FLUIDIGM CORP
Form SC 13G/A
February 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Fluidigm Corporation
(Name of Issuer)

Common Stock, Par Value $0.001 Per Share
(Title of Class of Securities)

34385P108
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

x Rule 13d-1(b)

o Rule 13d-1(c)

o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS OrbiMed Advisors LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 0
		6	SHARED VOTING POWER 0
		7	SOLE DISPOSITIVE POWER 0
		8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%		
12	TYPE OF REPORTING PERSON IA		

1	NAME OF REPORTING PERSONS OrbiMed Capital LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%		
12	TYPE OF REPORTING PERSON IA		

Item 1. (a) Name of Issuer:

Fluidigm Corporation

(b) Address of Issuer's Principal Executive Offices:

7000 Shoreline Court, Suite 100

South San Francisco, California 94080

Item 2.

(a) Name of Person Filing:

OrbiMed Advisors LLC

OrbiMed Capital LLC

(b) Address of Principal Business Office:

601 Lexington Avenue, 54th Floor

New York, NY 10022

(c) Citizenship:

Please refer to Item 4 on each cover page for each Reporting Person.

(d) Title of Class of Securities:

Common Stock, Par Value $0.001 Per Share

(e) CUSIP No.:

34385P108

Item 3.

OrbiMed Advisors LLC ("Advisors") and OrbiMed Capital LLC ("Capital") are investment advisors in accordance with ss.240.13d-1(b)(1)(ii)(E).

Item 4. Ownership:

Information with respect to the Reporting Person's ownership as of December 31, 2018 is incorporated by reference to items (5) - (9) and (11) of the cover page for the Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2019

OrbiMed Advisors LLC

By:/s/ Jonathan T. Silverstein
Name: Jonathan T. Silverstein
Title: Member of OrbiMed Advisors LLC

By:/s/ Sven H. Borho
Name: Sven H. Borho
Title: Member of OrbiMed Advisors LLC

By:/s/ Carl L. Gordon
Name: Carl L. Gordon
Title: Member of OrbiMed Advisors LLC

OrbiMed Capital LLC

By:/s/ Jonathan T. Silverstein
Name: Jonathan T. Silverstein
Title: Member of OrbiMed Capital LLC

By:/s/ Sven H. Borho
Name: Sven H. Borho
Title: Member of OrbiMed Capital LLC

By:/s/ Carl L. Gordon
Name: Carl L. Gordon
Title: Member of OrbiMed Capital LLC

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on this Schedule 13G/A dated February 12, 2019 (the "Schedule 13G/A"), with respect to the Common Stock, par value $0.001 per share, of Fluidigm Corporation is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G/A. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G/A, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 12, 2019.

OrbiMed Advisors LLC

By:/s/ Jonathan T. Silverstein
Name: Jonathan T. Silverstein
Title: Member of OrbiMed Advisors LLC

By:/s/ Sven H. Borho
Name: Sven H. Borho
Title: Member of OrbiMed Advisors LLC

By:/s/ Carl L. Gordon
Name: Carl L. Gordon
Title: Member of OrbiMed Advisors LLC

OrbiMed Capital LLC

By:/s/ Jonathan T. Silverstein
Name: Jonathan T. Silverstein
Title: Member of OrbiMed Capital LLC

By:/s/ Sven H. Borho
Name: Sven H. Borho

Title: Member of OrbiMed Capital LLC

By: /s/ Carl L. Gordon
Name: Carl L. Gordon
Title: Member of OrbiMed Capital LLC

The Statement on this Schedule 13G/A dated February 12, 2019 with respect to the Common Stock of Fluidigm Corporation is filed by OrbiMed Advisors LLC and OrbiMed Capital LLC in accordance with the provisions of Rule 13d-1(b) and Rule 13d-1(k), respectively, as investment advisors (IA).

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Translation adjustments

(99.1
)

10.0

Pension and other postretirement liability adjustments, net of tax (a)

3.2

1.3

Other comprehensive (loss) income

(95.9
)

11.3

Total comprehensive (loss) income

$
(41.5
)

$
60.5

(a) - Tax expense related to pension and other postretirement liability adjustments

$
(2.0
)

$
(0.7
)

See accompanying notes to condensed consolidated financial statements.

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BEMIS COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEET
(Unaudited)
(in millions)

	March 31, 2015	December 31, 2014
ASSETS		
Cash and cash equivalents	$60.3	$47.1
Accounts receivable, net	568.6	566.1
Inventories	570.9	575.8
Prepaid expenses and other current assets	99.9	98.8
Total current assets	1,299.7	1,287.8
Property and equipment, net	1,124.5	1,142.9
Goodwill	934.5	963.1
Other intangible assets, net	160.5	168.6
Deferred charges and other assets	51.5	52.7
Total other long-term assets	1,146.5	1,184.4
TOTAL ASSETS	$3,570.7	$3,615.1
LIABILITIES		
Short-term borrowings	$29.3	$31.3
Accounts payable	310.9	272.4
Accrued salaries and wages	68.6	86.6
Accrued income and other taxes	43.5	23.3
Other current liabilities	57.1	67.8
Total current liabilities	509.4	481.4
Long-term debt	1,357.1	1,315.9
Deferred taxes	223.3	223.4
Other liabilities and deferred credits	152.6	161.4
Total liabilities	2,242.4	2,182.1
Commitments and contingencies (See Note 11)		
EQUITY		
Common stock issued (128.1 and 128.0 shares, respectively)	12.8	12.8
Capital in excess of par value	561.8	559.7
Retained earnings	2,113.4	2,086.8
Accumulated other comprehensive loss	(387.6)	(291.7)
Common stock held in treasury (30.6 and 29.8 shares at cost, respectively)	(972.1)	(934.6)
Total equity	1,328.3	1,433.0
TOTAL LIABILITIES AND EQUITY	$3,570.7	$3,615.1

See accompanying notes to condensed consolidated financial statements.

