STEELCASE INC
Form 10-Q
June 23, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended May 27, 2016

or

o 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 1-13873

STEELCASE INC.
(Exact name of registrant as specified in its charter)

Michigan	38-0819050
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)
901 44th Street SE Grand Rapids, Michigan (Address of principal executive offices)	49508 (Zip Code)

(Registrant’s telephone number, including area code) (616) 247-2710
None
(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. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ Accelerated filer o Non-accelerated filer o Smaller reporting company o
(Do not check if a 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

As of June 20, 2016, Steelcase Inc. had 87,653,499 shares of Class A Common Stock and 31,536,154 shares of Class B Common Stock outstanding.

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FOR THE QUARTERLY PERIOD ENDED May 27, 2016

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements:

STEELCASE INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(in millions, except per share data)

	Three Months Ended	
	May 27, 2016	May 29, 2015
Revenue	$718.8	$705.5
Cost of sales	484.8	485.0
Restructuring costs	4.2	3.9
Gross profit	229.8	216.6
Operating expenses	196.1	185.1
Restructuring costs (benefits)	0.4	(2.0)
Operating income	33.3	33.5
Interest expense	(4.2)	(4.4)
Investment income	0.5	0.4
Other income, net	2.1	2.0
Income before income tax expense	31.7	31.5
Income tax expense	12.3	11.5
Net income	$19.4	$20.0
Earnings per share:		
Basic	$0.16	$0.16
Diluted	$0.16	$0.16
Dividends declared and paid per common share	$0.1200	$0.1125

See accompanying notes to the condensed consolidated financial statements.

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STEELCASE INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)
(in millions)

	Three Months Ended	
	May 27, 2016	May 29, 2015
Net income	$19.4	$20.0
Other comprehensive income (loss), net:		
Unrealized gain (loss) on investments	(0.1)	—
Pension and other post-retirement liability adjustments	(1.9)	(1.1)
Foreign currency translation adjustments	4.4	(3.6)
Total other comprehensive income (loss), net	2.4	(4.7)
Comprehensive income	$21.8	$15.3

See accompanying notes to the condensed consolidated financial statements.

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STEELCASE INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions)

	(Unaudited) May 27, 2016	February 26, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 133.4	$ 181.9
Short-term investments	18.4	84.1
Accounts receivable, net of allowances of $12.0 and $11.7	327.2	322.7
Inventories	156.9	159.4
Prepaid expenses	19.5	19.6
Other current assets	64.5	56.2
Total current assets	719.9	823.9
Property, plant and equipment, net of accumulated depreciation of $948.2 and $936.8	412.6	411.6
Company-owned life insurance ("COLI")	163.3	160.4
Deferred income taxes	180.4	211.6
Goodwill	106.8	106.4
Other intangible assets, net of accumulated amortization of $43.1 and $42.7	13.5	13.7
Investments in unconsolidated affiliates	52.0	51.0
Other assets	27.4	30.0
Total assets	$ 1,675.9	$ 1,808.6
LIABILITIES AND SHAREHOLDERS’ EQUITY		
Current liabilities:		
Accounts payable	$ 205.1	$ 209.6
Short-term borrowings and current maturities of long-term debt	2.9	2.5
Accrued expenses:		
Employee compensation	72.3	169.9
Employee benefit plan obligations	20.4	36.5
Customer deposits	14.6	18.6
Product warranties	24.8	20.5
Other	95.4	99.9
Total current liabilities	435.5	557.5
Long-term liabilities:		
Long-term debt less current maturities	296.3	296.6
Employee benefit plan obligations	139.3	142.5
Other long-term liabilities	70.3	75.1
Total long-term liabilities	505.9	514.2
Total liabilities	941.4	1,071.7
Shareholders’ equity:		
Common stock	—	—
Additional paid-in capital	—	—
Accumulated other comprehensive loss	(37.2)	(39.6)
Retained earnings	771.7	776.5
Total shareholders’ equity	734.5	736.9
Total liabilities and shareholders’ equity	$ 1,675.9	$ 1,808.6

See accompanying notes to the condensed consolidated financial statements.

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STEELCASE INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in millions)

