Vishay Precision Group, Inc.
Form 10-K
March 11, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K
ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2014
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 1-34679
Vishay Precision Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware	27-0986328
(State or other jurisdiction of incorporation or organization)	(IRS employer identification no.)

3 Great Valley Parkway, Suite 150
Malvern, PA 19355
(Address of principal executive offices)
484-321-5300
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $0.10 par value	New York Stock Exchange
(Title of class)	(Exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No ý
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ý
Note – Checking the box above will not relieve any registrant required to file reports under Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.
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 ý 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 ý No o
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý

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 definition of "accelerated filer", "large accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Act. (Check one):

Large accelerated filer o	Non-accelerated filer o
Accelerated filer ý	Smaller reporting company o

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

The aggregate market value of the voting stock held by non-affiliates computed by reference to the price at which the common stock was last sold as of the last business day of the registrant’s most recently completed second fiscal quarter ($16.19 on June 28, 2014), assuming conversion of all of its Class B convertible common stock held by non-affiliates into common stock of the registrant, was $210,691,000. There is no non-voting stock outstanding.

As of March 11, 2015, the registrant had 12,693,625 shares of its common stock and 1,025,158 shares of its Class B convertible common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive proxy statement, which will be filed within 120 days of December 31, 2014, are incorporated by reference into Part III of this Annual Report on Form 10-K.

Vishay Precision Group, Inc.
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PART I

Item 1. BUSINESS DESCRIPTION

General

Vishay Precision Group, Inc. (“VPG,” the “Company,” “we,” “us” or “our”) is an internationally recognized designer, manufacturer and marketer of sensors, and sensor-based measurement systems, as well as specialty resistors and strain gages based upon our proprietary technology. We provide precision products and solutions, many of which are “designed-in” by our customers, specializing in the growing markets of stress, force, weight, pressure, and current measurements. A significant portion of our products and solutions are primarily based upon our proprietary foil technology and are produced as part of our vertically integrated structure. We believe this strategy results in higher quality, more cost effective and focused solutions for our customers. Our products are marketed under a variety of brand names that we believe are characterized as having a very high level of precision and quality. Our global operations enable us to produce a wide variety of products in strategically effective geographic locations that also optimize our resources for specific technologies, sensors, assemblies and systems.

The Company also has a long heritage of innovation in precision foil resistors, foil strain gages, and sensors that convert mechanical inputs into an electronic signal for display, processing, interpretation, or control by our instrumentation and systems products. Precision sensors are essential to the accurate measurement, resolution and display of force, weight, pressure, torque, tilt, motion, or acceleration, especially in the legal-for-trade, commercial, and industrial marketplaces. This expertise served as a foundation for our expansion into strain gage instrumentation, load cells, transducers, weighing modules, and complete systems for process control and on-board weighing. Our products are not typically used in the consumer market.

The precision sensor market is integral to the development of intelligent products across a wide variety of end markets upon which we focus, including medical, agricultural, transportation, industrial, avionics, military, and space applications. We believe that as original equipment manufacturers (“OEMs”) continue a drive to make products “smarter,” they will integrate more sensors and related systems into their solutions to link the mechanical/physical world with digital control and/or response. We believe this offers a substantial growth opportunity for our products and expertise.

Our History

In 1962, Dr. Felix Zandman founded Vishay Intertechnology Inc. (“Vishay Intertechnology”) to develop and manufacture the first generation of Bulk Metal® foil resistors and later, foil strain gages.

Resistors are basic components used in all forms of electronic circuitry to adjust and regulate levels of voltage and current. They vary widely in precision and cost, and are manufactured from numerous materials and in many forms. Bulk Metal foil resistors, developed by Dr. Zandman in the 1950’s, are the most precise and stable type of resistors currently available. A strain gage is a resistive sensor that is attached to the surface of an object to determine the surface strain caused by an applied force.

Throughout the 1960’s and 1970’s, Vishay Intertechnology established itself as a technical and market leader in precision foil resistors, PhotoStress® products, and foil strain gages. These innovations were the genesis of the foil technology that is a unique strategic competitive advantage of Vishay Precision Group. The subsequent innovations and advancement of foil resistance and strain gage technology opened the door to numerous commercial applications, such as force sensors and control systems on a vertical market basis.

On July 6, 2010, Vishay Intertechnology spun off its precision measurement and foil technology businesses through a tax-free stock dividend of VPG stock to Vishay Intertechnology’s stockholders and we became a publicly-traded company. In the decade prior to the spin-off, Vishay Intertechnology expanded our sensor and measurement business through acquisitions, extending our business from its initial focus on precision foil resistors and foil strain gages to include an array of sensor-based solutions. These solutions include transducers/load cells, which are force sensors combining strain gages and the metallic structures to which they are bonded; load cell modules that utilize electronic instrumentation and software for measuring the load cell output; and measurement instrumentation and complete systems for process control and on-board weighing.

In January 2013, we completed our first acquisition as an independent public company. We acquired substantially all of the assets of the George Kelk Corporation ("KELK"). KELK engineers, designs and manufactures highly accurate optical and electronic roll force measurement and control equipment primarily used by metals rolling mills and mining applications throughout the world. As a part of our acquisition, we acquired a manufacturing, engineering, sales and administrative facility in Toronto, Canada.

While our acquisitions provided us an array of strong brand names, in addition to our historical resistor and strain gage brands, we believe the continued success of our strategy is best served by the establishment of a strong overall global brand. In May 2014, we launched the “VPG” brand, which is intended to leverage the strength of these historical brands under the umbrella of a more unified, globally recognizable VPG name. We continue to broaden and emphasize the VPG brand in the markets we serve under the following brands for each of our business segments:

Foil Technology Products	Force Sensors	Weighing and Control Systems
Alpha Electronics	VPG Transducers	BLH Nobel
Micro-Measurements	- Celtron	KELK
Powertron	- Revere	VPG Onboard Weighing
Vishay Foil Resistors	- Sensortronics	
	- Tedea-Huntleigh	

Our acquisitions added to our strong, diverse, global manufacturing, sales and distribution network, which includes facilities in Canada, China, Costa Rica, Germany, India, Israel, Japan, Sweden, Taiwan, the United Kingdom and the United States.

We were incorporated in Delaware on August 28, 2009. Our principal executive offices are located at 3 Great Valley Parkway, Suite 150, Malvern, PA 19355. Our main telephone number is 484-321-5300.

Key Business Vision and Strategies

Our vision is to be the leading provider of sensors, and sensor-based systems with the highest precision, quality, value and service for measuring force (weight, pressure, torque, acceleration) and current. As part of that vision, we are a leading provider of foil specialty resistors and strain gages, which are particularly effective in precision measurement applications.

Our strategy is to achieve corporate growth and shareholder value by expanding our existing product portfolio organically, as well as by acquiring complementary precision measurement products. Specifically, we are focused on the following strategic initiatives:

Optimize Core Competence

The Company’s core competency and key value proposition is providing customers with proprietary foil technology products and precision measurement sensors and sensor-based systems. Our foil technology resistors and strain gages are recognized as global market leading products that provide high precision and high stability over extreme temperature ranges, and long life. Our force sensor products and our weighing and control systems products are also certified to meet some of the highest levels of precision measurements of force, weight, pressure, torque, tilt, motion, and acceleration. While these competencies form a solid basis for our products, we believe there are several areas that can be optimized, including: increasing our technical sales efforts; continuing to innovate in product performance and design; and refining our manufacturing processes.

Our foil technology research group continues to provide innovations that enhance the capability and performance of our strain gages, while simultaneously reducing their size and power consumption as part of our advanced sensors product line. We believe this new foil technology will create new markets as customers “design in” these next generation products in existing and new applications. Our development engineering team is also responsible for creating new processes to further automate manufacturing, and improve productivity and quality. This advanced sensors’ manufacturing technology offers us the capability to produce high-quality foil strain gages in a highly automated environment, which should convert into reduced manufacturing costs, reduce lead times and increase margins.

We also seek to achieve significant production cost savings through the transfer, expansion, and construction of manufacturing operations in countries such as Costa Rica, India, Israel, China and Taiwan, where we can benefit from lower labor costs, improved efficiencies, or available tax and other government-sponsored incentives.

Organic Growth

Our product portfolio is focused, to a significant extent, on specialty products serving niche markets. The development of specialty products requires us to form long-term relationships with our customers. Our specialty products are usually designed, or engineered, to meet unique specifications for OEMs. This often results in our customers creating a non-standard part number used solely to designate our product on their bill of materials. We call this customer activity a “design win.” This activity may create organic growth as the OEM customer begins to order increasing quantities to meet their production requirements, with little or no opportunity to purchase a similar part from competing suppliers. The “design in” time for these initiatives is typically 12 to 24 months.

We expect to continue to use our research and development, engineering, and product marketing resources to introduce new and innovative specialty products. An example of our success in this regard is the recent acceptance and growth of our on-board vehicle weighing solution incorporating microelectromechanical systems ("MEMS") technology. Our ability to react to changing customer needs, emerging markets, and industry trends will continue to be a key to our success.

Our design, research, and product development teams, in partnership with our marketing teams, drive our efforts to bring innovations to market. We intend to leverage our insights into customer demand to continually develop and roll out new, innovative products within our existing lines and to modify our existing core products in ways that make them more appealing, addressing changing customer needs and industry trends in terms of form, fit, and function.

Growth from Acquisitions

We expect to continue to make strategic acquisitions where opportunities present themselves to grow our segments. Historically, our growth and acquisition strategy has been largely focused on vertical product integration, using our foil strain gages in our force sensor products and incorporating those products into our weighing and control systems. While the acquisition of the KELK business in January 2013 continued that trend, it also resulted in the acquisition of certain optical sensor technology. Along with our recent success in MEMS technology for on-board weighing, we expect to expand our expertise, and our acquisition focus, outside our traditional vertical approach to other precision sensor solutions in the fields of measurement of force, weight, pressure, torque, tilt, motion, and acceleration. We believe acquired businesses will benefit from improvements we implement to reduce redundant functions and from our current global manufacturing and distribution footprint.

Product Segments

Foil Technology Products

The Foil Technology Products segment includes our foil resistor and strain gage operating segments. Typical applications for foil resistors include high end test equipment for the aviation, military and space, semiconductor, process control, oil and gas and medical markets. Typical applications for strain gages are stress analysis for structural testing in the aviation, military and space, infrastructure and construction markets. Our innovative advanced sensors product line enhances the capability and performance of our strain gages, while simultaneously reducing their size and power consumption.

The products in these segments are based on our resistive foil technology, which continues to evolve and enables both products to be suited for new and varied applications.

The manufacturing of the foil material is a critical and common component of the Company’s strain gage and precision foil businesses, and as a result, we experience synergies between our foil resistor and strain gage operating segments. The production cycles for foil resistors and strain gages are similar and many of the same raw materials are utilized in the manufacturing processes for both operating segments. The foil resistor and strain gage products require a similar level of labor and capital. Our strain gage operating segment sells a significant amount of foil inventory to the Company’s foil resistor operating segment. A majority of products from the strain gage operating segment are sold to third parties as “standard catalog items”; the remainder of this operating segment’s products are sold as non-standard and/or custom products to third parties and to our Force Sensors segment.

Force Sensors

The Force Sensors segment includes a broad line of load cells and force measurement transducers that are offered as precision sensors for industrial and commercial use. Typical applications for force sensors are in medical devices (such as hospital beds and medication dosing), agricultural equipment (for precision force measurement), and construction machinery (for tipping and overload protection). These sensors use our foil technology products, which serve as sensing elements and components within each unit. Further integration of our load cells technology is also offered as part of our weighing module products, which provide customers with a complete sensor assembly that may be used within a wide variety of digital transducers.

A majority of products from the Force Sensors segment are sold to third parties as “standard catalog items” but a growing sector of this segment’s products are sold as non-standard and/or custom products to third parties and to our Weighing and Control Systems segment. Direct sales channels (field application engineers (“FAEs”)) are utilized as the primary customer interface relating to initial design specifications, development of prototypes, and pricing/delivery of this segment’s products. Distributors are also used for those customers that desire primarily standard, “as is” products.

Weighing and Control Systems

The Weighing and Control Systems segment designs and manufactures complete systems comprised of load cells and instrumentation for weighing and force control/measurement for a variety of uses, including on-board weighing and overload monitor systems. Typical applications for our weighing and control systems products are: process weighing of chemicals, food and pharmaceuticals; aircraft and truck weighing and overload protections; weight force and process optimization in steel and paper mills; and force measurement for offshore oil and gas exploration.

