reclassified	Tax effect	Net of tax	Amount reclassified	Tax effect	Net of tax
Change in pension and postretirement defined benefit plans (a)	$1.4	$(0.5)	$0.9	$0.9	$(0.4)	$0.5
Available-for-sale securities and currency hedges (b)	-	-	-	0.1	-	0.1

	Year to Date Ended March 31					
	2015			2014		
	Amount reclassified	Tax effect	Net of tax	Amount reclassified	Tax effect	Net of tax
Change in pension and postretirement defined benefit plans (a)	$ 2.7	$ (1.0)	$ 1.7	$ 1.7	$ (0.7)	$ 1.0
Available-for-sale securities and currency hedges (b)	-	-	-	0.1	-	0.1

(a) Reclassified from accumulated other comprehensive loss into cost of goods sold and selling and administrative expenses. These components are included in the computation of net periodic pension expense.
(b) Reclassified from accumulated other comprehensive loss into other income (expense), net.

8. Special Charges

During the second quarter of fiscal 2014, we announced a global restructuring program focused on improving our cost structure. This action included early retirement and reduction in force programs that eliminated over 200 net positions primarily in the U.S., which was substantially completed in fiscal 2014 with cash expenditures continuing during fiscal 2015. The program is also reducing our European manufacturing capacity and streamlining our global operations by, among other things, executing a back office process transformation program in Europe.

The restructuring in Europe is in process and has resulted in severance and benefit charges of $2.3 million and $4.6 million for the quarter and year to date ended March 31, 2015, as well as other costs of $2.0 and $3.4 million over the same periods related to legal and professional fees, temporary labor, project management, and other administrative functions. In the second quarter of fiscal 2015, we also reversed $0.5 million of previously recorded severance and benefit charges due to certain plan participants declining continuing healthcare coverage.

Since the inception of the global restructuring program through March 31, 2015, we have recognized aggregate special charges of $32.4 million, which are recorded in both fiscal 2014 and 2015. Charges of $16.9 million were recorded in the quarter ended March 31, 2014. We expect to incur $10 million to $15 million of additional European restructuring costs through the completion of the program.

Also during the second quarter of fiscal 2014, we initiated a plan to discontinue third-party payer rentals of therapy products occurring primarily in home care settings. We intend to continue renting these products to facilities and customers who are billed directly for the product. Special charges recorded for this action included a $7.7 million non-cash tangible asset impairment charge, a $2.0 million charge for severance and other benefits for approximately 70 eliminated positions, and $1.8 million in other related costs. This action is substantially complete.

During the first quarter of fiscal 2014, we initiated a plan to improve our cost structure and streamline our organization by offering an early retirement program to certain manufacturing employees in our Batesville, Indiana plant, meeting specific eligibility requirements, and other minor reduction in force actions. These programs resulted in the elimination of approximately 35 positions and required recognition of a special charge of approximately $1 million for lump sum payments under the program and severance and other benefits provided to other affected employees. This action was substantially complete by the end of the second quarter of fiscal 2014.

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For all accrued severance and other benefit charges described above, we record restructuring reserves within other current liabilities. The reserve activity for severance and other benefits during fiscal 2015 was as follows:

Balance at September 30, 2014	$11.7
Expenses	4.6
Cash Payments	(7.2)
Reversals	(0.5)
Balance at March 31, 2015	$8.6

9. Income Taxes

The effective tax rate was 28.7 percent for both the quarterly and year to date periods ended March 31, 2015 compared to 113.0 and 77.9 percent for the comparable prior year periods.

The effective rates for both the three- and six-month periods ended March 31, 2015 are lower than the comparable periods in fiscal 2014 due primarily to $19.6 million of tax expense realized in the prior year to establish a valuation allowance in France reflecting cumulative and expected future losses associated with the expenses of our global restructuring program. The three- and six-month periods ended March 31, 2015 are also favorably impacted by a $1.9 million tax benefit due to the reversal of previously recorded valuation allowances in Australia. Additionally, the reinstatement of the research and development tax credit favorably impacted the effective rate for the three- and six-month periods ended March 31, 2015.

On December 19, 2014, the President signed into law the Tax Increase Prevention Act of 2014 (the Tax Act). The Tax Act retroactively extended the research and development tax credit for one year beginning January 1, 2014 through December 31, 2014. This credit had previously expired effective December 31, 2013.