	Three Months Ended	
	May 27, 2016	May 29, 2015
OPERATING ACTIVITIES		
Net income	$19.4	$20.0
Depreciation and amortization	15.1	16.2
Deferred income taxes	33.6	24.8
Non-cash stock compensation	9.1	8.8
Equity in income of unconsolidated affiliates	(2.5)	(3.3)
Dividends received from unconsolidated affiliates	1.6	3.2
Other	(3.4)	(4.3)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(1.2)	(5.6)
Inventories	3.3	(15.2)
Assets related to derivative instruments	0.2	22.5
VAT recoverable	14.4	0.4
Other assets	(23.1)	(32.5)
Accounts payable	(5.4)	7.7
Employee compensation liabilities	(103.4)	(77.3)
Employee benefit obligations	(21.5)	(17.2)
Accrued expenses and other liabilities	(1.9)	16.0
Net cash used in operating activities	(65.7)	(35.8)
INVESTING ACTIVITIES		
Capital expenditures	(14.3)	(24.2)
Proceeds from disposal of fixed assets	0.3	4.1
Purchases of short-term investments	(6.0)	(6.9)
Liquidations of short-term investments	71.8	29.7
Acquisitions, net of cash acquired	—	(6.6)
Other	1.1	0.1
Net cash provided by (used in) investing activities	52.9	(3.8)
FINANCING ACTIVITIES		
Dividends paid	(15.2)	(15.1)
Common stock repurchases	(20.9)	(11.5)
Excess tax benefit from vesting of stock awards	(0.3)	1.5
Repayment of long-term debt	—	(0.5)
Net cash used in financing activities	(36.4)	(25.6)
Effect of exchange rate changes on cash and cash equivalents	0.7	(0.8)
Net decrease in cash and cash equivalents	(48.5)	(66.0)
Cash and cash equivalents, beginning of period	181.9	176.5
Cash and cash equivalents, end of period	$133.4	$110.5

See accompanying notes to the condensed consolidated financial statements.

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STEELCASE INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions in Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals and adjustments) considered necessary for a fair presentation of the condensed consolidated financial statements have been included. Results for interim periods should not be considered indicative of results to be expected for a full year. Reference should be made to the consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K for the fiscal year ended February 26, 2016 (“Form 10-K”). The Condensed Consolidated Balance Sheet as of February 26, 2016 was derived from the audited Consolidated Balance Sheet included in our Form 10-K.

As used in this Quarterly Report on Form 10-Q (“Report”), unless otherwise expressly stated or the context otherwise requires, all references to “Steelcase,” “we,” “our,” “Company” and similar references are to Steelcase Inc. and its subsidiaries in which a controlling interest is maintained. Unless the context otherwise indicates, reference to a year relates to the fiscal year, ended in February of the year indicated, rather than a calendar year. Additionally, Q1, Q2, Q3 and Q4 reference the first, second, third and fourth quarter, respectively, of the fiscal year indicated. All amounts are in millions, except share and per share data, data presented as a percentage or as otherwise indicated.

2. NEW ACCOUNTING STANDARDS

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, Financial Instruments - Credit Losses (Topic 326), which replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses. The update is intended to provide financial statement users with more useful information about expected credit losses. The amended guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019, with early adoption permitted for the fiscal years, and interim periods within those fiscals years, beginning December 15, 2018. We are currently evaluating the impact of the adoption of this standard on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation (Topic 718), which is part of the FASB's Simplification Initiative. The updated guidance simplifies the accounting for share-based payment transactions. The amended guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, with early adoption permitted. We are currently evaluating the impact of the adoption of this standard on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which establishes a new lease accounting model for lessees. The updated guidance requires an entity to recognize assets and liabilities arising from a lease for both financing and operating leases, along with additional qualitative and quantitative disclosures. The amended guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. We are currently evaluating the impact of the adoption of this standard on our consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10), which updates the recognition and measurement of financial assets and financial liabilities. The updated guidance changes the accounting and disclosure of equity investments (except those that are consolidated or accounted for under the equity method). The amended guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, with early adoption permitted. We are currently evaluating the impact of the adoption of this standard on our consolidated financial statements.

In May 2014, the FASB issued a new standard on revenue recognition. The new standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for

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STEELCASE INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

those goods or services. The standard is designed to create greater comparability for financial statement users across industries and jurisdictions and also requires enhanced disclosures. The guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, with early adoption permitted for fiscal years beginning after December 15, 2016. We are currently evaluating the impact of the adoption of this standard on our consolidated financial statements.

3. EARNINGS PER SHARE

Earnings per share is computed using the two-class method. The two-class method determines earnings per share for each class of common stock and participating securities according to dividends or dividend equivalents and their respective participation rights in undistributed earnings. Participating securities represent restricted stock units in which the participants have non-forfeitable rights to dividend equivalents during the performance period. Diluted earnings per share includes the effects of certain performance units in which the participants have forfeitable rights to dividend equivalents during the performance period.

Computation of Earnings per Share	Three Months Ended May 27, 2016	Three Months Ended May 29, 2015
Net income	$19.4	$20.0
Adjustment for earnings attributable to participating securities	(0.4)	(0.4)
Net income used in calculating earnings per share	$19.0	$19.6
Weighted-average common shares outstanding including participating securities (in millions)	121.7	124.4
Adjustment for participating securities (in millions)	(2.1)	(2.4)
Shares used in calculating basic earnings per share (in millions)	119.6	122.0
Effect of dilutive stock-based compensation (in millions)	0.5	0.9
Shares used in calculating diluted earnings per share (in millions)	120.1	122.9
Earnings per share:		
Basic	$0.16	$0.16
Diluted	$0.16	$0.16
Total common shares outstanding at period end (in millions)	119.2	122.2
Anti-dilutive performance units excluded from computation of diluted earnings per share (in millions)	0.3	0.1

4. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in accumulated balances of other comprehensive income (loss) for the three months ended May 27, 2016:

	Unrealized gain (loss) on investments	Pension and other post-retirement liability adjustments	Foreign currency translation adjustments	Total
Balance as of February 26, 2016	$ 0.6	$ 10.7	$ (50.9)	$(39.6)
Other comprehensive income (loss) before reclassifications	(0.1)	(0.6)	4.4	3.7
Amounts reclassified from accumulated other comprehensive income (loss)	—	(1.3)	—	(1.3)
Net current period other comprehensive income (loss)	(0.1)	(1.9)	4.4	2.4
Balance as of May 27, 2016	$ 0.5	$ 8.8	$ (46.5)	$(37.2)

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table provides details about reclassifications out of accumulated other comprehensive income (loss) for the three months ended May 27, 2016 and May 29, 2015:

Detail of Accumulated Other Comprehensive Income (Loss) Components	Amounts Reclassified from Accumulated Other Comprehensive Income (Loss) Three Months Ended		Affected Line in the Condensed Consolidated Statements of Income
	May 27, 2016	May 29, 2015	
Amortization of pension and other post-retirement liability adjustments			
Actuarial losses (gains)	(0.1)	0.1	Cost of sales
Actuarial losses (gains)	—	0.2	Operating expenses
Prior service cost (credit)	(1.0)	(1.1)	Cost of sales
Prior service cost (credit)	(1.2)	(1.2)	Operating expenses
	1.0	0.8	Income tax expense
Total reclassifications	$ (1.3)	$ (1.2)	Net income

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

5. FAIR VALUE

The carrying amounts for many of our financial instruments, including cash and cash equivalents, accounts and notes receivable, accounts and notes payable, short-term borrowings and certain other liabilities, approximate their fair value due to their relatively short maturities. Our short-term investments, foreign exchange forward contracts and long-term investments are measured at fair value on the Condensed Consolidated Balance Sheets.

Our total debt is carried at cost and was $299.2 and $299.1 as of May 27, 2016 and February 26, 2016, respectively. The fair value of our total debt is measured using a discounted cash flow analysis based on current market interest rates for similar types of instruments and was approximately $334 and $326 as of May 27, 2016 and February 26, 2016, respectively. The estimation of the fair value of our total debt is based on Level 2 fair value measurements.

We periodically use derivative financial instruments to manage exposures to movements in foreign exchange rates and interest rates. The use of these financial instruments modifies the exposure of these risks with the intention to reduce our risk of short-term volatility. We do not use derivatives for speculative or trading purposes.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Assets and liabilities measured at fair value in our Consolidated Balance Sheets as of May 27, 2016 and February 26, 2016 are summarized below:

	May 27, 2016			
Fair Value of Financial Instruments	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$133.4	$—	$—	$133.4
Restricted cash	2.5	—	—	2.5
Managed investment portfolio and other investments				
Corporate debt securities	—	6.6	—	6.6
U.S. agency debt securities	—	5.3	—	5.3
Asset backed securities	—	4.4	—	4.4
U.S. government debt securities	1.8	—	—	1.8
Municipal debt securities	—	0.3	—	0.3
Foreign exchange forward contracts	—	1.6	—	1.6
Auction rate securities	—	—	4.2	4.2
Canadian asset-backed commercial paper restructuring notes	—	3.2	—	3.2
	$137.7	$21.4	$4.2	$163.3
Liabilities				
Foreign exchange forward contracts	—	(2.4)	—	(2.4)
	$—	$(2.4)	$—	$(2.4)

	February 26, 2016			
Fair Value of Financial Instruments	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$181.9	$—	$—	$181.9
Restricted cash	2.5	—	—	2.5
Managed investment portfolio and other investments				
Corporate debt securities	—	31.7	—	31.7
U.S. agency debt securities	—	34.7	—	34.7
Asset backed securities	—	9.2	—	9.2
U.S. government debt securities	8.2	—	—	8.2
Municipal debt securities	—	0.3	—	0.3
Foreign exchange forward contracts	—	1.8	—	1.8
Auction rate securities	—	—	4.4	4.4
Canadian asset-backed commercial paper restructuring notes	—	3.1	—	3.1
	$192.6	$80.8	$4.4	$277.8
Liabilities				
Foreign exchange forward contracts	$—	$(3.3)	$—	$(3.3)
	$—	$(3.3)	$—	$(3.3)

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Below is a roll-forward of assets and liabilities measured at fair value using Level 3 inputs for the three months ended May 27, 2016:

Roll-Forward of Fair Value Using Level 3 Inputs	Auction Rate Securities
Balance as of February 26, 2016	$ 4.4
Unrealized loss on investments	(0.2)
Balance as of May 27, 2016	$ 4.2

6. INVENTORIES

Inventories	May 27, 2016	February 26, 2016
Raw materials and work-in-process	$ 80.0	$ 80.4
Finished goods	94.8	96.9
	174.8	177.3
Revaluation to LIFO	17.9	17.9
	$ 156.9	$ 159.4

The portion of inventories determined by the LIFO method was $66.7 and $76.3 as of May 27, 2016 and February 26, 2016, respectively.