The Weighing and Control Systems segment acquires many of the load cells it requires from our Force Sensors segment. As such, the Company considers the load cell production line to be an integral component of the Weighing and Control Systems segment’s production process. Other major components that comprise our systems are: electronic displays; optical gages; signal processors; MEMS sensors; cabling; system software; and communication software/hardware. The end use for the majority of these products is the precision measurement of force, weight, pressure, torque, tilt, motion, and acceleration. Direct sales channels (FAEs) are

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utilized as the primary customer interface relating to initial design specifications, development of prototypes, and pricing/delivery of this segment's products. Distributors and sales agents are also used, as appropriate, to market, sell and support certain products in this segment.

Products

Our precision sensor and sensor-based systems include products such as load cells, transducers, weighing modules, and complete systems for process control and on-board weighing applications. Our precision foil resistors and strain gages are based on our proprietary foil technology, which we invented. We manufacture and sell high precision foil resistors, foil strain gages and strain gage instruments containing foil resistors.

Our product portfolio includes:

- Foil resistors – Foil resistors are the most precise and stable type of resistors currently available. Resistors are basic components used in all forms of electronic circuitry to adjust and regulate levels of voltage and current. Our foil resistors and current sensors are used in applications requiring a high degree of precision and stability, such as in medical applications, precision equipment for front-end and back-end semiconductor testing and semiconductor fabrication equipment, and avionics/military/aerospace applications. We sell our foil resistors under the Vishay Foil Resistors, Alpha Electronics, and Powertron brands, including under our well known Bulk Metal® trademark.
- Foil strain gages – Strain gages, including our advanced sensors, are resistive sensors that are attached to the surface of an object to determine the surface strain caused by an applied force. Typical uses of strain gages include test and measurement applications where the strength of the object is the main consideration and the object under test is a structural component in a machine or device such as an automobile, an aircraft, or a highway bridge. Strain gages are also used inside precision transducers where the magnitude of an applied force is the focus of the measurement. A variety of physical measurements can be made using strain gages attached to metal components including force, weight, pressure, displacement, and acceleration. We sell our strain gages under the well-known Micro-Measurements brand.
- Transducers and load cells – A transducer is mounted on a structure that is subjected to weight or other stress, such as the platform of an industrial scale. The term "load cell" is primarily used to describe transducers used in weighing applications. Strain gage transducers consist of one or more strain gages bonded to a metallic support. The change in resistance of the strain gages in response to deformation of the transducer by the applied load is detected by electronic instrumentation. Transducers are manufactured with different designs and configurations depending on their application and the type of stress or strain to be measured; for example, weight or tension. We produce both analog and digital transducers. With the launch of our "VPG" branding initiative in 2014, we sell our load cells under the overall VPG Transducers name as we transition from the previously used Celtron, Revere, Sensortronics, and Tedea-Huntleigh brands.
- Modules – Modules are transducers combined with a mounting and with external features, such as instruments and cables, and are used for weighing and control applications.
- Instruments – Instruments measure, process, digitize, display, and record the output of our strain gages, transducers, and control systems.
- Weighing and control systems – Weighing and control systems are integrated systems for the detection and measurement of weight and other types of force, primarily for use in industrial applications. These include systems to control process weighing in food, chemical, and pharmaceutical plants; force measurement systems used to control web tension in paper mills, roller force in steel mills, and cable tension in winch controls; on-board weighing systems installed in logging and waste-handling trucks; and special scale systems used for aircraft weighing and portable truck weighing. With our acquisition of KELK, we added certain optical gages for control systems and enhanced our other product offerings for process control in the steel mill industry. We sell our systems under a variety of brand names including BLH Nobel, KELK, and VPG Onboard Weighing.
- PhotoStress® products – PhotoStress coatings and instruments use a unique optical process to reveal and measure the distribution of stresses in structures under live load conditions. They are used to improve structural design in aerospace, automotive, military, civil engineering, industrial, and mechanical applications.

Qualifications and Specifications

Certain of our products must be qualified or approved under various military and aerospace specifications and other standards.

We have qualified certain of our foil resistor and sensor products under various military specifications approved and monitored by the United States Defense Logistics Agency ("DLA"), under certain European military specifications, and various aerospace standards approved by the U.S. National Aeronautics and Space Administration ("NASA") and the European Space Agency ("ESA").

Qualification and specification levels are based in part upon the rate of failure of products. We must continuously perform tests on our products, and for products that are qualified, the results of these tests must be reported to the qualifying organization. If a product fails to meet the requirements for the applicable classification level, the product's classification may be suspended or reduced to a lower level. During the time that the classification is suspended or reduced, net revenues and earnings attributable to that product may be adversely affected.

Certain of our load cell and instrumentation products are approved by the National Type Evaluation Program ("NTEP") and International Organization of Legal Metrology ("OIML"). Many of our weighing systems must also meet these standards to make them usable for legal-for-trade weighing applications. Products and systems that are to be used in hazardous areas, where explosive atmospheres might exist, must comply with special safety standards, such as the European Atmosphère Explosible ("ATEX") Standard and the U.S. Factory Mutual ("FM") Standard. Our load cell manufacturing sites are undergoing periodic audits by regulatory authorities in order to verify the compliance with standard requirements and extend the product approvals.

Manufacturing Operations

Our principal manufacturing facilities are located in Israel, the United States (North Carolina), Canada (Toronto), India, the People's Republic of China, Japan, and Costa Rica. We also have manufacturing facilities in Germany, Sweden, the United Kingdom, the Republic of China (Taiwan), and France. Over the past several years, we have invested substantial resources to increase capacity and to maximize automation in our plants, which we believe will further reduce production costs.

We have quality management systems at all of our major manufacturing facilities approved under the ISO 9001 Quality Management Systems Standard. ISO 9001 is a comprehensive set of quality program standards developed by the International Organization for Standardization ("ISO"). The quality management system in our major foil resistors manufacturing site is certified against Aerospace Standard AS9100.

To maintain our cost competitiveness, we are pursuing our strategic initiatives to shift manufacturing emphasis to more advanced automation in higher-labor-cost regions and to relocate production to regions with skilled workforces and relatively lower labor costs. See additional information in Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations – Cost Management" related to our restructuring efforts.

Sources of Supplies

Although most materials incorporated in our products are available from a number of sources, certain materials are available only from a relatively limited number of suppliers. The principal materials used in our products include various metallic foil alloys, aluminum, stainless steel, tool steel, plastics, and for a few products, gold. Some of the most highly specialized materials for our sensors are sourced from a single vendor. We maintain a safety stock inventory of certain critical materials at our facilities. We are taking steps to determine the use, source and origin of any tin, tantalum, tungsten or gold in our global product portfolio and, if appropriate, would work with our suppliers to remediate issues and source more responsibly.

A significant portion of our Force Sensors and Weighing and Control Systems segment products are based on strain gages produced by our Foil Technology Products segment.

Inventory and Backlog

We manufacture both standardized products and those designed and produced to meet customer specifications. We maintain an inventory of standardized components, and monitor the backlog of outstanding orders for our products. We include in our backlog only open orders that have been released by the customer for shipment in the next twelve months. Many of our customers for strain gages, load cells, and foil resistors encounter uncertain and changing demand for their products. They typically order products from us based on their forecasts. If the customers' business needs change, they may cancel or reschedule the shipments that are included in our backlog, in many instances without the payment of any penalty. Therefore, the backlog at any point in time is not necessarily indicative of the results to be expected for future periods.

Customers and Marketing

Our customer base is diversified in terms of industry, geographic region, and range of product needs. No single customer accounts for more than 5% of our net revenues. The vast majority of our products are used in the broad industrial market, with selected uses in the military/aerospace, medical, agricultural, steel, and construction sectors. Within the broad industrial market, our products serve a wide variety of applications in waste management, bulk hauling, logging, scales manufacturing, engineering systems, pharmaceutical, oil, chemical, steel, paper, and food industries.

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Our net revenues attributable to customers by region are as follows:

	Years ended December 31,		
	2014	2013	2012
Americas	38 %	37 %	41 %
Europe	40 %	40 %	41 %
Asia	22 %	23 %	18 %
	100 %	100 %	100 %

We sell through a variety of sales channels, including OEMs, electronic manufacturing services companies ("EMS") (which manufacture for OEMs on an outsourcing basis), and independent distributors. We also sell directly to end-use customers. During 2014, sales channels for our three reporting segments were as follows:

	Foil Technology Products	Force Sensors	Weighing and Control Systems
OEMs	39 %	71 %	41 %
EMS	13 %	0 %	0 %
Distributors	26 %	24 %	15 %
End users	22 %	5 %	44 %
	100 %	100 %	100 %

Many of our products have historically been sold by dedicated sales forces consisting mainly of FAEs focusing on specific market segments or specific customers. The FAEs help identify the products in our portfolio that best meet the needs of our customers and provide technical and applications support. Their in-depth knowledge of customer needs is a key factor in new product design and future research and development initiatives.

Competition

Our competitive success depends on our ability to maintain a competitive advantage on the basis of superior product capability and performance, product quality, know-how, proprietary data, market knowledge, service capability, and business reputation. Price competitiveness can be an important factor, especially within our Force Sensors segment. Our sales and marketing programs offer our customers a broad range of world-class precision technologies, and superior global sales and support.

Competition in the markets where we sell the bulk of our products is extremely fragmented, both geographically and by application. To our knowledge, there are no competitors with the same product mix and proprietary technology as ours. Our competitors range from very small, local companies to large, international companies with greater financial resources than us.

Our foil resistors, where we maintain a leading market share, and our foil strain gages are based on our proprietary technology. Competitors often compete in this market with different technology, but functionally equivalent products. Competition in our Foil Technology Products segment includes HBM, an operating company of Spectris. Competitors in our Force Sensors segment include HBM, Zemic, Keli and Flintec. Competitors in our Weighing and Control Systems segment include Roper Industries, ABB and Mettler Toledo.

Research and Development

Many of our products, manufacturing techniques, and technologies have been invented, designed, and developed by our engineers and scientists. Special proprietary resistive metal foil is the most important material in both our foil resistors and our foil strain gages, and our research and development activities related to foil materials are an important linkage between these two products. We maintain strategically placed design centers where proximity to customers enables us to more easily monitor and satisfy the needs of local markets. These design centers are located in the United States, Israel, Canada, Sweden, Japan, the United Kingdom, India, the People's Republic of China, the Republic of China (Taiwan), Germany and France.

We also maintain research and development staff and promote programs at a number of our production facilities to develop new products and new applications of existing products, and to improve manufacturing techniques. This decentralized system encourages individualized product development at specific manufacturing facilities that occasionally has applications at other facilities.

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Our research and development staff and our sales force are closely linked. Our sales force is comprised of individuals with an engineering background who can help meet the needs of our customers for technical and applications support. This in-depth knowledge of customer needs and specifications is a key factor in future research and development initiatives.

Research and development will continue to play a key role in our efforts to introduce innovative products for new sales and to improve profitability. We expect to continue to expand our position as a leading supplier of precision foil technology products. We believe our R&D efforts should provide us with a variety of opportunities to leverage technology, products, and our manufacturing base and, ultimately, our financial performance. To that end, we expect to increase our R&D expenditures in order to fill the product development pipeline and lay the foundation for future sales growth.

Patents and Licenses

We have made a significant investment in securing intellectual property protection for our technology and products. We seek to protect our technology by, among other things, filing patent applications for technology considered important to the development of our business. Although we have numerous United States and foreign patents covering certain of our products and manufacturing processes, no particular patent is considered individually material to our business. We also rely upon trade secrets, unpatented know-how, and continuing technological innovation.

Our ability to compete effectively with other companies depends, in part, on our ability to maintain the proprietary nature of our technology. Although we have been awarded, have filed applications for, or have obtained numerous patents in the United States and other countries, there can be no assurance concerning the degree of protection afforded by these patents or the likelihood that pending patents will be issued.

We require all of our technical, research and development, sales and marketing, and management employees and most consultants and other advisors to execute confidentiality agreements upon the commencement of employment or consulting relationships with us. These agreements provide that all confidential information developed or made known to the entity or individual during the course of the entity's or individual's relationship with us is to be kept confidential and not disclosed to third parties except in specific circumstances. Substantially all of our technical, research and development, sales and marketing, and management employees have entered into agreements providing for the assignment to us of rights to inventions made by them while employed by us.

Environmental, Health and Safety

We have an Environmental, Health and Safety Policy that commits us to achieve and maintain compliance with applicable environmental laws, to promote proper management of hazardous materials for the safety of our employees and the protection of the environment, and to minimize the hazardous materials generated in the course of our operations. In addition, our manufacturing operations are subject to various federal, state, and local laws restricting discharge of materials into the environment. We are not involved in any pending or threatened proceedings that would require curtailment of our operations.

Employees

As of December 31, 2014, we employed approximately 2,536 total employees, substantially all of which were full-time employees. Approximately 86% of the employees were located outside the United States. Our future success is substantially dependent on our ability to attract and retain highly qualified technical and administrative personnel. Some of our employees outside the United States are members of trade unions. Our relationship with our employees is generally good. However, no assurance can be given that labor unrest or strikes will not occur.

