

MILLER INDUSTRIES INC /TN/
Form 10-Q
August 09, 2011

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

FORM 10-Q

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

For the quarterly period ended June 30, 2011

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 001-14124

MILLER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Tennessee 62-1566286
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

8503 Hilltop Drive
Ooltewah, Tennessee 37363
(Address of principal executive offices) (Zip Code)

(423) 238-4171

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Yes

No

The number of shares outstanding of the registrant's common stock, par value \$.01 per share, as of July 29, 2011 was 11,918,742.

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FORWARD-LOOKING STATEMENTS

Certain statements in this Form 10-Q, including but not limited to statements made in Part I, Item 2–“Management’s Discussion and Analysis of Financial Condition and Results of Operations,” may be deemed to be forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “could,” “continue,” “future,” “potential,” “believe,” “pro,” “intend,” “seek,” “estimate,” “predict,” “expect,” “anticipate” and similar expressions, or the negative of such words, or comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of

the foregoing statements. Such forward-looking statements are made based on our management's beliefs as well as assumptions made by, and information currently available to, our management. These forward-looking statements are subject to a number of risks and uncertainties, including, economic and market conditions; the risks related to the general economic health of our customers; the success and timing of existing and additional export and governmental orders; our customers' access to capital and credit to fund purchases, including the ability of our customers to secure floor plan financing; changes in fuel and other transportation costs; the cyclical nature of our industry; our dependence on outside suppliers of raw materials; changes in the cost of aluminum, steel and related raw materials; and those other risks referenced herein, including those risks referred to in Part II, Item 1A—"Risk Factors" and those risks discussed in our other filings with the Securities and Exchange Commission, including those risks discussed under the caption "Risk Factors" in our Annual Report on Form 10-K for fiscal 2010, which discussion is incorporated herein by this reference. Such factors are not exclusive. We do not undertake to update any forward-looking statement that may be made from time to time by, or on behalf of, our company.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MILLER INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	June 30, 2011 (Unaudited)	December 31, 2010
ASSETS		
CURRENT ASSETS:		
Cash and temporary investments	\$ 54,931	\$ 46,334
Accounts receivable, net of allowance for doubtful accounts of \$1,685 and \$1,843 at June 30, 2011 and December 31, 2010, respectively	67,239	60,110
Inventories	50,108	38,938
Prepaid expenses	2,112	3,556
Current deferred income taxes	4,774	5,218
Total current assets	179,164	154,156
PROPERTY, PLANT, AND EQUIPMENT, net	32,139	33,813
GOODWILL	11,619	11,619
OTHER ASSETS	275	288
	\$ 223,197	\$ 199,876
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term obligations	\$ 16	\$ 44
Accounts payable	38,376	34,008
Accrued liabilities	18,789	13,273
Total current liabilities	57,181	47,325
LONG-TERM OBLIGATIONS, less current portion	—	5
DEFERRED INCOME TAX LIABILITIES	1,978	1,978
COMMITMENTS AND CONTINGENCIES (Notes 5 and 7)		
SHAREHOLDERS' EQUITY:		
Preferred stock, \$.01 par value; 5,000,000 shares authorized, none issued or outstanding	—	—
Common stock, \$.01 par value; 100,000,000 shares authorized, 11,948,967 and 11,709,275 outstanding at June 30, 2011 and December 31, 2010, respectively	119	117
Additional paid-in capital	163,841	162,447
Accumulated deficit	(1,686)	(12,062)
Accumulated other comprehensive income	1,764	66
Total shareholders' equity	164,038	150,568
	\$ 223,197	\$ 199,876

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

MILLER INDUSTRIES, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)
 (Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
NET SALES	\$97,566	\$81,256	\$206,491	\$153,551
COSTS AND EXPENSES:				
Costs of operations	80,092	69,234	168,284	131,700
Selling, general and administrative expenses	7,697	6,677	15,846	13,154
Interest expense, net	214	76	360	186
Other (income) expense	(9)	48	(9)	90
Total costs and expenses	87,994	76,035	184,481	145,130
INCOME BEFORE INCOME TAXES	9,572	5,221	22,010	8,421
INCOME TAX PROVISION	3,796	2,064	8,790	3,255
NET INCOME	\$5,776	\$3,157	\$	