BEMIS COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)
(in millions)

	Three Months Ended March 31, 2015	2014
Cash flows from operating activities		
Net income	$54.4	$49.2
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	39.7	47.6
Excess tax benefit from share-based payment arrangements	(0.4)	(0.4)
Share-based compensation	4.3	3.5
Deferred income taxes	(0.9)	(12.5)
Income of unconsolidated affiliated company	(0.5)	(0.4)
Non-cash impairment charge of discontinued operations	3.2	—
Gain on sale of property and equipment	(0.4)	—
Gain on divestitures	—	(9.4)
Changes in working capital, excluding effect of divestitures and currency	(17.8)	(56.8)
Changes in other assets and liabilities	3.6	(8.3)
Net cash provided by operating activities	85.2	12.5
Cash flows from investing activities		
Additions to property and equipment	(39.5)	(33.5)
Proceeds from sale of property and equipment	4.0	2.5
Proceeds from divestitures	—	79.8
Net cash (used in) provided by investing activities	(35.5)	48.8
Cash flows from financing activities		
Net borrowing of commercial paper	33.7	13.3
Net (repayment) borrowing of short-term debt	(1.8)	5.1
Cash dividends paid to shareholders	(28.0)	(27.5)
Common stock purchased for the treasury	(37.5)	(43.2)
Excess tax benefit from share-based payment arrangements	0.4	0.4
Stock incentive programs and related tax withholdings	(2.6)	(1.5)
Net cash used in financing activities	(35.8)	(53.4)
Effect of exchange rates on cash and cash equivalents	(0.7)	2.6
Net increase in cash and cash equivalents	13.2	10.5
Cash and cash equivalents balance at beginning of year	47.1	141.7
Cash and cash equivalents balance at end of period	$60.3	$152.2

See accompanying notes to condensed consolidated financial statements.

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BEMIS COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
(Unaudited)
(in millions)

	Common Stock	Capital In Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Common Stock Held In Treasury	Total
Balance at December 31, 2013	$12.8	$548.1	$2,005.1	$ (98.7)	$(782.5)	$1,684.8
Net income			49.2			49.2
Other comprehensive income				11.3		11.3
Cash dividends declared on common stock			(27.5)			(27.5)
Stock incentive programs and related tax withholdings (0.1 shares)		(1.5)				(1.5)
Excess tax benefit from share-based payment arrangements		0.4				0.4
Share-based compensation		3.5				3.5
Purchase of 1.1 shares of common stock for the treasury					(43.2)	(43.2)
Balance at March 31, 2014	$12.8	$550.5	$2,026.8	$ (87.4)	$(825.7)	$1,677.0
Balance at December 31, 2014	$12.8	$559.7	$2,086.8	$ (291.7)	$(934.6)	$1,433.0
Net income			54.4			54.4
Other comprehensive loss				(95.9)		(95.9)
Cash dividends declared on common stock			(27.8)			(27.8)
Stock incentive programs and related tax withholdings (0.1 shares)		(2.6)				(2.6)
Excess tax benefit from share-based payment arrangements		0.4				0.4
Share-based compensation		4.3				4.3
Purchase of 0.8 shares of common stock for the treasury					(37.5)	(37.5)
Balance at March 31, 2015	$12.8	$561.8	$2,113.4	$ (387.6)	$(972.1)	$1,328.3

See accompanying notes to condensed consolidated financial statements.

BEMIS COMPANY, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by Bemis Company, Inc. (the "Company") in accordance with accounting principles for interim financial information generally accepted in the United States and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position and results of operations. It is management’s opinion, however, that all material adjustments (consisting of normal recurring accruals) have been made which are necessary for a fair financial statement presentation. For further information, refer to the consolidated financial statements and footnotes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014.

Note 2 — New Accounting Guidance

In April 2015, the Financial Accounting Standards Board ("FASB") issued new guidance to simplify the presentation of debt issuance costs by requiring debt issuance costs to be presented as a deduction from the corresponding debt liability. This will make the presentation of debt issuance costs consistent with the presentation of debt discounts or premiums. Current guidance generally requires entities to capitalize costs paid to third parties that are directly related to issuing debt and that otherwise wouldn't be incurred and present those amounts separately as deferred charges. However, the discount or premium resulting from the difference between the net proceeds received upon debt issuance and the amount payable at maturity is presented as a direct deduction from or an addition to the face amount of the debt. The guidance is required to be applied by the Company retrospectively beginning in fiscal 2016, but early adoption is permitted. The Company is currently evaluating the application methods and the impact of this new statement on the consolidated financial statements.

In May 2014, the FASB issued new guidance which supersedes current revenue recognition requirements. This guidance is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance is required to be applied by the Company in the first quarter of fiscal 2017 using one of two retrospective application methods. In April 2015, the FASB tentatively decided to defer for one year the effective date of the new revenue standard. The FASB also tentatively decided to permit entities to early adopt the standard. The Company is currently evaluating the application methods and the impact of this new statement on the Company's consolidated financial position, results of operations, and cash flows.