Executive Officers

The following table sets forth certain information regarding our executive officers as of March 11, 2015:

Name	Age	Positions
Ziv Shoshani	48	Chief Executive Officer, President, and Director
William M. Clancy	52	Executive Vice President and Chief Financial Officer
Thomas P. Kieffer	62	Senior Vice President and Chief Technical Officer

Ziv Shoshani is our Chief Executive Officer and President, and also serves on the board of directors. Mr. Shoshani was Chief Operating Officer of Vishay Intertechnology from January 1, 2007 to November 1, 2009. During 2006, he was Deputy Chief Operating Officer of Vishay Intertechnology. Mr. Shoshani was Executive Vice President of Vishay Intertechnology from 2000 to 2009 with various areas of responsibility, including Executive Vice President of the Capacitors and the Resistors businesses, as well as heading the Measurements Group and Foil Divisions. Mr. Shoshani had been employed by Vishay Intertechnology since 1995. He continues to serve on the Vishay Intertechnology board of directors. Mr. Shoshani is a nephew of the late Dr. Felix Zandman, the founder of Vishay Intertechnology.

William M. Clancy is our Executive Vice President and Chief Financial Officer. Mr. Clancy was Corporate Controller of Vishay Intertechnology from 1993 until November 1, 2009. He became a Vice President of Vishay Intertechnology in 2001 and a Senior Vice President of Vishay Intertechnology in 2005. Mr. Clancy served as Corporate Secretary of Vishay Intertechnology from 2006 to 2009. From June 16, 2000 until May 16, 2005 (the date Vishay Intertechnology acquired the noncontrolling interest in Siliconix incorporated), Mr. Clancy served as the principal accounting officer of Siliconix. Mr. Clancy had been employed by Vishay Intertechnology since 1988.

Thomas P. Kieffer is our Senior Vice President and Chief Technical Officer. Mr. Kieffer was promoted to the position of Senior Vice President – Corporate R&D for Vishay Intertechnology's Measurements Group and Foil Resistors Division on January 1, 2008. Prior to that, Mr. Kieffer was Senior Vice President of Vishay Intertechnology's Micro-Measurements and Load Cells Divisions. He became Division Head of Vishay Intertechnology's Measurements Group Division in 2000 and from 2002 through 2005 was involved in several acquisitions of measurements businesses. Mr. Kieffer had been employed by Vishay Intertechnology since 1984.

Company Information and Website

We began filing annual, quarterly, and current reports, proxy statements, and other documents with the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934 after our spin-off from Vishay Intertechnology on July 6, 2010. The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at Station Place, 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding issuers, including us, that file electronically with the SEC. The public can obtain any documents that we file with the SEC at www.sec.gov.

In addition, our company website can be found on the Internet at www.vpgsensors.com. The website contains information about us and our operations. Copies of each of our filings with the SEC on Form 10-K, Form 10-Q, and Form 8-K, and all amendments to those reports, can be viewed and downloaded free of charge as soon as reasonably practicable after the reports and amendments are electronically filed with or furnished to the SEC. To view the reports, access http://ir.vpgsensors.com and click on "SEC Filings"/ "Documents."

The following corporate governance related documents are also available on our website:

- Compensation Committee Charter
- Nominating and Corporate Governance Committee Charter
- Audit Committee Charter
- Code of Business Conduct and Ethics
- Code of Ethics Applicable to the Chief Executive Officer, Chief Financial Officer, and Principal Accounting Officer or Controller
- Corporate Governance Principles

To view these documents, access http://ir.vpgsensors.com and click on "Corporate Governance."

To view our Ethics Program Reporting Procedures, access http:/www.vpgsensors.com/company and click on "Ethics."

We are not incorporating by reference into this Annual Report on Form 10-K any material from our website.

Any of the above documents can also be obtained in print by any stockholder upon request to our Investor Relations Department at the following address:

Corporate Investor Relations
Vishay Precision Group, Inc.
3 Great Valley Parkway, Suite 150

Malvern, PA 19355

Item 1A. RISK FACTORS

You should carefully consider the following risks and other information in this Form 10-K in evaluating our company and common stock. Any of the following risks, as well as additional risks and uncertainties not currently known to us or that we currently deem immaterial, could materially and adversely affect our business, results of operations or financial condition and could also adversely affect the trading price of our common stock.

Risks Related to Our Business

We face intense competition in our business.

We face various degrees and types of competition in our different businesses. In some cases our products compete directly with those of third party competitors. In other cases, competition in one segment, such as in our Weighing and Control Systems segment, may affect not only the sales of our systems within that segment, but also sales of products that we incorporate in those systems from other segments, such as load cells and strain gages.

We have a significant market position in foil resistors and foil strain gages. Foil resistors and foil strain gages are also produced by competitors, principally located in China. We believe that our foil technology products provide superior performance relative to our competitors, but that could change if our competitors succeed in developing and introducing innovative competitive offerings. Also, our foil strain gages compete with other types of strain gages, such as semiconductor strain gages, which we do not manufacture. We believe that other types of strain gages are not as reliable or stable as our foil strain gages, but that could change as the technology for these other products continues to evolve. If our competitors are able to improve the quality, performance, or pricing of their products relative to our offerings, our results of operations could be adversely affected.

The market for transducer/load cell products is highly fragmented and very competitive. Our load cell modules and systems face competition from numerous other load cell module and systems manufacturers. Competition for modules and systems is most often based on customer relationships, product reliability, technical performance, and the ability to anticipate and satisfy customer needs for specific design configurations. Many other manufacturers have more experience in particular geographic markets and specific applications than we do, and may be better positioned to compete in these areas. We cannot assure you that we will be able to successfully grow our business in the face of these competitive challenges.

Our vertical product integration exposes us to certain risks.

Our business structure emphasizes vertical product integration. For example, we use our strain gages in our force sensor products and our force sensor business is our largest customer (by volume) for our strain gages. Similarly, our weighing and control systems business primarily uses our force sensor products in its systems. Many of the acquisitions which form the core operations of our business had the effect of extending our vertical integration.

While we believe this has been, and will continue to be, a sound business structure, vertical product integration and the resulting interdependencies of our divisions exposes us to certain risks. As a consequence of our vertical integration, our force sensors business may compete with certain of our customers and potential customers for strain gages while our systems business may compete with certain of our customers and potential customers for force sensors, who, for that reason, may elect not to do business with us.

In the past we have grown through successful integration of acquired businesses, but this may not continue.

Our long-term historical growth in revenues and net earnings has resulted in large part from our strategy of expansion through acquisitions. We cannot assure that we will identify, have the financial capabilities to acquire, or successfully complete transactions with suitable acquisition candidates in the future. We also cannot assure that acquisitions that we will complete in the future will be successful.

Such acquisitions or investments involve a number of risks, including the following:

- we may be unable to achieve the anticipated benefits from the acquisition or investment;
- we may have difficulty integrating the operations and personnel of the acquired business, and may have difficulty retaining the key personnel of the acquired business;
- we may have difficulty incorporating the acquired technologies or products with our existing solutions;
- our ongoing business and management's attention may be disrupted or diverted by transition or integration issues and the complexity of managing geographically and culturally diverse locations; and

- we may lose customers of those companies due to the change in control or for other reasons.

The factors noted above could have a material adverse effect on our business, results of operations and financial condition or cash flows, particularly in the case of a larger acquisition. From time to time, we may enter into negotiations for acquisitions or investments that are not ultimately consummated. These negotiations could result in significant diversion of management time, as well as out-of-pocket costs.

Future acquisitions may require us to incur or issue additional indebtedness or issue additional equity.

If we were to undertake future substantial acquisitions for cash, these acquisitions would likely need to be financed in part through bank borrowings or the issuance of public or private debt. This acquisition financing would likely decrease our ratio of earnings to fixed charges and adversely affect other credit metrics. Our revolving credit facilities require us to obtain the lenders' consent for certain additional debt financing and to comply with other covenants, including the application of specific financial ratios. We cannot assure that the necessary acquisition financing would be available to us on acceptable terms, if and when, required. If we were to make an acquisition with equity, the acquisition may have a dilutive effect on the interests of the holders of our common stock.

We might require additional capital to support business growth and this capital might not be available.

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges or opportunities, including the need to develop new offerings or enhance our existing offerings, enhance our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing secured by us in the future could involve additional restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions.

In addition, we may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited.

We may encounter difficulties in the implementation or operation of new enterprise resource planning systems.

We have and continue to implement new enterprise resource planning ("ERP") systems in different parts of our business. ERP systems are integral to our ability to accurately and efficiently manage our manufacturing and sales activities, and provide critical business information to management. The implementation of an ERP system may cause us to incur additional costs, shipment delays, and related customer dissatisfaction; expend employee (including Company management) time and attention; and otherwise burden our internal resources. Any difficulties we encounter with the implementation or successful operation of an ERP system could damage the effectiveness of our business processes and could adversely impact our ability to accurately and effectively forecast and manage sales demand, manage our supply chain, and report management information on an accurate and timely basis, any of which could have a material adverse effect on our business and results of operations.

To remain successful, we must continue to innovate, and our investments in new technologies may not prove successful.

Our future operating results depend on our ability to continually develop, introduce and market new and innovative products, to modify existing products, to respond to technological change, and to customize certain products to meet customer requirements. There are numerous risks inherent in this process, including the risks that we will be unable to anticipate the direction of technological change, that customers may be unwilling, or unable, to adopt the new products or methods of using them, that we will be unable to develop and market new products and applications in a timely fashion to satisfy customer demands, or that such products will experience quality or other qualification issues with our customers as they, and we, gain experience with qualifying them and using them. If this occurs, we could lose customers and experience adverse effects on our financial condition and results of operations.

Our success is dependent upon our ability to protect our proprietary technology and other intellectual property.

We rely on a combination of the protections provided by applicable patent, trademark, copyright and trade secret laws, as well as on confidentiality procedures and other contractual arrangements, to establish and protect our rights in our technology and related materials and information. We enter into agreements with our customers and distributors. These agreements contain confidentiality and non-disclosure provisions, a limited warranty covering our products and indemnification for the customer from infringement actions related to our products.

Despite our efforts, it may be possible for others to copy portions of our products, reverse engineer them or obtain and use information that we regard as proprietary, all of which could adversely affect our competitive position. Furthermore, there can be no assurance that our competitors will not independently develop technology similar to ours. The laws of certain countries in which we manufacture do not protect our intellectual property rights to the same extent as the laws of the United States. In the Office of the United States Trade Representative (“USTR”) annual "Special 301" Report released in April 2014, the adequacy and effectiveness of intellectual property protection in a number of foreign countries were analyzed.

A number of countries in which we manufacture are identified in the report as being on the Priority Watch List. In China, for instance, the USTR is concerned about the existence of serious obstacles to the effective protection of intellectual property rights, including the concern that China may treat foreign owned intellectual property differently than that owned or developed in China. The USTR has also expressed an escalating concern about the theft of trade secrets in China, with some theft possibly involving the Chinese government. The USTR also expressed concern that India continues to have a weak legal framework and enforcement system. Argentina, Chile, Indonesia, Pakistan, Russia, Thailand, and Venezuela were also identified because of problems in intellectual property enforcement. The absence of harmonized intellectual property protection laws and effective enforcement makes it difficult to ensure consistent respect for patent and other intellectual property rights on a worldwide basis. As a result, it is possible that we will not be able to enforce our rights against third parties that misappropriate our proprietary technology in those countries.

The success of our business is highly dependent on maintenance of intellectual property rights.

The unauthorized use of our intellectual property rights may increase the cost of protecting these rights or reduce our revenues. We seek to protect trade secrets and our other proprietary technology in part by requiring each of our employees to enter into non-disclosure and intellectual property assignment agreements. In these agreements, the employee agrees to maintain the confidentiality of all of our proprietary information and, subject to certain exceptions, to assign to us all rights in any proprietary information or technology made or contributed by the employee during his or her employment. Generally, we do not enter into non-compete arrangements with our employees, with the exception of certain executives and, in some cases, one or more of the principals of the businesses that we acquire. All of these types of agreements may be breached or be found unenforceable, and we may not have an adequate remedy for any such breach of, or inability to enforce, these agreements. We may initiate, or be subject to, claims or litigation for infringement of proprietary rights or to establish the validity of our proprietary rights, which could result in significant expense to us, cause product shipment delays, require us to enter royalty or licensing agreements, and divert the efforts of our technical and management personnel from productive tasks, whether or not such litigation were determined in our favor.

We may be exposed to product liability claims.

