

Altra Industrial Motion Corp.
Form 10-K/A
March 29, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018

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: 001-33209

ALTRA INDUSTRIAL MOTION CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation or organization)

300 Granite Street, Suite 201 Braintree, MA
(Address of principal executive offices)

61-1478870
(I.R.S. Employer

Identification No.)

02184
(Zip Code)

Registrant's telephone number, including area code:

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(781) 917-0600

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|---------------------------------|---|
| Common Stock, \$0.001 par value | NASDAQ Global Market |

Securities registered pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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 every Interactive Data File required to be submitted 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 such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

| | |
|-------------------------|---------------------------|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer | Smaller reporting company |
| | Emerging growth company |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

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The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant based on the closing price (as reported by the NASDAQ Global Market) of such common stock on the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2018) was approximately \$1.24 billion.

As of February 21, 2019, there were 64,558,880 shares of Common Stock, \$0.001 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the following document are incorporated herein by reference into the Part of the Form 10-K indicated.

| | |
|---|------------------------|
| | Part of Form 10-K into |
| Document | which Incorporated |
| Altra Industrial Motion Corp. Proxy Statement | |
| for the 2018 Annual Meeting of Stockholders | Part III |

EXPLANATORY NOTE

Altra Industrial Motion Corp. (the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 10-K (this “Form 10-K/A”) to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the U.S. Securities and Exchange Commission (“SEC”) on March 1, 2019 (the “Original Form 10-K”). This Form 10-K/A is being filed solely (i) to correct errors in the numbering of certain Exhibits in the Original Form 10-K and (ii) to file an amended and restated Exhibit 21.1, to correct certain errors and omissions that appeared in Exhibit 21.1 as filed with the Original Form 10-K. Except as noted above, this Form 10-K/A does not amend, modify or otherwise update any other information in the Original Form 10-K or reflect any events occurring after the filing of the Original Form 10-K. Accordingly, this Form 10-K/A should be read in conjunction with the Original Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) List of documents filed as part of this report:

(1) Financial Statements.

- i. Consolidated Balance Sheets as of December 31, 2018 and 2017*
- ii. Consolidated Statements of Income for the Fiscal Years ended December 31, 2018, 2017 and 2016*
- iii. Consolidated Statements of Comprehensive Income for the Fiscal Years ended December 31, 2018, 2017 and 2016*
- iv. Consolidated Statements of Stockholders’ Equity as of December 31, 2018, 2017 and 2016*
- v. Consolidated Statements of Cash Flows for the Fiscal Years ended December 31, 2018, 2017 and 2016*
- vi. Unaudited Quarterly Results of Operations for the Fiscal Years ended December 31, 2018 and 2017*