7. SHARE-BASED COMPENSATION

Performance Units

In Q1 2017, we awarded 189,800 performance units ("PSUs") to our executive officers. The PSUs awarded are earned after a three-year performance period, from 2017 through 2019, based on achievement of certain total shareholder return results relative to a comparison group of companies, which is a market condition, and, if earned, will be issued in the form of shares of Class A Common Stock. The number of shares that may be earned can range from 0% to 200% of the target amount; therefore, the maximum number of shares that can be issued under these awards is 379,600. These PSUs are expensed and recorded in Additional paid-in capital on the Condensed Consolidated Balance Sheets over the performance period. We used the Monte Carlo simulation model to calculate the fair value of these PSUs on the date of grant. The model resulted in a weighted average grant date fair value of $16.33 per unit for these PSUs, compared to $24.15 and $23.25 per unit for similar PSUs granted in 2016 and 2015, respectively.

The weighted average grant date fair values were determined using the following assumptions:

	2017 Awards	2016 Awards	2015 Awards
Three-year risk-free interest rate (1)	0.9 %	0.8 %	0.7 %
Expected term	3 years	3 years	3 years
Estimated volatility (2)	31.2 %	29.4 %	42.2 %

(1) Based on the U.S. government bond benchmark on the grant date.

(2) Represents the historical price volatility of the Company’s common stock for the three-year period preceding the grant date.

STEELCASE INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The total PSU expense and associated tax benefit for all outstanding awards for the three months ended May 27, 2016 and May 29, 2015 are as follows:

Performance Units	Three Months Ended May 27, 2016	May 29, 2015
Expense	$2.2	$ 2.5
Tax benefit	0.8	0.9

As of May 27, 2016, there was $8.4 of remaining unrecognized compensation cost related to nonvested PSUs, which is expected to be recognized over a remaining weighted-average period of 1.9 years.

The PSU activity for the three months ended May 27, 2016 is as follows:

Maximum Number of Shares That May Be Issued Under Nonvested Units	Total	Weighted-Average Grant Date Fair Value per Unit
Nonvested as of February 26, 2016	1,147,844	$ 20.66
Granted	379,600	16.33
Nonvested as of May 27, 2016	1,527,444	$ 19.59

Restricted Stock Units

In Q1 2017, we awarded 832,663 restricted stock units ("RSUs"), of which 168,200 were awarded to our executive officers. These RSUs have restrictions on transfer which lapse three years after the date of grant, at which time the units will be issued as unrestricted shares of Class A Common Stock. RSUs are expensed and recorded in Additional paid-in capital on the Condensed Consolidated Balance Sheets over the requisite service period based on the value of the underlying shares on the date of grant.

The RSU expense and associated tax benefit for all outstanding awards for the three months ended May 27, 2016 and May 29, 2015 are as follows:

Restricted Stock Units	Three Months Ended May 27, 2016	May 29, 2015
Expense	$6.7	$ 6.1
Tax benefit	2.4	2.2

As of May 27, 2016, there was $14.2 of remaining unrecognized compensation cost related to nonvested RSUs, which is expected to be recognized over a weighted-average period of 2.1 years.

The RSU activity for the three months ended May 27, 2016 is as follows:

Nonvested Units	Total	Weighted-Average Grant Date Fair Value per Unit
Nonvested as of February 26, 2016	1,638,888	$ 18.45
Granted	832,663	14.80
Vested	(1,250)	18.32
Forfeited	(19,792)	17.16
Nonvested as of May 27, 2016	2,450,509	$ 16.56

8. REPORTABLE SEGMENTS

Our reportable segments consist of the Americas segment, the EMEA segment and the Other category. Unallocated corporate costs are reported as Corporate.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Americas segment serves customers in the U.S., Canada, the Caribbean Islands and Latin America with a portfolio of integrated architecture, furniture and technology products marketed to corporate, government, healthcare, education and retail customers through the Steelcase, Coalesse and Turnstone brands.
The EMEA segment serves customers in Europe, the Middle East and Africa primarily under the Steelcase and Coalesse brands, with an emphasis on freestanding furniture systems, storage and seating solutions.
The Other category includes Asia Pacific, Designtex and PolyVision. Asia Pacific serves customers in Asia and Australia primarily under the Steelcase brand with an emphasis on freestanding furniture systems, storage and seating solutions. Designtex designs and sells surface materials including textiles and wall coverings which are specified by architects and designers directly to end-use customers primarily in North America. PolyVision manufactures ceramic steel surfaces for use in multiple applications, but primarily for sale to third-party fabricators and distributors to create static whiteboards and chalkboards sold in the primary and secondary education markets globally.
Corporate costs include unallocated portions of shared service functions, such as information technology, corporate facilities, finance, human resources, research, legal and executive, plus deferred compensation expense and income or losses associated with COLI. Corporate assets consist primarily of unallocated cash and investment balances and the cash surrender value of COLI.
Revenue and operating income (loss) for the three months ended May 27, 2016 and May 29, 2015 and total assets as of May 27, 2016 and February 26, 2016 by segment are presented below:

Reportable Segment Statement of Operations Data	Three Months Ended May 27, 2016	Three Months Ended May 29, 2015
Revenue		
Americas	$520.4	$519.7
EMEA	125.3	119.9
Other	73.1	65.9
	$718.8	$705.5
Operating income (loss)		
Americas	$46.6	$54.1
EMEA	(6.2)	(13.5)
Other	2.2	0.9
Corporate	(9.3)	(8.0)
	$33.3	$33.5

Reportable Segment Balance Sheet Data	May 27, 2016	February 26, 2016
Total assets		
Americas	$982.8	$ 981.1
EMEA	304.1	332.6
Other	182.0	179.9
Corporate	207.0	315.0
	$1,675.9	$ 1,808.6

9. RESTRUCTURING ACTIVITIES

In Q1 2016, we announced restructuring actions in EMEA related to the establishment of a Learning + Innovation Center in Munich, Germany. In Q2 2016, we completed negotiations with the works councils related to these actions. We expect to incur approximately $11 of restructuring costs in connection with this project, including approximately $4 of costs associated with employee and equipment moves, retention compensation and consulting costs and approximately $7 of employee separation costs. We incurred $0.3 of employee separation costs in the

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

EMEA segment in connection with these actions during the three months ended May 27, 2016. We incurred $6.7 of employee separation costs and $1.9 of business exit and other related costs in the EMEA segment in connection with these actions during 2016.

In Q1 2015, we announced restructuring actions in the Americas to close a manufacturing facility in High Point, North Carolina. In connection with these actions, we incurred a total of $4.2 of business exit and other related costs in the Americas segment, including $2.6 during the three months ended May 27, 2016. We also incurred $3.1 of employee termination costs in the Americas segment which were recorded prior to 2017. These restructuring actions are substantially complete.

In Q3 2014, we announced restructuring actions in EMEA to close a manufacturing facility in Durlangen, Germany, and to establish a new manufacturing location in Stribro, Czech Republic. In connection with this project, we incurred a total of $8.8 related to business exit and other related costs in the EMEA segment, including $1.6 during the three months ended May 27, 2016. We also incurred $17.5 of employee termination costs which were recorded prior to 2017. These restructuring actions are substantially complete.

Restructuring costs (benefits) are summarized in the following table:

Restructuring Costs (Benefits)	Three Months Ended May 27, 2016	May 29, 2015
Cost of sales		
Americas	$2.6	$ 0.8
EMEA	1.6	3.1
Other	—	—
	4.2	3.9
Operating expenses		
Americas	—	(2.8)
EMEA	0.4	0.8
Other	—	—
	0.4	(2.0)
Total	$4.6	$ 1.9

Below is a summary of the net additions, payments and adjustments to the restructuring reserve balance for the three months ended May 27, 2016:

Restructuring Reserve	Employee Termination Costs	Business Exits and Related Costs	Total
Reserve balance as of February 26, 2016	$ 10.0	$ 0.8	$10.8
Additions	0.4	4.2	4.6
Payments	(1.1)	(2.7)	(3.8)
Adjustments	(0.2)	—	(0.2)
Reserve balance as of May 27, 2016	$ 9.1	$ 2.3	$11.4

The employee termination costs reserve balance as of May 27, 2016 primarily relates to restructuring actions in EMEA.

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations:
This management’s discussion and analysis of financial condition and results of operations should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended February 26, 2016. Reference to a year relates to the fiscal year, ended in February of the year indicated, rather than the calendar year, unless indicated by a specific date. Additionally, Q1, Q2, Q3 and Q4 reference the first, second, third and fourth quarter, respectively, of the fiscal year indicated. All amounts are in millions, except share and per share data, data presented as a percentage or as otherwise indicated.

Non-GAAP Financial Measures

This item contains certain non-GAAP financial measures. A “non-GAAP financial measure” is defined as a numerical measure of a company’s financial performance that excludes or includes amounts so as to be different than the most directly comparable measure calculated and presented in accordance with GAAP in the condensed consolidated statements of income, balance sheets or statements of cash flows of the company. Pursuant to the requirements of Regulation G, we have provided a reconciliation below of non-GAAP financial measures to the most directly comparable GAAP financial measure.

The non-GAAP financial measures used are: (1) organic revenue growth (decline), which represents the change in revenue excluding estimated currency translation effects and the impacts of acquisitions and divestitures, and (2) adjusted operating income (loss), which represents operating income (loss) excluding restructuring costs (benefits). These measures are presented because management uses this information to monitor and evaluate financial results and trends. Therefore, management believes this information is also useful for investors.