While our agreements with our customers and distributors typically contain provisions designed to limit our exposure to potential material product liability claims, including appropriate warranty, indemnification, damages waiver and limitation of liability provisions, it is possible that such provisions may not be effective under the laws of some jurisdictions, thus exposing us to substantial liability. Moreover, defending a suit, regardless of its merits, could entail substantial expense and require the time and attention of key management personnel. If product liability claims are brought against us, the costs associated with defending such claims may adversely affect our results of operations and future cash flows.

We must expend significant resources to obtain design wins without assurance that we will be successful.

In many cases, we must initiate communication with our customers, and convince the customer that our products and systems will offer solutions for its business that are technically superior and more cost effective compared to their existing arrangements. To do so, we must often expend significant financial and human resources to develop technologically compelling products or systems with no guarantee that they will be adopted by our customers. The non-recurring engineering (“NRE”) costs for product development in these cases could be substantial and may adversely affect our profitability if we are unable to recover these costs.

Also, customers will often require a lengthy period of onsite testing before committing to purchase a product or system, during which period we will not receive material revenue from the customer. While a design win for our products and systems may result in a long period of recurring revenue during which we hope to recover our costs, we must often internally finance our development costs over significant time periods. If our products or systems fail to gain acceptance with our customers, we will be forced to absorb any NRE costs, which could adversely affect our business if these costs are substantial.

The long development times for certain of our products and systems may result in unpredictable fluctuations in revenue and results of operations.

Our force sensor products and weighing and control systems often involve long product development cycles, both to develop the product or system and to secure customer acceptance following what may be a lengthy on-site testing period. During product development and testing, we may incur substantial costs without corresponding revenues. If our custom product or system is ultimately accepted by the customer, we may then begin to realize substantial revenues from our development efforts.

In particular, our weighing and control systems can be priced for several hundred thousand dollars per unit, so that a contract to acquire one or more units can materially contribute to our revenues during the period or periods that we are permitted to recognize the contract revenues for accounting purposes. The nature of our weighing and control products and systems, and in particular, the products and systems manufactured by the steel business, may therefore result in substantial fluctuations in our operating results, including revenues and profitability, from period to period, even though there has been no fundamental change in our business or its prospects. Further, customers may request a delay in shipping a product they have ordered due to changes in their business needs which may delay the revenue recognition for the product until shipment occurs. This may make it difficult for investors to undertake period-to-period comparisons of our performance. Also, the fluctuating nature of key components of our revenues may limit the visibility of our management regarding performance in future periods and make it more difficult for our management to provide guidance to our investors.

We may not have adequate facilities to satisfy future increases in demand for our products.

Our business is cyclical and in periods of a rising economy, we may experience intense demand for our products. During such periods, we may have difficulty expanding our manufacturing capacity to satisfy demand. Factors which could limit such expansion include delays in procurement of manufacturing equipment, shortages of skilled personnel, and physical constraints on expansion at our facilities. If we are unable to meet our customers' requirements and our competitors sufficiently expand production, we could lose customers and/or market share. These losses could have an adverse effect on our financial condition and results of operations. Also, capacity that we add during upturns in the business cycle may result in excess capacity during periods when demand for our products recedes, resulting in inefficient use of capital adversely affecting our business.

The nature of the market for our products may render them particularly susceptible to downturns in the economic environment.

Our products are designed to replace and provide superior functionality over existing product infrastructure utilized by our customers. Often, it is only after introductory demonstrations by our sales and engineering teams that our customers come to appreciate the advantages of our products and systems and the long-term benefits of their adoption. An economic downturn or extended period of economic uncertainty may make customers less receptive to adopting new technological solutions at our suggestion; even ones with demonstrated operational and financial advantages. During these periods, customers may defer or even cancel orders for products and systems for which they have previously contracted or given indications of interest.

Also, because our business is concentrated largely in the industrial sector, we do not benefit from countervailing fluctuations in consumer demand. As a result, our business may be more significantly affected by the consequences of a general economic slowdown than other segments of our industry and may also take longer to recover from the effects of a slowdown.

Our backlog is subject to customer cancellation.

Many of the orders that comprise our backlog may be canceled by our customers without penalty. Our customers, particularly for our foil technology products, often cancel orders when business is weak and inventories are excessive, a situation that we have experienced during periods of economic slowdown. Therefore, we cannot be certain that the amount of our backlog accurately forecasts the level of orders that will ultimately be delivered. Our results of operations could be adversely impacted if customers cancel a material portion of orders in our backlog.

The complexity of our sophisticated weighing and control systems may require costly corrections if design flaws are found.

Our weighing and control systems combine sophisticated electronic hardware and computer software. We believe that the sophistication of our systems contributes to their competitive advantage over similar products offered by other system integrators. We go to substantial lengths to assure that our system products are free of design flaws when they are delivered to our customers for installation and testing. However, due to the systems' complexity, design flaws may occur and require correction. If the requisite corrections are substantial or difficult to implement due to the systems' complexity, we may not be able to recover the costs of correction and retesting, with the result that our profit margins on these systems could be substantially reduced, or even negated by losses, and our results of operations could be materially and adversely affected.

Our results are sensitive to raw material availability, quality, and cost.

Although most materials incorporated in our products are available from a number of sources, certain materials are available only from a relatively limited number of suppliers. The materials that are only available from a limited number of sources include certain molding compounds, metal package suppliers, low resistance switches, polyimide film and laminating adhesives. We generally maintain a supply of strategic raw materials for continuity and risk management. Our customers would need significant advance notification to qualify alternative materials, if we had to use them. Alternative suppliers are available worldwide for most of our raw materials, but significant time (between 3 to 12 months) would be required to qualify new suppliers and establish efficient production scheduling.

Certain metals used in the manufacture of our products are traded on active markets, and can be subject to significant price volatility.

Our results of operations may be materially and adversely affected if we have difficulty obtaining these raw materials, if the quality of available raw materials deteriorates, if there are significant price changes for these raw materials, or if compliance with the laws and regulations described below proves costly and time-consuming. For periods in which the prices of these raw materials are rising, we may be unable to pass on the increased cost to our customers, which would result in decreased margins for the products in which they are used. For periods in which the prices are declining, we may be required to write down our inventory carrying cost of these raw materials, since we record our inventory at the lower of cost or market. Depending on the extent of the difference between market price and our carrying cost, this write-down could have a material adverse effect on our net earnings. We also may need to record losses for adverse purchase commitments for these materials in periods of declining prices.

Pursuant to the SEC’s “conflict minerals” rules, reporting companies that determine that certain metals, dubbed “conflict minerals” by the SEC (which include tantalum, gold, tin and tungsten sourced from the Democratic Republic of the Congo or adjoining countries), are necessary to the functionality or production of a product they manufacture or contract to have manufactured must file a specialized disclosure form with the SEC. We are in the process of determining whether any metals that we use as raw materials are "conflict minerals" as defined by the SEC rules. This inquiry and compliance with the SEC's related disclosure requirements, have increased our legal compliance costs and may affect the sourcing and availability of minerals used in the manufacture of our products. Also, because our supply chain is complex, we may face reputational challenges with our customers and other stakeholders if we are unable to sufficiently verify the origins of all metals used in our products.

Our product sales may be adversely affected by changes in product classification levels under various qualification and specification standards.

Certain of our products must be qualified or approved under various military and aerospace specifications and other standards.

We have qualified certain of our foil resistor products under various military specifications approved and monitored by the DLA, and under certain European military specifications, and various aerospace standards approved by NASA and the ESA.

Qualification and specification levels are based in part upon product failure rate. We must continuously perform tests on our products, and for products that are qualified, the results of these tests must be reported to the qualifying organization.

Certain of our force sensor products are approved by the NTEP and OIML. Our on-board weighing systems must meet approved standards to make them legal-for-trade.

If a product fails to meet the requirements for the applicable classification level or other approval, the product’s classification or approval may be suspended or reduced to a lower level. During the time that the classification is suspended or reduced to a lower level, net revenues and earnings attributable to that product may be adversely affected.

Our future success is substantially dependent on our ability to attract and retain highly qualified technical, managerial, marketing, finance, and administrative personnel.

The competitive environment of our business requires us to attract and retain highly qualified personnel to develop technological innovations and bring them to market on a timely basis. Our complex operations also require us to attract and retain highly qualified administrative personnel in functions such as legal, tax, accounting, financial reporting, and treasury. The market for personnel with such qualifications is highly competitive. We have not entered into employment agreements with many of our key personnel.

The loss of the services of, or the failure to effectively recruit, qualified personnel, including for key executive positions, could have a material adverse effect on our business.

Failure to maintain effective internal controls could adversely affect our ability to meet our reporting requirements.

Effective internal controls are necessary for us to provide reasonable assurance with respect to our financial reports, and to effectively prevent fraud. Internal controls over financial reporting may not prevent or detect misstatements because of inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we cannot provide reasonable assurance with respect to our financial reports and effectively prevent fraud, our operating results could be harmed. In addition, projections of any evaluation of effectiveness of internal control over financial reporting to future periods are subject to the risk that the control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Our acquisition of new businesses requires the integration and harmonization of the acquired business' internal controls with our existing internal controls in order to properly account for the acquired business' assets and operations. If we fail to maintain the effectiveness of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business and operating results could be harmed, we could fail to meet our reporting obligations, and there could be a material adverse effect on our stock price.

We are exposed to, and may be adversely affected by, interruptions to our computer and information technology systems and sophisticated cyber-attacks.

We rely on our information technology systems and networks in connection with many of our business activities. Some of these networks and systems are managed by third party service providers and are not under our direct control. Our operations routinely involve receiving, storing, processing and transmitting sensitive information pertaining to our business, customers, suppliers, employees and other sensitive matters. Any cyber incidents could, however, materially disrupt operational systems; result in loss of trade secrets or other proprietary or competitively sensitive information; compromise personally identifiable information regarding customers or employees; and jeopardize the security of our facilities. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Information technology security threats, including security breaches, computer malware and other cyber-attacks are increasing in both frequency and sophistication and could create financial liability, subject us to legal or regulatory sanctions or damage our reputation with customers, suppliers and other stakeholders. We continuously seek to maintain a robust program of information security and controls, but the impact of a material information technology event could have a material adverse effect on our competitive position, reputation, results of operations, financial condition and cash flows.

Future changes in our environmental liability and compliance obligations may harm our ability to operate or increase costs.

Our manufacturing operations, products and/or packaging are subject to environmental laws and regulations governing air emissions, wastewater discharges, the handling, disposal and remediation of hazardous substances, wastes and certain chemicals used or generated in our manufacturing processes, workplace health and safety labeling or other notifications with respect to the content or other aspects of our processes, products or packaging, restrictions on the use of certain materials in or on design aspects of our products or packaging, and responsibility for disposal of products or packaging. New liabilities could arise, and we may have unavoidably inherited certain pre-existing environmental liabilities, generally based on successor liability doctrines. Although we have never been involved in any environmental matter that has had a material adverse impact on our overall operations, there can be no assurance that in connection with any past or future operation, acquisition or otherwise, we will not be obligated to address environmental matters that could have a material adverse impact on our operations. In addition, more stringent environmental regulations may be enacted in the future, and we cannot presently determine the modifications, if any, in our operations that any such future regulations might require, or the cost of compliance with these regulations.

Our credit facilities subject us to financial and operating restrictions.

We maintain revolving credit agreements and term loans with banks that we use, or may use, for working capital, acquisition financing and other purposes. These credit facilities subject us to certain restrictions which may affect, and in some cases significantly limit or prohibit, among other things, our ability to:

- borrow additional funds;
- pay dividends or make other distributions;
- repurchase our common stock;
- make investments, including capital expenditures;
- complete acquisitions;
- engage in transactions with affiliates or subsidiaries; or
- create liens on our assets.

Our primary credit facility requires us to maintain certain financial ratios. If we fail to comply with the covenant restrictions contained in the credit facility, that failure could result in termination of the facility, and all amounts outstanding could become immediately payable.

Unexpected events, such as a natural disaster, could disrupt our operations and adversely affect our results of operations.

We have manufacturing and other facilities in countries around the world. Unexpected events, including fires or explosions at facilities; natural disasters, such as hurricanes and earthquakes; war or terrorist activities; unplanned outages; supply disruptions; and failures of equipment or systems at any of our facilities could adversely affect our results of operation. If adverse conditions were to arise with respect to any of our facilities as a result of a natural disaster or other unexpected event, they may result in customer disruption, physical damage to one or more key operating facilities, the temporary closure of one or more key operating facilities, the temporary disruptions of information systems, and/or an adverse effect on our results of operations.

Changes in our tax rate or exposure to additional income tax liabilities could affect our profitability. In addition, audits by tax authorities could result in additional tax payments for prior periods.