* Previously filed with the Original Form 10-K

(2) Financial Statement Schedule

- ii. Schedule II — Valuation and Qualifying Accounts

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(3) Exhibits List

Number Description

- 2.1₍₁₎ LLC Purchase Agreement, dated as of October 25, 2004, among Warner Electric Holding, Inc., Colfax Corporation and CPT Acquisition Corp., a subsidiary of Altra Holdings, Inc. (P)
- 2.2₍₁₎ Assignment and Assumption Agreement, dated as of November 21, 2004, between Altra Holdings, Inc. and Altra Industrial Motion, Inc. (P)
- 2.3₍₂₎ Share Purchase Agreement, dated as of November 7, 2005, among Altra Industrial Motion, Inc. and the stockholders of Hay Hall Holdings Limited listed therein. (P)
- 2.4₍₃₎ Asset Purchase Agreement, dated May 18, 2006, among Warner Electric LLC, Bear Linear LLC and the other guarantors listed therein.
- 2.5₍₅₎ Agreement and Plan of Merger, dated February 17, 2007, among Altra Holdings, Inc., Forest Acquisition Corporation and TB Wood's Corporation.
- 2.6₍₉₎ Sale and Purchase Agreement dated February 25, 2011 among Danfoss Bauer GmbH, Danfoss A/S and Altra Holdings, Inc. (and certain of its subsidiaries).**
- 2.7₍₁₃₎ Purchase Agreement, dated November 6, 2013, among Altra Holdings, Inc., certain of its subsidiaries, and Friction Holding A/S.**
- 2.8₍₁₆₎ Master Sale and Purchase Agreement, dated December 30, 2016, between GKN Industries Limited and Altra Industrial Motion Corp.
- 3.1₍₄₎ Second Amended and Restated Certificate of Incorporation of Altra Holdings, Inc.
- 3.2₍₂₀₎ Certificate of Amendment to the Second Amended and Restated Articles of Incorporation of Altra Industrial Motion Corp., as filed with the Secretary of State of the State of Delaware
- 3.3₍₆₎ Second Amended and Restated Bylaws of Altra Holdings, Inc.
- 3.4₍₁₁₎ Certificate of Ownership and Merger of Altra Merger Sub, Inc. with and into Altra Holdings, Inc., to effect the Company name change, as filed with the Secretary of State of the State of Delaware on November 22, 2013.
- 4.1₍₄₎ Form of Common Stock Certificate.
- 4.2₍₈₎ Indenture, dated March 7, 2011, among Altra Holdings, Inc., the Guarantors party thereto and Bank of New York Mellon Trust Company, N.A.

- 4.3₍₂₀₎ Indenture, dated as of October 1, 2018, among Stevens Holding Company, Inc., the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A.
- 4.4₍₂₀₎ Supplemental Indenture, dated as of October 1, 2018, among Stevens Holding Company, Inc., Altra Industrial Motion Corp., the other guarantors party thereto and The Bank of New York Mellon Trust Company, N.A.
- 10.2₍₇₎ Amended and Restated Employment Agreement, dated as of January 1, 2009, among Altra Industrial Motion, Inc., Altra Holdings, Inc. and Carl Christenson.†
- 10.3₍₁₀₎ Amended and Restated Employment Agreement, dated as of November 5, 2012, among Altra Industrial Motion, Inc., Altra Holdings, Inc. and Christian Storch.†
- 10.4₍₆₎ Form of Indemnity Agreement entered into between Altra Holdings, Inc. and the Directors and certain officers.†
- 10.5₍₁₄₎ Form of Change of Control Agreement entered into among Altra Industrial Motion Corp. and certain officers.†
- 10.6₍₁₎ Altra Holdings, Inc. 2004 Equity Incentive Plan.† (P)
- 10.7₍₃₎ Amendment to Altra Holdings, Inc. 2004 Equity Incentive Plan.†
- 10.8₍₄₎ Second Amendment to Altra Holdings, Inc. 2004 Equity Incentive Plan.†
- 10.9₍₁₂₎ The March 2012 Amendment to Altra Holdings, Inc. 2004 Equity Incentive Plan.†
- 10.10₍₁₎ Form of Altra Holdings, Inc. Restricted Stock Award Agreement under Altra Holdings Inc.'s 2004 Equity Incentive Plan and the amendments thereto.† (P)