In April 2014, the FASB issued new guidance that redefines a discontinued operation as a component or group of components that has been disposed of or is classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity’s financial results. Continuing involvement no longer precludes presentation as a discontinued operation. The guidance is required to be applied by the Company prospectively to new disposals and new classifications of disposal groups as held for sale beginning in fiscal 2015. While early adoption was permitted, the Company did not early adopt this guidance for its divestiture of its Pressure Sensitive Materials business. The Company does not expect the adoption of this standard will have a material impact on the consolidated financial statements.

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Note 3 — Divestitures and Plant Closure

Bemis Healthcare Packaging Plant Closure

In January 2015, the Company announced that it will close a plant in Philadelphia, Pennsylvania, one of its healthcare packaging facilities. Total estimated costs are approximately $8 million, with approximately $6 million in cash payments expected. During the three months ended March 31, 2015, plant closure costs of $5.0 million were recorded. These costs were recorded within restructuring costs and included the Company's best estimate of a withdrawal liability for a multi-employer pension plan settlement. Management expects to cease operations at this location by the end of 2015, with all closure costs and cash payments to be incurred during fiscal 2015.

Divestiture of Pressure Sensitive Materials Business

On November 7, 2014, the Company completed the sale of its global Pressure Sensitive Materials business. Proceeds of the transaction totaled $150.5 million. Of the total proceeds, $136.9 million was received in fiscal 2014 and $13.6 million was received in April 2015 which related to settlement of customary post-closing adjustments. The following table summarizes the results of the Pressure Sensitive Materials business, classified as discontinued operations for the three month periods ended March 31, 2015 and 2014:

	Three Months Ended March 31,	
(in millions)	2015	2014
Net sales	$—	$142.8
Loss from discontinued operations before income taxes	$(3.7)	$(16.3)
Benefit of income taxes on discontinued operations	(1.1)	(5.8)
Loss from discontinued operations, net of tax	$(2.6)	$(10.5)

Loss from discontinued operations in 2015 resulted from additional impairment charges, net of tax, reflecting finalization of post-closing adjustments. Loss from discontinued operations in 2014 includes the operating results of the Pressure Sensitive Materials business, direct transaction costs associated with the divestiture, $25.0 million of plant closure costs associated with the Stow, Ohio facility, and the associated income tax effects of these items.

Divestiture of Paper Packaging Division

On March 31, 2014, the Company completed the sale of its Paper Packaging Division. Annual net sales by this division were approximately $160 million. Net proceeds of the transaction totaled $79.8 million for the three months ended March 31, 2014. A $9.4 million pre-tax gain on the sale was recorded as part of other non-operating income for the three months ended March 31, 2014.

Note 4 — Financial Assets and Financial Liabilities Measured at Fair Value

The fair values of the Company’s financial assets and financial liabilities listed below reflect the amounts that would be received to sell the assets or paid to transfer the liabilities in an orderly transaction between market participants at the measurement date (exit price).

The Company’s non-derivative financial instruments include cash and cash equivalents, accounts receivable, accounts payable, short-term borrowings, and long-term debt. At March 31, 2015 and December 31, 2014, the carrying value of these financial instruments, excluding long-term debt, approximates fair value because of the short-term maturities of these instruments.

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Fair value disclosures are classified based on the fair value hierarchy. Level 1 fair value measurements represent exchange-traded securities which are valued at quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date. Level 2 fair value measurements are determined using input prices that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Level 3 fair value measurements are determined using unobservable inputs, such as internally developed pricing models for the asset or liability due to little or no market activity for the asset or liability.

The fair value measurements of the Company's long-term debt represent non-active market exchange-traded securities which are valued at quoted prices or using input prices that are directly observable or indirectly observable through corroboration with observable market data. The carrying values and estimated fair values of long-term debt at March 31, 2015 and December 31, 2014 follow:

	March 31, 2015		December 31, 2014	
(in millions)	Carrying Value	Fair Value (Level 2)	Carrying Value	Fair Value (Level 2)
Long-term debt	$1,357.1	$1,475.1	$1,315.9	$1,410.9

The fair values for derivatives are based on inputs other than quoted prices that are observable for the asset or liability. These inputs include interest rates. The financial assets and financial liabilities are primarily valued using standard calculations / models that use as their basis readily observable market parameters. Industry standard data providers are the primary source for forward and spot rate information for both interest rates and currency rates, with resulting valuations periodically validated through third-party or counterparty quotes. The fair value of the Company's derivatives follow:

	Fair Value As of March 31, 2015	Fair Value As of December 31, 2014
(in millions)	(Level 2)	(Level 2)
Interest rate swaps — net asset position	$8.4	$1.0
Forward exchange contracts — net liability position	$(0.7)	$—

Note 5 — Derivative Instruments

The Company enters into derivative transactions to manage exposures arising in the normal course of business. The Company does not enter into derivative transactions for speculative or trading purposes. The Company recognizes all derivative instruments on the balance sheet at fair value. Derivatives not designated as hedging instruments are adjusted to fair value through income. Depending on the nature of derivatives designated as hedging instruments, changes in the fair value are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in shareholders' equity through other comprehensive income until the hedged item is recognized. Gains or losses, if any, related to the ineffective portion of any hedge are recognized through earnings in the current period.