We are subject to income taxes in the U.S. and in various foreign jurisdictions. Domestic and international tax liabilities are subject to the allocation of income among various tax jurisdictions. Our effective tax rate can be affected by changes in the mix of earnings in countries with differing statutory tax rates (including as a result of business acquisitions and dispositions), changes in the valuation of deferred tax assets and liabilities, accruals related to contingent tax liabilities, the results of audits and examinations of previously filed tax returns and changes in tax laws.

Any of these factors may adversely affect our tax rate and decrease our profitability. The amount of income taxes we pay is subject to ongoing audits by U.S. federal, state and local tax authorities and by foreign tax authorities. If these audits result in assessments different from our reserves, our future results may include unfavorable adjustments to our tax liabilities.

As a global business, we have a relatively complex tax structure, and there is a risk that the tax authorities will disagree with our transfer pricing policies.

Since we conduct operations worldwide through our foreign subsidiaries, we are subject to complex transfer pricing regulations in the countries in which we operate. Transfer pricing regulations generally require that, for tax purposes, transactions between us and our affiliates be priced on a basis that would be comparable to an arm's length transaction and that contemporaneous documentation be maintained to support the profit allocation. Although uniform transfer pricing standards are emerging in many of the countries in which we operate, there is still a relatively high degree of uncertainty and inherent subjectivity in complying with these rules. To the extent that any tax authorities disagree with our transfer pricing policies, we could become subject to significant tax liabilities and penalties.

Future realization of deferred tax assets could adversely impact our deferred tax expense in future periods.

We record a valuation allowance to reduce our deferred tax assets to the amount that it is more likely than not to be realized. Our assessments about the realizability of our deferred tax assets are based, in part, on estimates of our future taxable income by tax jurisdiction, the character of the income, the prudence and feasibility of possible tax planning strategies, and the economic environments in which we do business. Any changes in these assessments could have a material impact on our results of operations.

Approximately 73% of our cash and cash equivalents and short-term investments balances were held by our non-U.S. subsidiaries.

We generate a significant amount of cash and profits from our non-U.S. subsidiaries. As of December 31, 2014, $58.0 million of our cash and cash equivalents and short-term investments were held in countries outside of the United States. At the present time, we expect the cash and profits generated by the majority of our foreign subsidiaries will continue to be reinvested outside of the United States indefinitely. Accordingly, no provision has been made for U.S. federal and state income taxes on these foreign earnings. If cash is required to be repatriated to the United States, in addition to various foreign country laws regulating the exportation of the cash and profits, we would be subject to additional U.S. income taxes (subject to an adjustment for foreign tax credits), state income taxes, incremental foreign income taxes, and withholding taxes payable to various foreign countries.

We use the mark Vishay under license from Vishay Intertechnology, which could result in product and market confusion.

We use the mark Vishay as part of our name and in connection with many of our products. Our use of the Vishay mark is governed by an agreement between us and Vishay Intertechnology, giving us a perpetual, royalty-free, worldwide license for the use of the mark. We believe that it is important that we continue the use of the Vishay name to a certain extent in order to benefit from the reputation of the Vishay brand, which was first used in connection with our foil resistors and strain gages when Vishay Intertechnology was founded 50 years ago.

There are risks associated with our use of the Vishay mark, however, both for us and for Vishay Intertechnology. Because both we and Vishay Intertechnology use the Vishay mark, confusion could arise in the market regarding the products offered by the two companies, and there could be a misplaced perception of our continuing to be associated with Vishay Intertechnology. Also, any negative publicity associated with one of the two companies in the future could adversely affect the public image of the other. Finally, Vishay Intertechnology will have the right to terminate the license agreement in certain extreme circumstances if we are in material and repeated breach of the terms of the agreement, which would likely have an adverse effect on us and our business.

Risks relating to our operations outside the United States

We obtain substantial benefits by operating in Israel, but these benefits may not continue.

We have substantial operations in Israel. The low tax rates in Israel applicable to earnings of our operations in that country, compared to the rates in the United States, have the general effect of increasing our net earnings. Any significant increase in the Israeli tax rates could have an adverse impact on our results of operations. There can also be no assurance that in the future the Israeli government will offer new tax incentive programs applicable to us or that, if it does, such programs will provide the same level of benefits we have historically received prior to 2014, or that we will be eligible to benefit from them.

We attempt to improve profitability by operating in countries in which manufacturing efficiencies may be achieved, but the shift of operations to these regions may entail considerable expense.

Our strategy is aimed at achieving significant production cost savings through the transfer and expansion of manufacturing operations to and in countries in which we have existing capacity, as well as countries with lower production costs or other benefits, such as Costa Rica, India, Israel, the People's Republic of China, and the Republic of China (Taiwan). During this process, we may experience under-utilization of certain plants and factories in higher-labor-cost regions and capacity constraints in plants and factories located in lower-labor-cost regions. Also, we may experience delays in the expected transition from a higher cost location to a lower cost one that result in greater than expected use of the higher cost facility. This transitional utilization may result initially in production inefficiencies and higher costs. These costs include those associated with compensation in connection with workforce reductions and plant closings in the higher-labor-cost regions, and start-up expenses, manufacturing and construction delays, and increased depreciation costs in connection with the initiation or expansion of production in lower-labor-cost regions. In addition, as we implement transfers of certain of our operations we may experience strikes or other types of labor unrest as a result of layoffs or termination of our employees in higher-labor-cost countries.

In connection with the transfer of manufacturing operations to lower-labor-cost countries and the upgrading of existing facilities in high-labor-cost countries, we are also increasing the level of automation in our plants for the purpose of seeking to optimize our capital and labor resources in production, inventory management, quality control, and warehousing. Although we have substantial experience with automation in several of our plants in higher-labor-cost countries, there are risks in seeking to increase the level of automation in plants which previously did not use a significant amount of automation. These risks include the possibility of inefficiencies and higher operating costs in the transition from manual to automated operations, and if the transition extends longer than anticipated, we could suffer product yield inefficiencies, contributing to higher product costs and increasing the time it will take for us to achieve a return on our investment in the capital equipment involved in the automation process. Furthermore, any layoffs or termination of our employees as a result of increased automation may lead to strikes or other types of labor unrest.

We are subject to the risks of political, economic, and military instability in countries outside the United States in which we operate.

Some of our products are produced in Israel, India, China, and other countries which are particularly subject to risks of political, economic, and military instability. This instability could result in wars, riots, nationalization of industry, currency fluctuations, and labor unrest. These conditions could have an adverse impact on our ability to operate in these regions and, depending on the extent and severity of these conditions, could materially and adversely affect our overall financial condition and operating results.

Our business has been in operation in Israel for over 40 years. We have never experienced any material interruption in our operations attributable to these factors, in spite of several Middle East crises, including wars. However, we might be adversely affected if events were to occur in the Middle East that interfered with our operations in Israel.

We are subject to foreign currency exchange rate risks which may impact our results of operations.

We are exposed to foreign currency exchange rate risks, particularly due to market values of transactions in currencies other than the functional currencies of certain subsidiaries.

Our significant foreign subsidiaries are located in the United Kingdom, Canada, Germany, Israel, Japan, and India. Our operations in Europe, Canada and certain locations in Asia primarily generate and expend cash in local currencies. Our operations in Israel and certain locations in Asia primarily generate cash in U.S. dollars, but these subsidiaries also have significant transactions in local currencies. Our exposure to foreign currency risk is mitigated to the extent that the costs incurred and the revenues earned in a particular currency offset one another. Our exposure to foreign currency risk is more pronounced in situations where, for example, production labor costs are predominantly paid in local currencies while the sales revenue for those products is denominated in U.S. dollars. This situation in particular applies to our operations in Canada, India, Israel, China, and Taiwan.

As of December 31, 2014, we did not have in place any arrangements to mitigate or hedge against exposures relating to fluctuations in foreign currency exchange rate.

A change in the mix of the currencies in which we transact our business could have a material effect on results of operations. Furthermore, the timing of cash receipts and disbursements could have a material effect on our results of operations, particularly if there are significant changes in exchange rates in a short period of time.

Risks Relating to Our Common Stock

Our smaller size may affect the trading market for our shares.

We are considered a "microcap" company and our trading volume is likely to fluctuate. Also, it is possible that there will be less market and institutional interest in our shares, and that we will not attract substantial coverage in the analyst community. As a result, the trading market for our shares may be less liquid, making it more difficult for investors to dispose of their shares at favorable prices, and investors may have less independent information and analysis available to them concerning our company.

Our stock price could become more volatile and investments could lose value.

The market price of our common stock and the number of shares traded each day has experienced significant fluctuations and may continue to fluctuate significantly. The market price for our common stock may be affected by a number of factors, including, but not limited to:

- shortfalls in our expected net revenue, earnings or key performance metrics;
- changes in recommendations or estimates by securities analysts;
- the announcement of new products by us or our competitors;
- quarterly variations in our or our competitors' results of operations;
- a change in our dividend or stock repurchase activities;
- developments in our industry or changes in the market for technology stocks;
- changes in rules or regulations applicable to our business; and
- other factors, including economic instability and changes in political or market conditions.

A significant drop in our stock price could expose us to costly and time consuming litigation, which could result in substantial costs and divert management's attention and resources, resulting in an adverse effect on our business.

The holders of Class B convertible common stock have effective voting control of our company.

We have two classes of common stock: common stock and Class B convertible common stock. The holders of common stock are entitled to one vote for each share held, while the holders of Class B convertible common stock are entitled to 10 votes for each share held. The ownership of Class B convertible common stock is highly concentrated, and holders of Class B convertible common stock effectively can cause the election of directors and approve other actions as stockholders without the approval of our other stockholders. Mrs. Ruta Zandman, the wife of the late founder of our technology, Dr. Felix Zandman, controls the voting of approximately 76.8% of our Class B convertible common stock, representing 34.3% of the total voting power of our capital stock as of December 31, 2014.

Your percentage ownership of our common stock may be diluted in the future.

Your percentage ownership of our common stock may be diluted in the future because of equity awards that we expect will be granted to our directors, officers and employees, as well as due to certain convertible or exchangeable debt instruments. The Vishay Precision Group, Inc. 2010 Stock Incentive Program provides for the grant of equity-based awards, including restricted stock, restricted stock units, stock options, and other equity-based awards to our directors, officers and other employees, advisors and consultants.

Certain provisions of our certificate of incorporation and bylaws may reduce the likelihood of any unsolicited acquisition proposal or potential change of control that you might consider favorable.

Our bylaws contain provisions that could be considered "anti-takeover" provisions because they make it harder for a third party to acquire us without the consent of our incumbent board of directors. Under these by-law provisions:

- stockholders may not change the size of the board of directors or, except in limited circumstances, fill vacancies on the board of directors;
- stockholders may not call special meetings of stockholders;
- stockholders must comply with advance notice provisions for nominating directors or presenting other proposals at stockholder meetings; and
- our Board of Directors, may without stockholder approval, issue preferred shares and determine their rights and terms, including voting rights, or adopt a stockholder rights plan.

These provisions could have the effect of discouraging an unsolicited acquisition proposal or delaying, deferring or preventing a change of control transaction that might involve a premium price or otherwise be considered favorable by our stockholders.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

Our business has approximately 20 principal locations. Our facilities include owned locations and locations leased from third parties. The principal locations, along with available space including administrative offices, are listed below:

	Reporting segment	Approx. Available Space (square feet)
Owned Locations		
Chennai, India (a)	Force Sensors	129,000
Wendell, North Carolina USA	Foil Technology Products	127,000
Holon, Israel	Foil Technology Products	97,000
Carmiel, Israel	Force Sensors	80,000
Bradford, United Kingdom	Weighing and Control Systems	75,000
Akita, Japan (b)	Foil Technology Products	46,000
Chartres, France	Force Sensors	11,000
Basingstoke, United Kingdom	Force Sensors/Foil Technology Products	11,000
Alajuela, Costa Rica	Foil Technology Products	8,000
Third-Party Leased Locations		
Toronto, Canada	Weighing and Control Systems	91,000
Tianjin, People’s Republic of China	Force Sensors	67,000
Rancho Cucamonga, California USA	Force Sensors/Weighing and Control Systems	54,000
Beijing, People’s Republic of China	Force Sensors	40,000
Omer, Israel	Foil Technology Products	24,000
Holon, Israel	Foil Technology Products	16,000
Taipei, Republic of China (Taiwan)	Force Sensors/Weighing and Control Systems	13,000
Degerfors, Sweden	Weighing and Control Systems	8,000
Malvern, Pennsylvania USA	Corporate	8,000
Teltow, Germany	Foil Technology Products	5,000
Alajuela, Costa Rica	Foil Technology Products	2,000

(a) The Chennai building is owned and the land is held under a 99 year lease (which began in 2012).

(b) A facility on the campus is leased to Vishay Intertechnology. Approximate available space reported above excludes the area leased.

In the opinion of management, our properties and equipment generally are in good operating condition and are adequate for our present needs. We do not anticipate difficulty in renewing leases as they expire or in finding alternative facilities.