Financial Summary

Our reportable segments consist of the Americas segment, the EMEA segment and the Other category. Unallocated corporate costs are reported as Corporate.

Results of Operations

Statement of Operations Data	Three Months Ended May 27, 2016		May 29, 2015	
Revenue	$718.8	100.0 %	$705.5	100.0 %
Cost of sales	484.8	67.4	485.0	68.7
Restructuring costs	4.2	0.6	3.9	0.6
Gross profit	229.8	32.0	216.6	30.7
Operating expenses	196.1	27.3	185.1	26.3
Restructuring costs (benefits)	0.4	0.1	(2.0)	(0.3)
Operating income	33.3	4.6	33.5	4.7
Interest expense	(4.2)	(0.6)	(4.4)	(0.6)
Investment income	0.5	0.1	0.4	—
Other income, net	2.1	0.3	2.0	0.3
Income before income tax expense	31.7	4.4	31.5	4.4
Income tax expense	12.3	1.7	11.5	1.6
Net income	$19.4	2.7 %	$20.0	2.8 %
Earnings per share:				
Basic	$0.16		$0.16	
Diluted	$0.16		$0.16	

Q1 2017 Organic Revenue Growth (Decline)	Americas	EMEA	Other	Consolidated
Q1 2016 revenue	$519.7	$119.9	$65.9	$ 705.5
Currency translation effects*	(1.7)	2.2	(0.9)	(0.4)
Q1 2016 revenue, adjusted	518.0	122.1	65.0	705.1
Q1 2017 revenue	520.4	125.3	73.1	718.8
Acquisition	(6.8)	—	—	(6.8)
Q1 2017 revenue, adjusted	513.6	125.3	73.1	712.0
Organic growth (decline) $	$(4.4)	$3.2	$8.1	$ 6.9
Organic growth (decline) %	(1)%	3 %	12 %	1 %

* Currency translation effects represent the estimated net effect of translating Q1 2016 foreign currency revenues using the average exchange rates during Q1 2017.

Reconciliation of Operating Income to Adjusted Operating Income	Three Months Ended May 27, 2016		May 29, 2015	
Operating income	$33.3	4.6%	$33.5	4.7%
Add: restructuring costs	4.6	0.7	1.9	0.3
Adjusted operating income	$37.9	5.3%	$35.4	5.0%

Overview

In Q1 2017, we posted modest revenue growth over the prior year, driven by Asia Pacific, EMEA and Designtex, while revenue in the Americas was flat compared to the prior year and included benefits from a recent acquisition. The organic revenue decline in the Americas is consistent with or slightly better than recent trends in the U.S. industry. EMEA experienced a significant reduction in disruption costs and inefficiencies compared to the prior year as the manufacturing footprint changes were substantially completed during the quarter. Our gross margin continued to improve in the quarter and funded increased spending on sales and marketing and the new Learning + Innovation Center in Munich, Germany.

We recorded net income of $19.4 and diluted earnings per share of $0.16 in Q1 2017 compared to net income of $20.0 and diluted earnings per share of $0.16 in Q1 2016. Operating income of $33.3 in Q1 2017 represented a slight decrease compared to the prior year. Revenue growth and lower cost of sales as a percent of revenue in Q1 2017 were offset by higher operating expenses and higher restructuring costs compared to the prior year. After adjusting for the impact of restructuring costs, adjusted operating income of $37.9 in Q1 2017 represented an increase of $2.5 (or 30 basis points as a percent of revenue) compared to Q1 2016.

In Q1 2017, revenue increased $13.3 to $718.8 compared to Q1 2016. The increase in revenue was driven by strong growth in Asia Pacific and Designtex, modest growth in EMEA, and the impact of an acquisition in the Americas within the past twelve months. After adjusting for a $6.8 favorable impact of the acquisition in the Americas and $0.4 of unfavorable currency translation effects, organic revenue growth was $6.9 or 1%. Organic revenue growth of 12% in the Other category and 3% in EMEA was partially offset by a decline of 1% in the Americas.

Cost of sales decreased 130 basis points to 67.4% of revenue in Q1 2017 compared to Q1 2016. The improvement was driven by a 480 basis point improvement in EMEA and a 70 basis point improvement in the Americas. The improvement in EMEA was driven by lower disruption costs and inefficiencies associated with manufacturing footprint changes in EMEA and favorable business mix. Disruption costs and inefficiencies include labor premiums paid to employees during transition periods and labor inefficiencies caused by work stoppages or slowdowns resulting from restructuring activities. They also include incremental logistics costs caused by split shipments (linked to labor inefficiencies) and interim supply chains during production moves. Lastly, these costs include duplicate labor and overhead at the Czech Republic facility and other plants impacted by production moves. The improvement in the Americas was driven by lower material costs, favorable business mix, on-going cost reduction efforts and improvements in negotiated customer pricing, partially offset by higher warranty costs.