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- | Number | Description |
|-----------------------|---|
| 10.11 ₍₈₎ | <u>Purchase Agreement dated March 1, 2011 among Altra Holdings, Inc., the Guarantors party thereto, Jefferies & Company, Inc. and J.P. Morgan Securities LLC.</u> |
| 10.12 ₍₁₆₎ | <u>Second Amended and Restated Credit Agreement, dated as of October 22, 2015, among Altra Industrial Motion Corp. and certain of its subsidiaries., the lenders party thereto from time to time and JPMorgan Chase Bank, N.A., as administrative agent.</u> |
| 10.13 ₍₁₇₎ | <u>First Amendment to Second Amended and Restated Credit Agreement, dated as of October 20, 2016, among Altra Industrial Motion Corp. and certain of its subsidiaries., the lenders party thereto from time to time and JPMorgan Chase Bank, N.A., as administrative agent.</u> |
| 10.14 ₍₁₆₎ | <u>Omnibus Reaffirmation and Ratification, and Amendment of Collateral Documents dated as of October 22, 2015, by and among Altra Industrial Motion Corp. and certain of its subsidiaries, the lenders and JPMorgan Chase Bank, N.A., as Administrative Agent.</u> |
| 10.15 ₍₁₁₎ | <u>Pledge and Security Agreement, dated November 20, 2012, among Altra Holdings, Inc. and certain of its subsidiaries and JPMorgan Chase Bank, N.A., as Administrative Agent #</u> |
| 10.16 ₍₁₁₎ | <u>Patent Security Agreement, dated November 20, 2012, among certain subsidiaries of Altra Industrial Motion, Inc. in favor of JPMorgan Chase Bank, N.A. #</u> |
| 10.17 ₍₁₁₎ | <u>Trademark Security Agreement, dated November 20, 2012, among Altra Industrial Motion, Inc. and certain of its subsidiaries in favor of JPMorgan Chase Bank, N.A.</u> |
| 10.18 ₍₁₆₎ | <u>Patent Security Agreement, dated October 22, 2015, by Warner Electric Technology LLC in favor of JPMorgan Chase Bank, N.A. as Administrative Agent.</u> |
| 10.19 ₍₁₆₎ | <u>Trademark Security Agreement, dated October 22, 2015, among Ameridrives International, LLC, Boston Gear LLC, Inertia Dynamics, LLC and TB Wood's Incorporated in favor of JPMorgan Chase Bank, N.A. as Administrative Agent.</u> |
| 10.20 ₍₁₇₎ | <u>Altra Industrial Motion Corp. 2014 Omnibus Incentive Plan.†</u> |
| 10.21 ₍₁₅₎ | <u>Form of Altra Industrial Motion Corp.'s Performance Share Award Agreement under Altra Industrial Motion Corp.'s 2014 Omnibus Incentive Plan.†</u> |
| 10.22 ₍₁₅₎ | <u>Form of Altra Industrial Motion Corp.'s Restricted Stock Award Agreement under Altra Industrial Motion Corp.'s 2014 Omnibus Incentive Plan.†</u> |
| 10.23 ₍₁₈₎ | <u>Separation and Distribution Agreement, dated as of March 7, 2018, among Fortive corporations, Stevens Holding Company, Inc. and Altra Industrial Motion Corp.</u> |
| 10.24 ₍₁₉₎ | <u>A&R Commitment Letter, dated as of March 28, 2018 among Fortive corporation, Stevens Holding Company, Inc. and Altra Industrial Motion Corp.</u> |
| 10.25 ₍₁₉₎ | |

Employee Matters Agreement, dated as of March 7, 2018 among Fortive corporation, Stevens Holding Company, Inc. and Altra Industrial Motion Corp.

10.26₍₂₀₎ Tax Matters Agreement, dated as of October 1, 2018, among Fortive Corporation, Stevens Holding Company, Inc. and Altra Industrial Motion Corp.

10.27₍₂₀₎ Transition Services Agreement, dated as of October 1, 2018, among Fortive corporation, Stevens Holding Company, Inc. and Altra Industrial Motion Corp.

10.28₍₂₀₎ Intellectual Property Cross-License Agreement, dated as of October 1, 2018, between Fortive Corporation and Altra Industrial Motion Corp.

10.29₍₂₀₎ Credit Agreement, dated as of October 1, 2018, among Altra Industrial Motion Corp., the designated subsidiary borrowers party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent.