Our corporate headquarters are located at 3 Great Valley Parkway, Suite 150, Malvern, PA 19355.

Item 3. LEGAL PROCEEDINGS

We are subject to various legal proceedings that constitute ordinary, routine litigation incidental to our business. In our opinion, the disposition of these proceedings, after taking into account recorded accruals and the availability and limits of our insurance coverage, will not have a material adverse effect on our business or our financial condition, results of operations, and cash flows.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II
Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the New York Stock Exchange under the symbol VPG. The following table sets forth the high and low sales prices for our common stock as reported on the New York Stock Exchange composite tape for the indicated fiscal quarters. The Board of Directors may only declare dividends or other distributions with respect to the common stock or the Class B convertible common stock if it grants such dividends or distributions in the same amount per share with respect to the other class of stock. Stock dividends or distributions, on any class of stock, are payable only in shares of stock of that class. Shares of either common stock or Class B convertible common stock cannot be split, divided, or combined unless the other is also split, divided, or combined equally. Holders of record of our common stock totaled approximately 938 at March 11, 2015.

	2014		2013	
	High	Low	High	Low
Fourth Quarter	$17.95	$14.76	$17.07	$13.50
Third Quarter	$17.21	$14.10	$16.95	$14.00
Second Quarter	$18.29	$15.01	$17.70	$12.57
First Quarter	$17.89	$13.63	$14.80	$12.50

We have two classes of common stock: common stock and Class B convertible common stock. The holders of common stock are entitled to one vote for each share held, while the holders of Class B convertible common stock are entitled to 10 votes for each share held. At March 11, 2015 we had outstanding 1,025,158 shares of Class B convertible common stock, par value $0.10 per share. Currently, the holders of VPG's Class B convertible common stock hold approximately 44.6% of the voting power of our Company. Mrs. Ruta Zandman, the wife of the late founder of our technology, Dr. Felix Zandman, controls the voting of approximately 76.8% of our Class B convertible common stock, representing 34.3% of the total voting power of our capital stock as of December 31, 2014.

The following table provides information about repurchases of the Company's common stock during the three-month period ended December 31, 2014:

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans (a)
October	2,000	$15.96	2,000	498,000
November	—	—	—	—
December	—	—	—	—
Total	2,000		2,000	498,000

(a) On September 23, 2014, the Board of Directors approved a stock repurchase plan, authorizing the Company to repurchase, in the aggregate, up to 500,000 shares of its outstanding common stock.

Stock Performance Graph

The graph and table below compare the cumulative total stockholder return on the Company's common stock over a fifty-four month period (from its initial listing on July 6, 2010), with the returns on the Russell 2000 Stock Index, and a peer group of companies selected by our management. The peer group is made up of six publicly held manufacturers of sensors, sensor-based equipment, and sensor-based systems. Management believes that the product offerings of the companies contained in the peer group are more similar to our product offerings than those of the companies contained in any published industry index. The return of each peer issuer has been weighted according to the respective issuer's stock market capitalization. The graph and table assume that $100 had been invested at July 6, 2010 and that all dividends were reinvested. The graph and table are not necessarily indicative of future investment performance.

		7/6/10	12/31/10	6/30/11	12/31/11	6/30/12	12/31/12	6/30/13	12/31/13	6/30/14	12/31/14
Vishay Precision Group, Inc.	Cum $	100.00	161.03	144.27	136.58	119.23	112.99	129.40	127.26	140.68	146.67
Russell 2000 Index	Cum $	100.00	133.64	141.93	128.06	138.99	149.04	172.68	206.91	213.51	217.04
Peer Group *	Cum $	100.00	154.18	182.69	144.60	153.74	193.87	198.16	244.57	258.76	281.14

*The management selected peer group includes: MTS Systems, Kyowa Electronic Instruments, Mettler – Toledo, Spectris, Sensata Technologies, CTS Corp.

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Item 6. SELECTED FINANCIAL DATA

The following table presents our selected historical financial data. The statements of operations data for each of the five years ended December 31, 2014 and the balance sheet data as of December 31, 2014, 2013, 2012, 2011, and 2010 have been derived from our audited consolidated financial statements.

Our historical financial data for the period prior to July 6, 2010 is not necessarily indicative of our future performance or what our financial position and results of operations would have been if we had operated as a separate, stand-alone entity during the period shown. The data should be read in conjunction with our historical financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this document.

(in thousands, except per share amounts)	As of and for the years ended December 31,				
	2014	2013	2012	2011	2010
Statement of Operations Data:					
Net revenues	$250,823	$240,275	$217,616	$238,107	$207,524
Costs of products sold	158,699	156,420	142,584	154,996	130,396
Gross profit	92,124	83,855	75,032	83,111	77,128
Selling, general, and administrative expenses	77,348	74,521	63,666	66,847	57,297
Acquisition costs	—	794	275	—	—
Impairment of goodwill and indefinite-lived intangibles	5,446	—	—	—	—
Restructuring costs	668	538	—	—	—
Operating income	8,662	8,002	11,091	16,264	19,831
Other income (expense):					
Interest expense	(868)	(1,022)	(266)	(276)	(390)
Other	(851)	(1,579)	(301)	(878)	(928)
Other income (expense) - net	(1,719)	(2,601)	(567)	(1,154)	(1,318)
Income before taxes	6,943	5,401	10,524	15,110	18,513
Income tax expense (benefit)	2,912	1,054	(1,240)	4,316	6,770
Net earnings	4,031	4,347	11,764	10,794	11,743
Less: net earnings attributable to noncontrolling interests	178	56	73	23	37
Net earnings attributable to VPG stockholders/parent (a)	$3,853	$4,291	$11,691	$10,771	$11,706
Earnings per share data:					
Basic	$0.28	$0.32	$0.87	$0.81	$0.88
Diluted	$0.28	$0.31	$0.84	$0.78	$0.85
Wt. avg. shares outstanding – basic	13,755	13,563	13,367	13,343	13,332
Wt. avg. shares outstanding – diluted	13,977	13,944	13,889	13,834	13,787
Balance Sheet Data:					
Cash and cash equivalents	$79,642	$72,785	$93,881	$80,828	$82,245
Total assets	289,887	292,104	263,173	256,605	248,713
Long-term debt, less current portion	17,713	22,936	11,154	11,463	11,692
Working capital	138,508	137,702	153,754	140,978	136,429

Total VPG stockholders' equity	200,924	203,418	196,649	184,785	176,785

(a) For the periods from July 6, 2010 to December 31, 2014, net earnings are attributable to VPG stockholders and for the period prior to July 6, 2010, net earnings are attributable to Vishay Intertechnology.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

VPG is an internationally recognized designer, manufacturer and marketer of sensors, and sensor-based measurement systems, as well as specialty resistors and strain gages based upon our proprietary technology. We provide precision products and solutions, many of which are “designed-in” by our customers, specializing in the growing markets of stress, force, weight, pressure, and current measurements. A significant portion of our products and solutions are primarily based upon our proprietary foil technology and are produced as part of our vertically integrated structure. We believe this strategy results in higher quality, more cost effective and focused solutions for our customers. Our products are marketed under a variety of brand names that we believe are characterized as having a very high level of precision and quality. Our global operations enable us to produce a wide variety of products in strategically effective geographic locations that also optimize our resources for specific technologies, sensors, assemblies and systems.

The Company also has a long heritage of innovation in precision foil resistors, foil strain gages, and sensors that convert mechanical inputs into an electronic signal for display, processing, interpretation, or control by our instrumentation and systems products. Precision sensors are essential to the accurate measurement, resolution and display of force, weight, pressure, torque, tilt, motion, or acceleration, especially in the legal-for-trade, commercial, and industrial marketplaces. This expertise served as a foundation for our expansion into strain gage instrumentation, load cells, transducers, weighing modules, and complete systems for process control and on-board weighing. Our products are not typically used in the consumer market.

The precision sensor market is integral to the development of intelligent products across a wide variety of end markets upon which we focus, including medical, agricultural, transportation, industrial, avionics, military, and space applications. We believe that as original equipment manufacturers (“OEMs”) continue a drive to make products “smarter,” they will integrate more sensors and related systems into their solutions to link the mechanical/physical world with digital control and/or response. We believe this offers a substantial growth opportunity for our products and expertise.

VPG reports in three product segments: the Foil Technology Products segment, the Force Sensors segment, and the Weighing and Control Systems segment. The Foil Technology Products reporting segment is comprised of the foil resistor and strain gage operating segments. The Force Sensors reporting segment is comprised of transducers, load cells and modules. The Weighing and Control Systems reporting segment is comprised of instruments, complete systems for process control, and on-board weighing applications.

Net revenues for the year ended December 31, 2014 were $250.8 million versus $240.3 million for the prior year. Net earnings attributable to VPG stockholders for the year ended December 31, 2014 were $3.9 million, or $0.28 per diluted share, versus $4.3 million, or $0.31 per diluted share, for the prior year.

The results of operations for the years ended December 31, 2014 and 2013 include items affecting comparability as listed in the reconciliations below. The reconciliations below include certain financial measures which are not recognized in accordance with U.S. generally accepted accounting principles ("GAAP") including adjusted gross profits, adjusted gross margin, adjusted net earnings and adjusted net earnings per diluted share. These non-GAAP measures should not be viewed as an alternative to GAAP measures of performance. Non-GAAP measures such as adjusted gross margin, adjusted net earnings and adjusted net earnings per diluted share do not have uniform definitions. These measures, as calculated by VPG, may not be comparable to similarly titled measures used by other companies. Management believes that these measures are meaningful because they provide insight with respect to intrinsic operating results. The reconciling items presented below represent significant charges or credits which are important to understanding our intrinsic operations.

The items affecting comparability are (dollars in thousands, except per share amounts):

	Years ended December 31,	
	2014	2013
Gross profit	$92,124	$83,855
Gross margin	36.7 %	34.9 %
Reconciling items affecting gross margin		
Acquisition purchase accounting adjustments (a)	75	4,855
Adjusted gross profit	$92,199	$88,710
Adjusted gross margin	36.8 %	36.9 %

	Years ended December 31,	
	2014	2013
GAAP net earnings attributable to VPG stockholders	$3,853	$4,291
Reconciling items affecting operating margin		
Acquisition purchase accounting adjustments (a)	75	4,855
Acquisition costs	—	794
Impairment of goodwill and indefinite-lived intangibles	5,446	—
Restructuring costs	668	538
Reconciling items affecting tax expense		
Tax effect of adjustments for purchase accounting, acquisition costs, impairment charges and restructuring costs, and discrete tax items	(356)	1,851
Adjusted net earnings	$10,398	$8,627
Weighted average shares outstanding - diluted	13,977	13,944
Adjusted net earnings per diluted share	$0.74	$0.62

(a) Acquisition purchase accounting adjustments include fair market value adjustments associated with inventory and advance customer payments.

Financial Metrics

We utilize several financial measures and metrics to evaluate the performance and assess the future direction of our business. These key financial measures and metrics include net revenues, gross profit margin, end-of-period backlog, book-to-bill ratio, and inventory turnover.

Gross profit margin is gross profit shown as a percentage of net revenues. Gross profit is generally net revenues less costs of products sold, but could also include certain other period costs. Gross profit margin is clearly a function of net revenues, but also reflects our cost-cutting programs and our ability to contain fixed costs.

End-of-period backlog is one indicator of potential future sales. We include in our backlog only open orders that have been released by the customer for shipment in the next twelve months. If demand falls below customers' forecasts, or if customers do not control their inventory effectively, they may cancel or reschedule the shipments that are included in our backlog, in many instances without the payment of any penalty. Therefore, the backlog is not necessarily indicative of the results to be expected for future periods.