Operating expenses of $196.1 in Q1 2017 increased by $11.0 or 100 basis points as a percent of revenue compared to the prior year. The increase was primarily due to higher sales and marketing costs and the impact of an acquisition in the Americas and costs associated with the new Learning + Innovation center in Munich.

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We recorded restructuring costs of $4.6 in Q1 2017 compared to net restructuring costs of $1.9 in Q1 2016. The Q1 2017 amount included costs associated with the closure of a manufacturing facility in High Point, the closure of a manufacturing facility in Durlangen and the establishment of the Learning + Innovation Center in Munich. The Q1 2016 amount included a $2.8 gain related to the sale of our Corporate Development Center that was closed as part of previously announced restructuring actions. See Note 9 to the condensed consolidated financial statements for additional information.

Our effective tax rate in Q1 2017 was 38.8% compared to 36.5% in Q1 2016. The Q1 2017 rate was higher than the rate in the prior year due to $1.0 of net unfavorable discrete tax items recorded in Q1 2017.

Interest Expense, Investment Income and Other Income, Net

Interest Expense, Investment Income and Other Income, Net	Three Months Ended May 27, 2016	Three Months Ended May 29, 2015
Interest expense	$(4.2)	$(4.4)
Investment income	0.5	0.4
Other income (expense), net:		
Equity in income of unconsolidated affiliates	2.5	3.2
Foreign exchange gain (loss)	0.5	(0.6)
Miscellaneous, net	(0.9)	(0.6)
Total other income, net	2.1	2.0
Total interest expense, investment income and other income, net	$(1.6)	$(2.0)

Business Segment Review

See Note 8 to the condensed consolidated financial statements for additional information regarding our business segments.

Americas

The Americas segment serves customers in the U.S., Canada, the Caribbean Islands and Latin America with a portfolio of integrated architecture, furniture and technology products marketed to corporate, government, healthcare, education and retail customers through the Steelcase, Coalesse and Turnstone brands.

Statement of Operations Data — Americas	Three Months Ended May 27, 2016		May 29, 2015	
Revenue	$520.4	100.0%	$519.7	100.0%
Cost of sales	342.7	65.9	346.3	66.6
Restructuring costs	2.6	0.5	0.8	0.2
Gross profit	175.1	33.6	172.6	33.2
Operating expenses	128.5	24.6	121.3	23.4
Restructuring costs (benefits)	—	—	(2.8)	(0.6)
Operating income	$46.6	9.0%	$54.1	10.4%

Reconciliation of Operating Income to Adjusted Operating Income — Americas	Three Months Ended May 27, 2016		May 29, 2015	
Operating income	$46.6	9.0%	$54.1	10.4%
Add: restructuring costs (benefits)	2.6	0.5	(2.0)	(0.4)
Adjusted operating income	$49.2	9.5%	$52.1	10.0%

Operating income in the Americas in Q1 2017 decreased by $7.5 compared to the prior year. The decline was driven by $6.0 of higher warranty costs, and restructuring costs in the current year compared to net restructuring benefits in the prior year. Adjusted operating income decreased by $2.9 compared to the prior year to 9.5% of revenue in Q1 2017 primarily due to higher warranty costs.

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The Americas revenue represented 72.4% of consolidated revenue in Q1 2017. Revenue for Q1 2017 was $520.4 compared to $519.7 in Q1 2016 and reflected $1.7 of unfavorable currency translation effects and a $6.8 favorable impact of an acquisition within the last twelve months. The revenue comparison also included lower volume offset in part by approximately $3 from improvements in negotiated customer pricing. Revenue growth in Q1 2017 is categorized as follows:

- Product categories — Four out of seven categories grew in Q1 2017, led by Seating and Turnstone. Furniture, Health and Technology declined compared to the prior year.

- Vertical markets — Technical & Professional and Healthcare experienced double-digit percentage growth rates, while Insurance, Energy and Federal Government declined significantly year-over-year.

- Geographic regions — The West Business Group posted strong growth while the East and South Business Groups declined.

- Contract type — Continuing business grew, while project business and marketing programs declined year-over-year.

Organic revenue decline was $4.4 or 1% compared to the prior year.

Cost of sales decreased 70 basis points to 65.9% of revenue in Q1 2017 compared to 66.6% of revenue in Q1 2016. The improvement in the Americas was driven by approximately $8 of lower material costs, favorable business mix, on-going cost reduction efforts and approximately $3 from improvements in negotiated customer pricing, partially offset by $6.0 of higher warranty costs.

Operating expenses in Q1 2017 increased by $7.2, or 120 basis points as a percent of revenue, compared to the prior year primarily due to increased sales and marketing costs of $4.5 and $1.8 related to an acquisition within the last twelve months.

Restructuring costs of $2.6 in Q1 2017 were associated with the closure of the manufacturing facility in High Point. Net restructuring benefits of $2.0 in Q1 2016 included a $2.8 gain related to the sale of a facility, partially offset by costs associated with the closure of the manufacturing facility in High Point. See Note 9 to the condensed consolidated financial statements for additional information.