The Company enters into interest rate swap contracts to economically convert a portion of the Company's fixed-rate debt to variable rate debt. During the fourth quarter of 2011, the Company entered into four interest rate swap agreements with a total notional amount of $400 million. These contracts were designated as fair value hedges of the Company's $400 million 4.50 percent fixed-rate debt due in 2021. The variable rate for each of the interest rate swaps is based on the six-month London Interbank Offered Rate (LIBOR), set in arrears, plus a fixed spread. The variable rates are reset semi-annually at each net settlement date. Fair values of these interest rate swaps are determined using discounted cash flow or other appropriate methodologies. Asset positions are included in deferred charges and other assets with a corresponding increase in long-term debt. Liability positions are included in other liabilities and deferred credits with a corresponding decrease in long-term debt.

The Company enters into forward exchange contracts to manage foreign currency exchange rate exposures associated with certain foreign currency denominated receivables and payables. Forward exchange contracts generally have maturities of less than six months and relate primarily to major Western European currencies for the Company’s European operations, the U.S. dollar for the Company’s Brazilian operations, and the U.S. and Australian dollars for the Company’s New Zealand and Australian operations. The Company has not designated these derivative instruments as hedging instruments. At March 31, 2015 and December 31, 2014, the Company had outstanding forward exchange contracts with notional amounts aggregating $2.6 million and $2.3 million, respectively. The net settlement amount (fair value) related to active forward exchange contracts is recorded on the balance sheet as either a current or long-term asset or liability and as an element of other operating income which offsets the related transaction gains or losses. The net settlement amounts were immaterial for all periods presented.

The Company is exposed to credit loss in the event of non-performance by counterparties in forward exchange contracts and interest-rate swap contracts. Collateral is generally not required of the counterparties or of the Company. In the event a counterparty fails to meet the contractual terms of a currency swap or forward exchange contract, the Company's risk is limited to the fair value of the instrument. The Company actively monitors its exposure to credit risk through the use of credit approvals and credit limits, and by selecting major international banks and financial institutions as counterparties. The Company has not had any historical instances of non-performance by any counterparties, nor does it anticipate any future instances of non-performance.

The fair values, balance sheet presentation, and the hedge designation status of derivative instruments at March 31, 2015 and December 31, 2014 are presented in the table below:

		Fair Value (Level 2) as of	
(in millions)	Balance Sheet Location	March 31, 2015	December 31, 2014
Asset Derivatives			
Interest rate swaps — designated as hedge	Deferred charges and other assets	$8.4	$1.0
Liability Derivatives			
Forward exchange contracts — not designated as hedge	Other liabilities and deferred credits	$0.7	$—

The income statement impact of derivatives is presented in the table below:

		Amount of Gain (Loss) Recognized in Income on Derivatives Three Months Ended March 31,	
(in millions)	Location of Gain (Loss) Recognized in Income on Derivatives	2015	2014
Designated as hedges			
Interest rate swaps	Interest expense	$ 2.0	$ 2.1
Not designated as hedges			
Forward exchange contracts	Other operating income	0.6	(0.3)
Total		$ 2.6	$ 1.8

Note 6 — Inventories

Inventories are valued at the lower of cost, as determined by the first-in, first-out ("FIFO") method, or market. Inventory values using the FIFO method of accounting approximate replacement cost. Inventories are summarized as follows:

(in millions)	March 31, 2015	December 31, 2014
Raw materials and supplies	$183.4	$193.9
Work in process and finished goods	387.5	381.9
Total inventories	$570.9	$575.8

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Note 7 — Goodwill and Other Intangible Assets

Changes in the carrying amount of goodwill attributable to each reportable business segment follow:

(in millions)	U.S. Packaging Segment	Global Packaging Segment	Total
Reported balance at December 31, 2014	$634.0	$329.1	$963.1
Currency translation	(1.0)	(27.6)	(28.6)
Reported balance at March 31, 2015	$633.0	$301.5	$934.5

The components of amortized intangible assets follow:

	March 31, 2015		December 31, 2014	
(in millions)	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Contract based	$10.7	$(1.3)	$10.7	$(1.2)
Technology based	80.3	(44.8)	81.0	(43.9)
Marketing related	10.7	(4.6)	16.3	(9.1)
Customer based	182.3	(72.8)	188.4	(73.6)
Reported balance	$284.0	$(123.5)	$296.4	$(127.8)

Amortization expense for intangible assets was $3.5 million and $3.9 million during the first three months of 2015 and 2014, respectively. Estimated amortization expense is $10.7 million for the remainder of 2015; $14.1 million for 2016; $14.0 million for 2017 and 2018; $13.8 million for 2019, and $12.8 million for 2020. The Company does not have any accumulated impairment losses.

Note 8 — Components of Net Periodic Benefit Cost

Benefit costs for defined benefit pension plans are shown below. The funding policy and assumptions disclosed in the Company's 2014 Annual Report on Form 10-K are expected to continue unchanged throughout 2015.

	Three Months Ended March 31,	
(in millions)	2015	2014
Service cost - benefits earned during the period	$2.0	$1.9
Interest cost on projected benefit obligation	8.2	8.6
Expected return on plan assets	(12.7)	(12.0)
Settlement loss	—	0.4
Curtailment loss	—	0.9
Amortization:		
Unrecognized transition obligation	—	0.1
Prior service cost	0.2	0.4
Actuarial net loss	5.0	2.8
Net periodic benefit cost	$2.7	$3.1

Costs for defined contribution pension plans were $5.2 million and $5.4 million for the three months ended March 31, 2015 and 2014, respectively. Benefit costs for other postretirement plans were not significant for the three months ended March 31, 2015. For the three months ended March 31, 2014, a curtailment benefit of $3.0 million was recorded related to other postretirement plan changes.