Another important indicator of demand in our industry is the book-to-bill ratio, which is the ratio of the amount of product ordered during a period compared with the product that we ship during that period. A book-to-bill ratio that is greater than one indicates that demand is higher than current revenues and manufacturing capacities, and it indicates that we may generate increasing revenues in future periods. Conversely, a book-to-bill ratio that is less than one is an indicator of lower demand compared to existing revenues and current capacities and may foretell declining sales.
We focus on our inventory turnover as a measure of how well we are managing our inventory. We define inventory turnover for a financial reporting period as our costs of products sold for the four fiscal quarters ending on the last day of the reporting period divided by our average inventory (computed using each quarter-end balance) for this same period. A higher level of inventory turnover reflects more efficient use of our capital.
The quarter-to-quarter trends in these financial metrics can also be an important indicator of the likely direction of our business. The following table shows net revenues, gross profit margin, the end-of-period backlog, the book-to-bill ratio, and the inventory turnover for our business as a whole during the five quarters beginning with the fourth quarter of 2013 and through the fourth quarter of 2014 (dollars in thousands):

	4th Quarter 2013	1st Quarter 2014	2nd Quarter 2014	3rd Quarter 2014	4th Quarter 2014
Net revenues	$62,248	$61,041	$65,162	$63,402	$61,218
Gross profit margin	37.1 %	36.1 %	37.9 %	37.5 %	35.3 %
End-of-period backlog	$60,000	$65,800	$65,200	$60,200	$58,500
Book-to-bill ratio	1.00	1.09	0.98	0.95	1.00
Inventory turnover	2.86	2.84	2.95	2.90	2.94

See “Financial Metrics by Segment” below for net revenues, gross profit margin, end-of-period backlog, book-to-bill ratio, and inventory turnover broken out by segment.
Our reported annual revenues for 2014 were the highest in our history, although there were fluctuations including a downward trend in the last two quarters. Revenues at the end of 2013 were impacted by inefficiencies in three of our manufacturing facilities in the Foil Technology Products segment, due to an enterprise resource planning ("ERP") implementation involving these locations, which resulted in lower shipments for that segment. Net revenues recovered by the second quarter of 2014, aided by an increase in volume in our on-board weighing business, which is part of the Weighing and Control Systems segment. Net revenues in the third quarter of 2014 continued to increase in the Force Sensors segment due to volume increases and manufacturing efficiencies, but this improvement was offset by a decline in revenues from the second quarter of 2014 in both the Foil Technology Products and Weighing and Control Systems segments. This decline has continued into the fourth quarter of 2014. For our steel industry business, excess capacity in steel plants, particularly in China, has significantly impacted our revenues. In addition, the effect of exchange rates has negatively impacted revenues since the second quarter of 2014.
In the first quarter of 2014, lower volume overall, along with higher manufacturing costs in the Foil Technology Products segment contributed to the overall decline in the gross profit margin as compared to the fourth quarter of 2013. Additionally, the fourth quarter of 2013 included the impact of purchase accounting adjustments recorded in connection with the acquisition of the KELK business in 2013. The gross profit margin, excluding the impact of the purchase accounting adjustments of $0.5 million, was 37.8% for the fourth quarter of 2013. In the second quarter of 2014, the gross profit margin improved from the previous quarter mainly due to higher volume across all reporting segments and lower fixed manufacturing costs. Gross margins in the third quarter of 2014 were slightly lower compared to the second quarter of 2014 due to a reduction in volume. The decline in the gross profit margin from the third quarter to the fourth quarter of 2014 is primarily due to inventory adjustments and incurring additional costs as we expand our advance sensor platform in the Foil Technology Products segment, as well as the impacts of lower revenues from our steel business and process weighing end user business, in the Weighing and Control Systems segment.

The book-to-bill ratio in the third quarter of 2014 reflected a reduction in orders compared to the second quarter of 2014, mainly in the Foil Technology Products and Weighing and Control Systems segments. The Foil Technology Products segment had large annual orders during the second quarter of 2014 which did not repeat in the third quarter of 2014. The decrease in orders in the

Weighing and Control Systems segment was due to a normal European seasonal slowdown. The book-to-bill ratio in the fourth quarter of 2014 has returned to the same level as experienced in the prior year period.

Financial Metrics by Segment

The following table shows net revenues, gross profit margin, end-of-period backlog, book-to-bill ratio, and inventory turnover broken out by reporting segment for the five quarters beginning with the fourth quarter of 2013, through the fourth quarter of 2014 (dollars in thousands):

	4th Quarter 2013	1st Quarter 2014	2nd Quarter 2014	3rd Quarter 2014	4th Quarter 2014
Foil Technology Products					
Net revenues	$25,737	$26,007	$28,028	$27,327	$26,639
Gross profit margin	40.5 %	37.9 %	40.2 %	41.4 %	37.6 %
End-of-period backlog	$25,800	$29,000	$29,200	$26,600	$26,300
Book-to-bill ratio	1.07	1.12	1.01	0.94	1.02
Inventory turnover	3.34	3.40	3.51	3.34	3.36
Force Sensors					
Net revenues	$15,970	$16,432	$16,981	$17,480	$17,408
Gross profit margin	21.5 %	21.3 %	21.9 %	22.5 %	22.8 %
End-of-period backlog	$12,800	$13,500	$12,700	$12,800	$12,100
Book-to-bill ratio	1.01	1.04	0.95	1.02	0.97
Inventory turnover	2.03	2.06	2.14	2.21	2.27
Weighing and Control Systems					
Net revenues	$20,541	$18,602	$20,153	$18,595	$17,171
Gross profit margin	44.9 %	46.7 %	48.2 %	45.9 %	44.3 %
End-of-period backlog	$22,000	$23,300	$23,300	$20,800	$20,100
Book-to-bill ratio	0.91	1.09	0.98	0.89	1.01
Inventory turnover	3.90	3.63	3.80	3.69	3.80

Optimize Core Competence

The Company’s core competency and key value proposition is providing customers with proprietary foil technology products and precision measurement sensors and sensor-based systems. Our foil technology resistors and strain gages are recognized as global market leading products that provide high precision and high stability over extreme temperature ranges, and long life. Our force sensor products and our weighing and control systems products are also certified to meet some of the highest levels of precision measurements of force, weight, pressure, torque, tilt, motion, and acceleration. While these competencies form a solid basis for our products, we believe there are several areas that can be optimized, including: increasing our technical sales efforts; continuing to innovate in product performance and design; and refining our manufacturing processes

Our foil technology research group continues to provide innovations that enhance the capability and performance of our strain gages, while simultaneously reducing their size and power consumption as part of our advanced sensors product line. We believe this new foil technology will create new markets as customers “design in” these next generation products in existing and new applications. Our development engineering team is also responsible for creating new processes to further automate manufacturing, and improve productivity and quality. This advanced sensors’ manufacturing technology offers us the capability to produce high-quality foil strain gages in a highly automated environment, which should convert into reduced manufacturing costs, reduce lead times and increase margins.

Our design, research, and product development teams, in partnership with our marketing teams, drive our efforts to bring innovations to market. We intend to leverage our insights into customer demand to continually develop and roll out new, innovative products within our existing lines and to modify our existing core products in ways that make them more appealing, addressing changing customer needs and industry trends in terms of form, fit, and function.

We also seek to achieve significant production cost savings through the transfer, expansion, and construction of manufacturing operations in countries such as Costa Rica, India, Israel, China and Taiwan, where we can benefit from lower labor costs, improved efficiencies, or available tax and other government-sponsored incentives.

Acquisition Strategy

We expect to continue to make strategic acquisitions where opportunities present themselves to grow our segments. Historically, our growth and acquisition strategy has been largely focused on vertical product integration, using our foil strain gages in our force sensor products and incorporating those products into our weighing and control systems. While the acquisition of the KELK business in January 2013 continued that trend, it also resulted in the acquisition of certain optical sensor technology. Along with our recent success in MEMS technology for on-board weighing, we expect to expand our expertise, and our acquisition focus, outside our traditional vertical approach to other precision sensor solutions in the fields of measurement of force, weight, pressure, torque, tilt, motion, and acceleration. We believe acquired businesses will benefit from improvements we implement to reduce redundant functions and from our current global manufacturing and distribution footprint.

Research and Development

Research and development will continue to play a key role in our efforts to introduce innovative products to generate new sales and to improve profitability. We expect to continue to expand our position as a leading supplier of precision foil technology products. We believe our R&D efforts should provide us with a variety of opportunities to leverage technology, products, and our manufacturing base in order to ultimately improve our financial performance. The amount charged to expense for research and development aggregated \$10.1 million, \$9.3 million, and \$6.4 million for the years ended December 31, 2014, 2013, and 2012, respectively.

Cost Management

To be successful, we believe we must seek new strategies for controlling operating costs. Through automation in our plants, we believe we can optimize our capital and labor resources in production, inventory management, quality control, and warehousing. We are in the process of moving some manufacturing from higher-labor-cost countries to lower-labor-cost countries. This will enable us to become more efficient and cost competitive, and also maintain tighter controls of the operation.

Production transfers, facility consolidations, and other long-term cost-cutting measures require us to initially incur significant severance and other exit costs. We have begun to realize the benefits of our restructuring through lower labor costs and other operating expenses, and expect to continue reaping these benefits in future periods. However, these programs to improve our profitability also involve certain risks which could materially impact our future operating results, as further detailed in Part I, Item 1A “Risk Factors” of this Annual Report on Form 10-K.

The Company recorded restructuring costs of \$0.7 million during the year ended December 31, 2014. This included two cost reduction programs implemented by the Company.

Restructuring costs of \$0.5 million were comprised of employee termination costs, including severance and a statutory retirement allowance at the Company's subsidiary in Canada, and were incurred in connection with a cost reduction program. As of December 31, 2014, \$0.3 million of the restructuring costs have been paid. The remaining costs are recorded within other accrued expenses on the accompanying consolidated balance sheet, and are expected to be paid during the first quarter of 2015.

Restructuring costs of \$0.2 million were comprised of employee termination costs, including severance at one of the Company's subsidiaries in the United States, and were incurred in connection with a cost reduction program. As of December 31, 2014, \$0.1 million of the restructuring costs have been paid. The remaining costs are recorded within other accrued expenses on the accompanying consolidated balance sheet, and are expected to be paid during the first quarter of 2015.

The Company recorded restructuring costs of \$0.5 million during the year ended December 31, 2013. This included two cost reduction programs implemented by the Company.

Restructuring costs of \$0.4 million were comprised of employee termination costs, including severance and a statutory retirement allowance, covering 16 technical, production and administrative employees at one of the Company’s subsidiaries in Japan. The restructuring was undertaken primarily in response to the declining business conditions in Japan. The restructuring costs were fully paid during 2013.

Restructuring costs of $0.1 million were comprised of employee termination costs, including severance and a statutory retirement allowance at the Company's subsidiary in Canada, and were incurred in connection with a cost reduction in one of the manufacturing areas. The restructuring costs were fully paid in the first quarter of 2014.

We are presently executing plans to further reduce our costs by consolidating additional manufacturing operations. These plans will require us to incur restructuring and severance costs in future periods. While streamlining and reducing fixed overhead, we are exercising caution so that we will not negatively impact our customer service, or our ability to further develop products and processes.

Foreign Currency

We are exposed to foreign currency exchange rate risks, particularly due to transactions in currencies other than the functional currencies of certain subsidiaries. U.S. GAAP requires that entities identify the "functional currency" of each of their subsidiaries and measure all elements of the financial statements in that functional currency. A subsidiary's functional currency is the currency of the primary economic environment in which it operates. In cases where a subsidiary is relatively self-contained within a particular country, the local currency is generally deemed to be the functional currency. However, a foreign subsidiary that is a direct and integral component or extension of the parent company's operations generally would have the parent company's currency as its functional currency. We have subsidiaries that fall into each of these categories.

Foreign Subsidiaries which use the Local Currency as the Functional Currency

Our operations in Europe, Canada, and certain locations in Asia primarily generate and expend cash using local currencies, and accordingly, these subsidiaries utilize the local currency as their functional currency. For those subsidiaries where the local currency is the functional currency, assets and liabilities in the consolidated balance sheets have been translated at the rate of exchange as of the balance sheet date. Translation adjustments do not impact the results of operations and are reported as a separate component of equity.

For those subsidiaries where the local currency is the functional currency, revenues and expenses are translated at the average exchange rate for the year. While the translation of revenues and expenses into U.S. dollars does not directly impact the consolidated statement of operations, the translation effectively increases or decreases the U.S. dollar equivalent of revenues generated and expenses incurred in those foreign currencies.

Foreign Subsidiaries which use the U.S. Dollar as the Functional Currency

Our operations in Israel and certain locations in Asia primarily generate cash in U.S. dollars, and accordingly, these subsidiaries utilize the U.S. dollar as their functional currency. For those foreign subsidiaries where the U.S. dollar is the functional currency, all foreign currency financial statement amounts are remeasured into U.S. dollars. Exchange gains and losses arising from remeasurement of foreign currency-denominated monetary assets and liabilities are included in the results of operations. While these subsidiaries transact most business in U.S. dollars, they may have significant costs, particularly related to payroll, which are incurred in the local currency.

Effects of Foreign Exchange Rate on Operations

For the year ended December 31, 2014, exchange rate impacts reduced net revenues by $0.8 million, and reduced costs of products sold and selling, general, and administrative expenses by $1.2 million, when compared to the prior year. For the year ended December 31, 2013, exchange rate impacts reduced net revenues by $2.1 million, and costs of products sold and selling, general, and administrative expenses by $0.6 million, when compared to the prior year. For the year ended December 31, 2012, exchange rate impacts reduced net revenues by $5.3 million, and costs of products sold and selling, general, and administrative expenses by $5.8 million, when compared to the prior year.