EMEA

The EMEA segment serves customers in Europe, the Middle East and Africa primarily under the Steelcase and Coalesse brands, with an emphasis on freestanding furniture systems, seating and storage solutions.

Statement of Operations Data — EMEA	Three Months Ended May 27, 2016		May 29, 2015	
Revenue	$125.3	100.0 %	$119.9	100.0 %
Cost of sales	93.3	74.5	95.1	79.3
Restructuring costs	1.6	1.2	3.1	2.6
Gross profit	30.4	24.3	21.7	18.1
Operating expenses	36.2	28.9	34.4	28.7
Restructuring costs	0.4	0.3	0.8	0.7
Operating loss	$(6.2)	(4.9)%	$(13.5)	(11.3)%

Reconciliation of Operating Loss to Adjusted Operating Loss — EMEA	Three Months Ended May 27, 2016		May 29, 2015	
Operating loss	$(6.2)	(4.9)%	$(13.5)	(11.3)%
Add: restructuring costs	2.0	1.5	3.9	3.3
Adjusted operating loss	$(4.2)	(3.4)%	$(9.6)	(8.0)%

Operating results in EMEA for Q1 2017 improved significantly compared to the prior year. The improvement was due to revenue growth, a significant decrease in cost of sales as a percent of revenue and lower restructuring costs compared to the prior year.

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EMEA revenue represented 17.4% of consolidated revenue in Q1 2017. Revenue for Q1 2017 was $125.3 compared to $119.9 in Q1 2016 and reflected $2.2 of favorable currency translation effects. The remaining increase in revenue was driven by strong growth in most of Western Europe partially offset by significant declines in the United Kingdom, Middle East and Africa. Organic revenue growth was $3.2 or 3%.

Cost of sales as a percent of revenue decreased by 480 basis points in Q1 2017 compared to the prior year. The improvement was driven by a $5 reduction in disruption costs and inefficiencies associated with manufacturing footprint changes and favorable business mix.

Operating expenses in Q1 2017 increased by $1.8 compared to the prior year and reflected $1.7 of higher costs associated with our new Learning + Innovation Center in Munich. As a percent of revenue, operating expenses in Q1 2017 increased 20 basis points compared to the prior year.

Restructuring costs of $2.0 in Q1 2017 were related to the closure of a manufacturing facility in Durlangen and the establishment of the Learning + Innovation Center in Munich. Restructuring costs of $3.9 in Q1 2016 were primarily related to costs associated with the exit of the manufacturing facility in Wisches and the closure of the manufacturing facility in Durlangen. See Note 9 to the condensed consolidated financial statements for additional information.

Other

The Other category includes Asia Pacific, Designtex and PolyVision. Asia Pacific serves customers in Asia and Australia primarily under the Steelcase brand with an emphasis on freestanding furniture systems, storage and seating solutions. Designtex designs and sells surface materials including textiles and wall coverings which are specified by architects and designers directly to end-use customers primarily in North America. PolyVision manufactures ceramic steel surfaces for use in multiple applications, but primarily for sale to third-party fabricators and distributors to create static whiteboards and chalkboards sold in the primary and secondary education markets globally.

Statement of Operations Data — Other	Three Months Ended			
	May 27, 2016		May 29, 2015	
Revenue	$73.1	100.0%	$65.9	100.0%
Cost of sales	48.8	66.8	43.6	66.2
Restructuring costs	—	—	—	—
Gross profit	24.3	33.2	22.3	33.8
Operating expenses	22.1	30.2	21.4	32.4
Restructuring costs	—	—	—	—
Operating income	$2.2	3.0 %	$0.9	1.4 %

Reconciliation of Operating Income to Adjusted Operating Income — Other	Three Months Ended			
	May 27, 2016		May 29, 2015	
Operating income	$2.2	3.0%	$0.9	1.4%
Add: restructuring costs	—	—	—	—
Adjusted operating income	$2.2	3.0%	$0.9	1.4%

Operating results in the Other category improved significantly in Q1 2017 compared to the prior year. Improved operating performance in Asia Pacific and Designtex more than offset lower operating performance at PolyVision compared to the prior year.

Revenue in the Other category represented 10.2% of consolidated revenue in Q1 2017. Revenue in Q1 2017 increased by $7.2 to $73.1 compared to revenue of $65.9 in Q1 2016. The increase was driven by strong growth in Asia Pacific and Designtex partially offset by lower volume at PolyVision.

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STEELCASE INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Corporate
Corporate costs include unallocated portions of shared service functions, such as information technology, corporate facilities, finance, human resources, research, legal and executive, plus deferred compensation expense and income or losses associated with COLI.

Statement of Operations Data — Corporate	Three Months Ended May 27, 2016	Three Months Ended May 29, 2015
Operating expenses	$9.3	$ 8.0