21.1 Subsidiaries of Altra Industrial Motion Corp. ***

23.1 Consent of Deloitte & Touche LLP, independent registered public accounting firm. *

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ***

| Number | Description |
|--------|--|
| 31.2 | <u>Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> *** |
| 32.1 | <u>Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> * |
| 32.2 | <u>Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> * |
| 101 | The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2018, are formatted in XBRL (Extensible Business Reporting Language): (i) the Audited Consolidated Statement of Income, (ii) the Audited Consolidated Statement of Comprehensive Income, (iii) the Audited Consolidated Balance Sheet, (iv) the Audited Consolidated Statement of Cash Flows, (v) the Statements of Stockholders' Equity, (vi) Notes to Audited Consolidated Financial Statements, (vii) Valuation and Qualifying Accounts.* |
| | (1) Incorporated by reference to Altra Industrial Motion, Inc.'s Registration Statement on Form S-4 filed with the Securities and Exchange Commission on May 16, 2005. |
| | (2) Incorporated by reference to Altra Industrial Motion, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2006. |
| | (3) Incorporated by reference to Altra Holdings, Inc.'s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on September 29, 2006. |
| | (4) Incorporated by reference to Altra Holdings, Inc.'s Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on December 4, 2006. |
| | (5) Incorporated by reference to Altra Holdings, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 20, 2007. |
| | (6) Incorporated by reference to Altra Holdings, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 27, 2008. |
| | (7) Incorporated by reference to Altra Holdings, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2008. |
| | (8) Incorporated by reference to Altra Holdings, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 7, 2011. |
| | (9) Incorporated by reference to Altra Holdings, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2011. |
| | (10) Incorporated by reference to Altra Holdings, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2012. |
| | (11) Incorporated by reference to Altra Holdings, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 25, 2013. |
| | (12) Incorporated by reference to Altra Holdings, Inc.'s Proxy Statement filed with the Securities and Exchange Commission on March 22, 2012. |
| | (13) Incorporated by reference to Altra Industrial Motion Corp.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2013. |
| | (14) Incorporated by reference to Altra Industrial Motion Corp.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2015. |
| | (15) Incorporated by reference to Altra Industrial Motion Corp.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2015. |
| | (16) Incorporated by reference to Altra Industrial Motion Corp.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2016 |
| | (17) Incorporated by reference to Annex A filed with Altra Industrial Motion Corp.'s Proxy Statement filed with the Securities and Exchange Commission on March 24, 2017. |

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- (18) Incorporated by reference to Altra Industrial Motion Corp.'s Current Report on Form 8-K filed on March 9, 2018.
- (19) Incorporated by reference to Altra Industrial Motion Corp.'s Quarterly Report on Form 10-Q for the period ended March 31, 2018 filed on May 5, 2018.
- (20) Incorporated by reference to Altra Industrial Motion Corp.'s Current Report on Form 8-K, filed with the SEC on October 1, 2018.

*Previously filed with the Original Form 10-K.

‡Management contract or compensatory plan or arrangement.

#Application has been made to the Securities and Exchange Commission to seek confidential treatment of certain provisions. Omitted material for which confidential treatment has been requested has been filed separately with the Securities and Exchange Commission.

**Schedules and exhibits to these agreements have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S-K. The Company will furnish supplemental copies of such omitted schedules and exhibits to the Securities and Exchange Commission upon request.

(P) This Exhibit was originally filed in paper format. Accordingly, a hyperlink has not been provided.

*** Filed herewith.

Note: Altra Holdings, Inc. changed its name to Altra Industrial Motion Corp. effective November 22, 2013.

Item 15(a)(2)

ALTRA INDUSTRIAL MOTION CORP.

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS

| | Balance at | | | | Balance at |
|--------------------------------------|--------------|-----------|------------|--|---------------|
| | Beginning of | | | | End of Period |
| Reserve for Uncollectible Accounts: | Period | Additions | Deductions | | |
| For the year ended December 31, 2016 | \$ 2,165 | \$ 1,245 | \$ (296) | | \$ 3,114 |
| For the year ended December 31, 2017 | \$ 3,114 | \$ 1,868 | \$ (440) | | \$ 4,542 |
| For the year ended December 31, 2018 | \$ 4,542 | \$ 1,521 | \$ (435) | | \$ 5,628 |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ALTRA INDUSTRIAL MOTION CORP.

March 29, 2019 By: /s/ Carl R. Christenson
Name: Carl R. Christenson
Title: Chairman and Chief Executive
Officer