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Note 9 — Accumulated Other Comprehensive Loss

The components and activity of accumulated other comprehensive loss are as follows:

(in millions)	Foreign Currency Translation	Pension And Other Postretirement Liability Adjustments	Accumulated Other Comprehensive Loss
December 31, 2013	$(8.0)	$(90.7)	$(98.7)
Other comprehensive income before reclassifications	10.0	—	10.0
Amounts reclassified from accumulated other comprehensive loss	—	1.3	1.3
Net current period other comprehensive income	10.0	1.3	11.3
March 31, 2014	$2.0	$(89.4)	$(87.4)
December 31, 2014	$(151.3)	$(140.4)	$(291.7)
Other comprehensive loss before reclassifications	(99.1)	—	(99.1)
Amounts reclassified from accumulated other comprehensive loss	—	3.2	3.2
Net current period other comprehensive (loss) income	(99.1)	3.2	(95.9)
March 31, 2015	$(250.4)	$(137.2)	$(387.6)

Accumulated other comprehensive loss associated with pension and other postretirement liability adjustments are net of tax effects of $83.9 million and $85.9 million as of March 31, 2015 and December 31, 2014, respectively. Reclassifications of $5.2 million ($3.2 million, net of tax) and $4.2 million ($2.6 million, net of tax) for the three months ended March 31, 2015 and 2014, respectively, related to pension costs. An additional reclassification of $2.2 million ($1.3 million, net of tax) for the three months ended March 31, 2014, related to curtailment benefits associated with other postretirement plans. Refer to Note 8 — Components of Net Periodic Benefit Cost for additional detail.

Note 10 — Earnings Per Share Computations

A reconciliation of basic and diluted earnings per share is below:

	Three Months Ended March 31,	
(in millions, except per share amounts)	2015	2014
Numerator		
Net income	$54.4	$49.2
Denominator		
Weighted average common shares outstanding — basic	97.7	101.5
Dilutive shares	1.1	0.9
Weighted average common and common equivalent shares outstanding — diluted	98.8	102.4
Per common share income		
Basic	$0.55	$0.48
Diluted	$0.55	$0.48

Certain stock awards outstanding were not included in the computation of diluted earnings per share above because they would not have had a dilutive effect. There were no anti-dilutive stock awards outstanding for the three months ended March 31, 2015. The excluded stock awards represented an aggregate of 0.4 million shares for the three months ended March 31, 2014.

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Note 11 — Legal Proceedings

The Company is involved in a number of lawsuits incidental to its business, including environmental-related litigation and routine litigation arising in the ordinary course of business. Although it is difficult to predict the ultimate outcome of these cases, the Company believes, except as discussed below, that any ultimate liability would not have a material adverse effect on the Company's consolidated financial condition or results of operations.

Environmental Matters

The Company is a potentially responsible party ("PRP") pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (commonly known as "Superfund") and similar state and foreign laws in proceedings associated with 17 sites around the United States and one in Brazil. These proceedings were instituted by the United States Environmental Protection Agency and certain state and foreign environmental agencies at various times beginning in 1983. Superfund and similar state and foreign laws create liability for investigation and remediation in response to releases of hazardous substances in the environment. Under these statutes, joint and several liability may be imposed on waste generators, site owners and operators, and others regardless of fault. Although these regulations could require the Company to remove or mitigate the effects on the environment at various sites, perform remediation work at such sites, or pay damages for loss of use and non-use values, the Company expects its liability in these proceedings to be limited to monetary damages. The Company expects its future liability relative to these sites to be insignificant, individually and in the aggregate.

The Company is involved in other environmental-related litigation arising in the ordinary course of business. The Company accrues environmental costs when it is probable that these costs will be incurred and can be reasonably estimated. The Company's reserve for environmental liabilities at March 31, 2015 and December 31, 2014 was $6.8 million and $6.1 million, respectively.

Brazil Tax Dispute - Goodwill Amortization

During October 2013, Dixie Toga, Ltda ("Dixie Toga") received an income tax assessment in Brazil for the tax years 2009 through 2011 that relates to the amortization of certain goodwill generated from the acquisition of Dixie Toga. The income tax assessed for those years is approximately $11.9 million, translated to U.S. dollars at the March 31, 2015 exchange rate. The Company expects that tax examinations for years after 2011 will include similar assessments as the Company continues to claim the tax benefits associated with the goodwill amortization. An ultimate adverse resolution on these assessments, including interest and penalties, could be material to the Company's consolidated results of operations and/or cash flows.

The Company has been advised by its legal and tax advisors that its position with respect to the deductions is allowable under the tax laws of Brazil. The Company is contesting the disallowance and believes it is more likely than not the tax benefit will be sustained in its entirety and consequently has not recorded a liability. The Company intends to litigate the matter if it is not resolved at the administrative appeals levels. The ultimate outcome will not be determined until the Brazilian tax appeal process is complete, which could take several years. At this time, the Company believes that final resolution of the assessment will not have a material impact on the Company's consolidated financial statements.