We expect the reinstatement of the research and development tax credit to favorably impact the effective tax rate for fiscal 2015 by nearly $2 million through a combination of a one-time catch-up adjustment from the reinstatement of the credit recorded in our first quarter of fiscal 2015 and the inclusion of the limited current year research credit into the fiscal 2015 effective tax rate.

10. Earnings per Common Share

Basic earnings per share is calculated based upon the weighted average number of outstanding common shares for the period, plus the effect of deferred vested shares. Diluted earnings per share is calculated consistent with the basic earnings per share calculation plus the effect of dilutive unissued common shares related to stock-based employee compensation programs. For all periods presented, anti-dilutive stock options were excluded from the calculation of diluted earnings per share. Cumulative treasury stock acquired, less cumulative shares reissued, have been excluded in determining the average number of shares outstanding.

Earnings per share are calculated as follows (share information in thousands):

	Quarter Ended March 31		Year to Date Ended March 31	
	2015	2014	2015	2014
Net income (loss)	$26.1	$(3.3)	$38.2	$9.9
Average shares outstanding - Basic	56,544	57,303	56,841	57,781

Add potential effect of exercise of stock options and other unvested equity awards	1,066	-	1,053	831
Average shares outstanding - Diluted	57,610	57,303	57,894	58,612
Net income (loss) per common share - Basic	$0.46	$(0.06)	$0.67	$0.17
Net income (loss) per common share - Diluted	$0.45	$(0.06)	$0.66	$0.17
Shares with anti-dilutive effect excluded from the computation of Diluted EPS	541	1,812	516	504

11. Common Stock

The stock-based compensation cost that was charged against income, net of tax, for all plans was $3.4 million and $6.4 million for the quarterly and year to date periods ended March 31, 2015 and $3.4 million and $5.7 million for the comparable prior year periods.

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12. Guarantees

We routinely grant limited warranties on our products with respect to defects in material and workmanship. The terms of these warranties are generally one year, however, certain components and products have substantially longer warranty periods. We recognize a reserve with respect to these obligations at the time of product sale, with subsequent warranty claims recorded directly against the reserve. The amount of the warranty reserve is determined based on historical trend experience for the covered products. For more significant warranty-related matters which might require a broad-based correction, separate reserves are established when such events are identified and the cost of correction can be reasonably estimated. The existing broad-based corrections do not limit the manufacture, sale or ongoing use of these products.

A reconciliation of changes in the warranty reserve for the periods covered in this report is as follows:

	Quarter Ended March 31		Year to Date Ended March 31	
	2015	2014	2015	2014
Balance at beginning of period	$28.0	$37.3	$ 28.4	$ 38.1
Provision for warranties during the period	3.6	2.6	6.5	7.2
Warranty reserves acquired	-	-	1.1	-
Warranty claims during the period	(4.4)	(5.8)	(8.8)	(11.2)
Balance at end of period	$27.2	$34.1	$ 27.2	$ 34.1

In the normal course of business we enter into various other guarantees and indemnities in our relationships with suppliers, service providers, customers, business partners and others. Examples of these arrangements would include guarantees of product performance, indemnifications to service providers and indemnifications of our actions to business partners. These guarantees and indemnifications have not historically had, nor do we expect them to have, a material impact on our financial condition or results of operations, although indemnifications associated with our actions generally have no dollar limitations.

In conjunction with our acquisition and divestiture activities, we have entered into select guarantees and indemnifications of performance with respect to the fulfillment of commitments under applicable purchase and sale agreements. With respect to sale transactions, we also routinely enter into non-competition agreements for varying periods of time. Guarantees and indemnifications with respect to acquisition and divestiture activities, if triggered, could have a materially adverse impact on our financial condition and results of operations.

13. Segment Reporting

We disclose segment information that is consistent with the way in which management operates and views the business. Our operating structure contains the following reporting segments:

- North America - sells and rents our patient support and near-patient technologies and services, as well as our clinical workflow solutions, in the U.S. and Canada.
- Surgical and Respiratory Care - sells and rents our surgical and respiratory care products.
- International - sells and rents similar products as our North America segment in regions outside of the U.S. and Canada.

Our performance under each reportable segment is measured on a divisional income basis before non-allocated operating and administrative costs, acquisition-related intangible asset amortization, impairments, litigation, and special charges. Divisional income generally represents the division's gross profit less its direct operating costs along with an allocation of manufacturing and distribution costs, research and development and certain corporate functional expenses.