Brazil Investigation

On September 18, 2007, the Secretariat of Economic Law ("SDE"), a governmental agency in Brazil, initiated an investigation into possible anti-competitive practices in the Brazilian flexible packaging industry against a number of Brazilian companies including a Dixie Toga subsidiary. The investigation relates to periods prior to the Company's acquisition of control of Dixie Toga and its subsidiaries. Given the nature of the proceedings, the Company is unable at the present time to predict the outcome of this matter.

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Note 12 — Segments of Business

The Company's business activities are organized around and aggregated into its two principal business segments, U.S. Packaging and Global Packaging, based on their similar economic characteristics, products, production process, types of customers, and distribution methods. Both internal and external reporting conforms to this organizational structure, with no significant differences in accounting policies applied. Minor intersegment sales are generally priced to reflect nominal markups. The Company evaluates the performance of its segments and allocates resources to them based primarily on operating profit, which is defined as profit before general corporate expense, interest expense, other non-operating income, and income taxes.

A summary of the Company's business activities reported by its two business segments follows:

	Three Months Ended March 31,	
Business Segments (in millions)	2015	2014
Sales including intersegment sales:		
U.S. Packaging	$713.9	$745.6
Global Packaging	340.6	361.7
Intersegment sales:		
U.S. Packaging	(6.9)	(7.4)
Global Packaging	(7.5)	(4.9)
Total net sales	$1,040.1	$1,095.0
Operating Profit		
U.S. Packaging	$95.4	$91.8
Global Packaging (1)	24.3	24.1
	119.7	115.9
General corporate expenses	(22.3)	(20.6)
Operating income	97.4	95.3
Interest expense	13.1	16.9
Other non-operating income	(1.8)	(12.7)
Income from continuing operations before income taxes	$86.1	$91.1

(1) Includes $5.0 million of costs related to the plant closure in Philadelphia, Pennsylvania (a healthcare packaging manufacturing facility).

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Three Months Ended March 31, 2015

Management's Discussion and Analysis should be read in conjunction with the Condensed Consolidated Financial Statements.

	Three Months Ended March 31,							
(in millions, except per share amounts)	2015				2014			
Net sales	$1,040.1		100.0	%	$1,095.0		100.0	%
Cost of products sold	822.6		79.1		884.1		80.7	
Gross profit	217.5		20.9		210.9		19.3	
Operating expenses								
Selling, general, and administrative expenses	106.4		10.2		106.6		9.7	
Research and development	11.3		1.1		11.1		1.0	
Restructuring costs	5.0		0.5		—		—	
Other operating income	(2.6	)	(0.2	)	(2.1	)	(0.2	)
Operating income	97.4		9.4		95.3		8.7	
Interest expense	13.1		1.3		16.9		1.5	
Other non-operating income	(1.8	)	(0.2	)	(12.7	)	(1.2	)
Income from continuing operations before income taxes	86.1		8.3		91.1		8.3	
Provision for income taxes	29.1		2.8		31.4		2.9	
Income from continuing operations	57.0		5.5	%	59.7		5.5	%
Loss from discontinued operations	(2.6	)	(0.2	)%	(10.5	)	(1.0	)%
Net income	$54.4		5.2	%	$49.2		4.5	%
Effective income tax rate			33.8	%			34.5	%
Diluted earnings per share from continuing operations	$0.58				$0.58			

Overview

Bemis Company, Inc. is a leading global manufacturer of packaging supplying a variety of markets. Historically, about 75 percent of our total net sales are to customers in the food industry. Sales of our packaging products are widely diversified among food categories and can be found in nearly every aisle of the grocery store. Our emphasis on supplying packaging to the food industry has typically provided a more stable market environment for our U.S. Packaging and Global Packaging business segments.

Market Conditions

The markets into which our products are sold are highly competitive. Our leading market positions in packaging for perishable food and medical device products reflect our focus on value-added, proprietary products that provide food safety and sterility benefits. We also manufacture products for which our technical know-how and economies of scale offer us a competitive advantage. The primary raw materials for our business segments are polymer resins and films, paper, inks, adhesives, aluminum, and chemicals.

Discontinued Operations

On November 7, 2014, the Company completed the sale of its global Pressure Sensitive Materials business. Proceeds of the transaction totaled $150.5 million. Of the total proceeds, $136.9 million was received in fiscal 2014 and $13.6 million was received in April 2015 which related to settlement of customary post-closing adjustments.

The Pressure Sensitive Materials business meets the criteria to be classified as a discontinued operation, which requires retrospective application to certain financial information for all periods presented. Amounts included in the consolidated statement of income have been recast to exclude Pressure Sensitive Materials amounts. The consolidated statement of cash flows for all periods includes both continuing and discontinued operations.

Loss from discontinued operations in 2015 resulted from additional impairment charges, net of tax, reflecting finalization of post-closing adjustments. Loss from discontinued operations in 2014 includes the operating results of the Pressure Sensitive Materials business, direct transaction costs associated with the divestiture, $25.0 million of plant closure costs associated with the Stow, Ohio facility, and the associated income tax effects of these items.

Divestiture

Divestiture of Paper Packaging Division

On March 31, 2014, we completed the sale of our Paper Packaging Division. Annual net sales by this division were approximately $160 million. Net proceeds of the transaction totaled $79.8 million for the three months ended March 31, 2014, subject to customary post-closing adjustments. A $9.4 million pre-tax gain on the sale was recorded as part of other non-operating income for the three months ended March 31, 2014.

Results of Operations — Three Months Ended March 31, 2015

Consolidated Overview

(in millions, except per share amounts)	2015	2014
Net sales	$1,040.1	$1,095.0
Income from continuing operations	57.0	59.7
Diluted earnings per share from continuing operations	0.58	0.58

Net sales for the three months ended March 31, 2015, decreased 5.0 percent from the same period of 2014. The impact of currency translation reduced net sales by 4.1 percent. The divestiture of the Paper Packaging Division in 2014 reduced sales by 3.4 percent. The remaining 2.5 percent increase in net sales represents a net benefit of increased selling prices and sales mix offset by an approximate 1 percent reduction from lower volume.

Diluted earnings per share from continuing operations for the three months ended March 31, 2015 and 2014 were $0.58. Results for 2015 included a $0.03 charge from a healthcare packaging plant closure. Results for 2014 included a $0.06 gain on the sale of the Paper Packaging Division.

U.S. Packaging Business Segment

(dollars in millions)	2015		2014	
Net sales	$707.0		$738.2	
Operating profit	95.4		91.8	
Operating profit as a percentage of net sales	13.5	%	12.4	%

U.S. Packaging net sales decreased 4.2 percent in the three months ended March 31, 2015, compared to the same period of 2014. The first quarter 2014 divestiture of the Paper Packaging Division reduced sales by 5.1 percent. The remaining 0.9 percent increase in net sales reflects an increase in sales price and mix of approximately 3 percent, partially offset by lower unit volumes resulting from light consumer demand and select customer delays of certain shipments.

Operating profit for the three months ended March 31, 2015 was $95.4 million, or 13.5 percent of net sales, compared to $91.8 million, or 12.4 percent of net sales, in 2014. As compared to the prior year, 2015 operating profit results reflect continued sales mix benefits and operational efficiencies.

Global Packaging Business Segment

(dollars in millions)	2015		2014	
Net sales	$333.1		$356.8	
Operating profit	24.3		24.1	
Operating profit as a percentage of net sales	7.3	%	6.8	%

Global Packaging net sales decreased 6.6 percent in the three months ended March 31, 2015 compared to the same period of 2014. The impact of currency translation reduced net sales by 12.6 percent, primarily driven by currencies in Latin America. The remaining 6 percent increase in Global Packaging net sales reflects an increase in price and mix. Strong unit volumes in Europe, Asia, and the healthcare packaging business were offset by unit volume decreases in Latin America due to continuing difficult economic conditions.

Operating profit for the three months ended March 31, 2015 was $24.3 million, or 7.3 percent of net sales, compared to $24.1 million, or 6.8 percent of net sales, in 2014. The net effect of currency translation decreased operating profit during the first quarter of 2015 by $3.8 million. During the quarter, management initiated the planned closure of one of its healthcare packaging plants, resulting in a $5.0 million pre-tax charge. Underlying margin improvement in the Global Packaging segment reflects strong operating performance and the overall favorable impact of increased sales of sophisticated, value-added packaging for medical device, pharmaceutical, and perishable food applications.

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Consolidated Gross Profit

(in millions)	2015		2014	
Gross Profit	$217.5		$210.9	
Gross profit as a percentage of sales	20.9	%	19.3	%

Gross profit in 2015 reflects the benefits of improvements in sales mix, operational efficiencies, and a minimal benefit from the recent decline in resin prices.

Interest Expense

(dollars in millions)	2015		2014	
Interest expense	$13.1		$16.9	
Effective interest rate	3.8	%	4.7	%

Interest expense declined primarily as a result of refinancing bonds that matured August 1, 2014 with lower variable rate debt.

Other Non-operating Income

(in millions)	2015		2014	
Other non-operating income	$(1.8	)	$(12.7	)

A $1.0 million pre-tax gain on the sale of land was recorded in the three months ended March 31, 2015. A $9.4 million pre-tax gain related to the sale of the Paper Packaging Division and $3.2 million of interest income were recorded in the three months ended March 31, 2014.

Consolidated Income Taxes

(in millions)	2015		2014	
Income taxes	$29.1		$31.4	
Effective tax rate	33.8	%	34.5	%

We expect the effective income tax rate for the remaining quarters of 2015 to be approximately 34 percent.

Liquidity and Capital Resources

Net Debt to Total Capitalization

Net debt to total capitalization (which includes total debt net of cash balances divided by total debt net of cash balances plus equity) was 50.0 percent and 44.9 percent at March 31, 2015 and December 31, 2014, respectively. Total debt as of March 31, 2015 and December 31, 2014 was $1.4 billion and $1.3 billion, respectively.

Cash Flow

Net cash provided by operating activities was $85.2 million for the first three months of 2015, compared to $12.5 million for the first three months of 2014. Increased operating cash flow in 2015 reflects enhanced focus globally on working capital.

Net cash used in investing activities was $35.5 million for the first three months of 2015 compared to cash provided by investing activities of $48.8 million for the same period of 2014. In 2014 we received $79.8 million as net proceeds from the divestiture of the Paper Packaging Division.

Net cash used in financing activities was $35.8 million for the three months ended March 31, 2015, compared to net cash used in financing activities of $53.4 million for the same period of 2014, which included share repurchases of $37.5 million and $43.2 million, respectively. We also borrowed $33.7 million of commercial paper for the three months ended March 31, 2015 compared to $13.3 million for the same period in 2014.

Available Financing

In addition to using cash provided by operating activities, we issue commercial paper to meet our short-term liquidity needs. As of March 31, 2015, our commercial paper debt outstanding was $351.0 million. Based on our current credit rating, we enjoy ready access to the commercial paper markets.

On August 12, 2013, we amended our revolving credit facility to increase the total amount available from $800 million to $1.1 billion and to extend the term from July 21, 2016 to August 12, 2018. This facility is principally used as back-up for our commercial paper program. Our revolving credit facility is supported by a group of major U.S. and international banks. Covenants imposed by the revolving credit facility include minimum net worth calculations and a maximum ratio of debt to total capitalization. The revolving credit agreement includes a $100 million multicurrency limit to support the financing needs of our international subsidiaries. As of March 31, 2015, there was $351.0 million of debt outstanding supported by this credit facility, leaving $749.0 million of available credit. If we were not able to issue commercial paper, we would expect to meet our financial liquidity needs by accessing the bank market, which would increase our borrowing costs. Borrowings under the credit agreement are subject to a variable interest rate.

Liquidity Outlook

We expect cash flow from operations and available liquidity described above to be sufficient to support future operating activites. There can be no assurance, however, that the cost or availability of future borrowings will not be impacted by future capital market disruptions.

Dividends

In February 2015, the Board of Directors approved the 32nd consecutive annual increase in the quarterly cash dividend on common stock to $0.28 per share, a 3.7 percent increase.

New Accounting Pronouncements

Refer to Note 2 — New Accounting Guidance in the Condensed Consolidated Financial Statements.

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Critical Accounting Estimates and Judgments

Our discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to retirement benefits, intangible assets, goodwill, and expected future performance of operations. Our estimates and judgments are based on historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. These critical accounting estimates are discussed in detail in "Management's Discussion and Analysis — Critical Accounting Estimates and Judgments" in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the Company's market risk during the three-month period ended March 31, 2015. For additional information, refer to Note 4 and Note 5 to the Condensed Consolidated Financial Statements and to Part II, Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

ITEM 4. CONTROLS AND PROCEDURES

The Company's management, under the direction, supervision, and involvement of the Chief Executive Officer and the Chief Financial Officer, has carried out an evaluation, as of the end of the period covered by this report, of the effectiveness of the design and operation of the disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) of the Company. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that disclosure controls and procedures in place at the Company are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission's rules and forms and is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There were no changes in the Company's internal control over financial reporting that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The material set forth in Note 11 of the Notes to Condensed Consolidated Financial Statements is incorporated herein by reference.

ITEM 1A. RISK FACTORS

Information about our risk factors is contained in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. We believe that at March 31, 2015, there has been no material change to this information.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
January 1-31, 2015	500,000	$45.30	500,000	6,182,891
February 1-28, 2015	325,000	45.82	325,000	5,857,891
Total		$45.50	825,000	5,857,891

On May 1, 2014, the Board of Directors of the Company increased the cumulative authorization for repurchases to 9.4 million shares of Bemis common stock, which authorization has no stated expiration. During the first quarter of 2015, the Company repurchased 825,000 shares of Bemis common stock in the open market at an average purchase price of $45.50 per share. As of March 31, 2015, under authority granted by the Board of Directors, the Company had remaining authorization to repurchase an additional 5,857,891 shares of its common stock.

ITEM 6. EXHIBITS

The Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	BEMIS COMPANY, INC.
Date May 1, 2015	/s/ Michael B. Clauer Michael B. Clauer, Vice President and Chief Financial Officer

Exhibit Index

Pursuant to the rules and regulations of the Securities and Exchange Commission (SEC), we have filed certain agreements as exhibits to this Quarterly Report on Form 10-Q. These agreements may contain representations and warranties by the parties thereto. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in our public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe our actual state of affairs at the date hereof and should not be relied upon.

Exhibit	Description	Form of Filing
3(a)	Restated Articles of Incorporation of the Registrant, as amended. (1)	Incorporated by Reference
3(b)	By-Laws of the Registrant, as amended through November 26, 2012. (2)	Incorporated by Reference
4(a)	Form of Indenture dated as of June 15, 1995, between the Registrant and U.S. Bank Trust National Association (formerly known as First Trust National Association), as Trustee. Copies of constituent instruments defining rights of holders of long-term debt of the Company and Subsidiaries, other than the Indenture specified herein, are not filed herewith, pursuant to Instruction (b)(4)(iii)(A) to Item 601 of Regulation S-K, because the total amount of securities Authorized under any such instrument does not exceed 10% of the total assets of the Company and Subsidiaries on a consolidated basis. The registrant hereby agrees that it will, upon request by the SEC, furnish to the SEC a copy of each such instrument. (3)	Incorporated by Reference
31.1	Rule 13a-14(a)/15d-14(a) Certification of CEO.	Filed Electronically
31.2	Rule 13a-14(a)/15d-14(a) Certification of CFO.	Filed Electronically
32	Section 1350 Certification of CEO and CFO.	Filed Electronically
101	Interactive data files.	Filed Electronically

(1) Incorporated by reference to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (File No. 1-5277).
(2) Incorporated by reference to the Registrant’s Form 8-K dated November 26, 2012 (File No. 1-5277).
(3) Incorporated by reference to the Registrant’s Current Report on Form 8-K dated June 30, 1995 (File No. 1-5277).