Off-Balance Sheet Arrangements

As of December 31, 2014 and 2013, we did not have any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Our significant accounting policies are summarized in Note 1 to our consolidated financial statements. We identify here a number of policies that entail significant judgments or estimates by management.

Revenue Recognition

We recognize revenue on product sales during the period when the sales process is complete. This generally occurs when products are shipped to the customer in accordance with terms of an agreement of sale, title and risk of loss have been transferred, collectability is reasonably assured, and pricing is fixed or determinable. For a small percentage of sales where title and risk of loss pass at the point of delivery, we recognize revenue upon delivery to the customer, assuming all other criteria for revenue recognition are met.

Some of our larger systems products have post-shipment obligations, such as customer acceptance, training, or installation. In such circumstances, revenue is deferred until the obligation has been completed, unless such obligation is deemed inconsequential and perfunctory.
Given the specialized nature of our products, we generally do not allow product returns.

Accounts Receivable

Our receivables represent a significant portion of our current assets. We are required to estimate the collectability of our receivables and to establish allowances for the amount of receivables that will prove uncollectible. We base these allowances on our historical collection experience, the length of time our receivables are outstanding, the financial circumstances of individual customers, and general business and economic conditions.

Inventories

We value our inventories at the lower of cost or market, with cost determined under the first-in, first-out method, and market based upon net realizable value. The valuation of our inventories requires our management to make market estimates. For work in process goods, we are required to estimate the cost to completion of the products and the prices at which we will be able to sell the products. For finished goods, we must assess the prices at which we believe the inventory can be sold. Inventories are also adjusted for estimated obsolescence and written down to net realizable value based upon estimates of future demand, technology developments and market conditions.

Estimates of Restructuring and Severance Costs and Purchase-Related Restructuring Costs

To maintain our cost competitiveness, we are shifting manufacturing emphasis to more advanced automation in higher-labor-cost regions and relocating production to regions with skilled workforces and relatively lower labor costs. We also incur similar costs when we acquire companies.

These production transfers, facility consolidations, and other long-term cost-cutting measures require us to initially incur significant severance and other exit costs. We anticipate that we will realize the benefits of our restructuring efforts through lower labor costs and other operating expenses in future periods.

Restructuring and severance costs are expensed during the period in which we become obligated to pay those costs and all other requirements for accrual are met. Because transfers of manufacturing operations sometimes occur incrementally over a period, the expense initially recorded is often based on estimates.

Because these costs are recorded based on estimates, our actual expenditures for restructuring activities may differ from the initially recorded costs. If this happens, we will need to adjust our estimates in future periods, either by recording additional expenses in future periods, if our initial estimates were too low, or by reversing part of the charges that we recorded initially, if our initial estimates were too high.

Goodwill and Other Intangible Assets

Goodwill, indefinite-lived trademarks, and in-process research and development ("IPRD") assets are tested for impairment at least annually, and whenever events or changes in circumstances occur indicating that a possible impairment may have been incurred. We have the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining if it is necessary to perform the two-step goodwill impairment test. However, if we conclude otherwise, then we are required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing it against its carrying amount. We estimate the fair value of our reporting units by considering both an income approach and a market approach to valuation. The income approach to valuation uses our estimates of the future cash flows of the reporting unit discounted to their net present value using a discount rate determined using the capital asset pricing model and adjusted for the forecast risk inherent in our projections of future cash flows. The income approach to valuation is dependent on inputs from management such as expected revenue growth, profitability, capital expenditures and working capital requirements. The market approach to valuation uses the market capitalization of public companies similar to the reporting unit to calculate an implied EBITDA multiple, and we apply that calculated EBITDA multiple to the expected EBITDA of the reporting unit to estimate the fair value of the reporting unit, after consideration of appropriate control premiums. We weigh the results of the income approach and the market approach to arrive at the estimated fair value of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, then we are required to perform the second step of the goodwill impairment. To measure the amount of the impairment, we determine the implied fair value of goodwill in the same manner as if we had acquired those reporting units. Specifically, we must allocate the fair value of the reporting unit to all of the assets of that unit, including any unrecognized intangible assets, in a hypothetical calculation that would yield the implied fair value of g oodwill. The impairment loss is measured as the difference between the book value of the goodwill and the implied fair value of the goodwill computed in step two.

The indefinite-lived trade names are tested for impairment by comparing the carrying value to the fair value based on current revenue projections of the related operations, under the relief from royalty method. Any excess carrying value over the applicable fair value is recognized as impairment. Any impairment would be recognized in the reporting period in which it has been identified.

We estimate the fair value of our IPRD asset using an income approach to valuation, whereby we estimate the future cash flows associated with the IPRD and discount those cash flows back to their net present value using a discount rate determined using the capital asset pricing model and adjusted for the forecast risk inherent in our projections of cash flows associated with this asset. Our estimates of cash flows include revenues to be generated by the products supported by the IPRD and the expected profits on those product sales.

Definite-lived assets, such as customer relationships, patents and acquired technology, non-competition agreements, and certain trade names are amortized on a straight-line method over their estimated useful lives. Patents and acquired technology are being amortized over useful lives of seven to twenty years. Customer relationships are being amortized over useful lives of five to eighteen years. Trade names are being amortized over useful lives of seven to ten years. Non-competition agreements are being amortized over periods of five to ten years. We continually evaluate the reasonableness of the useful lives of these assets. Additionally, we review the carrying values of these assets for possible impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable based on undiscounted estimated cash flows expected to result from its use and eventual disposition. Note 4 to our consolidated financial statements describes the goodwill and IPRD impairment losses recognized in the fourth quarter of fiscal 2014 in conjunction with our annual impairment tests described herein. The impairments of goodwill and IPRD were driven principally by the impacts of excess steel manufacturing capacity, particularly in China, on our current and forecasted sales of product manufactured and sold by the reporting unit with the impairment losses. After considering the impact of the impairment charges, the carrying value of goodwill and IPRD as of December 31, 2014 of this reporting unit (our only reporting unit with goodwill) was $12.8 million and $0.1 million, respectively. Additional goodwill and IPRD impairments could be recognized in the future to the extent that actual future operating results of the reporting unit are less favorable than those included in the forecasts used to derive our estimates of the fair value of the reporting unit and IPRD. We believe that our estimates of the future operating performance of the reporting unit are reasonable in the circumstances and were based on the best available information as of the date of our impairment test.

Impairment of Long-Lived Assets

We assess the impairment of our long-lived assets, other than goodwill and other intangible assets, including property and equipment, whenever events or changes in circumstances indicate the carrying value may not be recoverable. Factors we consider important, which could trigger an impairment review, include significant changes in the manner of our use of the asset, changes in historical or projected operating performance, and significant negative economic trends.

Pension and Other Postretirement Benefits

Accounting for defined benefit pension and other postretirement plans involves numerous assumptions and estimates. The discount rate at which obligations could effectively be settled and the expected long-term rate of return on plan assets are two critical assumptions in measuring the cost and benefit obligations of our pension and other postretirement benefit plans. Other important assumptions include the anticipated rate of future increases in compensation levels, estimated mortality, and for postretirement medical plans, increases or trends in health care costs. Management reviews these assumptions at least annually. We use independent actuaries to assist us in formulating assumptions and making estimates. These assumptions are updated periodically to reflect the actual experience and expectations on a plan-specific basis, as appropriate.

Our defined benefit plans are concentrated in the United States and the United Kingdom. Plans in these countries comprise approximately 89% of our retirement obligations at December 31, 2014. We utilize published long-term high-quality bond indices to determine the discount rate at the measurement date. We utilize bond yields at various maturity dates to reflect the timing of expected future benefit payments. We believe the discount rates selected are the rates at which these obligations could effectively be settled.

For benefit plans which are funded, we establish strategic asset allocation percentage targets and appropriate benchmarks for significant asset classes with the aim of achieving a prudent balance between return and risk. We set the expected long-term rate of return based on the expected long-term average rates of return to be achieved by the underlying investment portfolios. In establishing this rate, we consider historical and expected returns for the asset classes in which the plans are invested, advice from pension consultants and investment advisors, and current economic and capital market conditions. The expected return on plan assets is incorporated into the computation of pension expense. The difference between this expected return and the actual return on plan assets is deferred.

We believe that the current assumptions used to estimate plan obligations and annual expense are appropriate in the current economic environment. However, if economic conditions change, we may be inclined to change some of our assumptions, and the resulting change could have a material impact on the consolidated statements of operations and on the consolidated balance sheet.

Income Taxes

Our income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits reflect our best assessment of estimated current and future taxes to be paid. We are subject to income taxes in both the United States and numerous foreign jurisdictions. Significant judgments and estimates are required in determining the consolidated income tax expense for financial statement purposes.

Deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, which will result in taxable or deductible amounts in the future. In assessing the realizability of deferred tax assets, we consider future taxable income by tax jurisdiction and tax planning strategies. We record a valuation allowance to reduce our deferred tax assets to equal an amount that is more likely than not to be realized. In projecting future taxable income, we begin with historical results adjusted for the results of discontinued operations and incorporate assumptions about the amount of future state, federal and foreign pretax operating income adjusted for items that do not have tax consequences. The assumptions about future taxable income require significant judgment and are consistent with the plans and estimates we are using to manage the underlying businesses. In evaluating the objective evidence that historical results provide, we consider three years of cumulative operating income (loss).

Changes in tax laws and tax rates could also affect recorded deferred tax assets and liabilities in the future. We are not aware of any current changes that would have a material effect on our results of operations, cash flows or financial position.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in a multitude of jurisdictions across our global operations. Accounting Standards Codification ("ASC") Topic 740, Income Taxes, states that a benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, on the basis of the technical merits.

We first record unrecognized tax benefits as liabilities in accordance with ASC 740 and then adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available at the time of establishing the liability. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the unrecognized tax benefit liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information is available.

We believe that it is reasonably possible that an increase in unrecognized tax benefits related to foreign exposures of between $0.1 million and $0.2 million may be necessary within the coming year. As of December 31, 2014, we anticipate that it is reasonably possible that approximately $0.1 million to $0.3 million of our current unrecognized tax benefits may be reversed within the twelve months following the balance sheet date due to the expiration of statutes of limitation in certain jurisdictions. In addition, we believe it is reasonably possible that approximately $0.4 million to $0.6 million of current unrecognized tax benefits may be realized within the next twelve months of the balance sheet date as the result of a cash payment made to the taxing authorities.

We consider the earnings of the majority of our non-U.S. subsidiaries to be indefinitely invested outside the United States on the basis of estimates that future domestic cash generation will be sufficient to meet future domestic cash needs and our specific plans for reinvestment of those subsidiary earnings. Withholding taxes of approximately $13.8 million would be payable upon remittance of all previously unremitted earnings at December 31, 2014. Should we decide to repatriate the foreign earnings, we would need to adjust our income tax provision in the period we determined that the earnings will no longer be indefinitely invested outside the United States.

On July 6, 2010, we entered into a Tax Matters Agreement with Vishay Intertechnology under which Vishay Intertechnology will be responsible for all income taxes for periods before the date of the spin-off other than those taxes for which a liability was recorded on our books at the time of the spin-off. Vishay Intertechnology is also principally responsible for managing any income tax audits by the various tax jurisdictions for pre-spin-off periods.

Additional information about income taxes is included in Note 6 to our consolidated financial statements.

Results of Operations – Years Ended December 31, 2014, 2013, and 2012

Statement of operations' captions as a percentage of net revenues and the effective tax rates were as follows:

	Years ended December 31,					
	2014		2013		2012	
Costs of products sold	63.3	%	65.1	%	65.5	%
Gross profit	36.7	%	34.9	%	34.5	%
Selling, general, and administrative expenses	30.8	%	31.0	%	29.3	%
Operating income	3.5	%	3.3	%	5.1	%
Income before taxes	2.8	%	2.2	%	4.8	%
Net earnings	1.6	%	1.8	%	5.4	%
Net earnings attributable to VPG stockholders	1.5	%	1.8	%	5.4	%
Effective tax rate	41.9	%	19.5	%	-11.8	%

Net Revenues

Net revenues were as follows (dollars in thousands):

	Years ended December 31,				
	2014		2013		2012
Net revenues	$250,823		$240,275		$217,616
Change versus prior year	$10,548		$22,659		
Percentage change versus prior year	4.4	%	10.4	%	

Changes in net revenues were attributable to the following:

	2014 vs. 2013		2013 vs. 2012	
Change attributable to:				
Change in volume	4.9	%	-2.9	%
Change in average selling prices	-0.2	%	0.0	%
Foreign currency effects	-0.3	%	-0.9	%
Acquisitions	0.0	%	14.3	%
Other	0.0	%	-0.1	%
Net change	4.4	%	10.4	%

During the year ended December, 31, 2014, revenues increased 4.4% over the prior year, mainly due to an increase in volume from both the Foil Technology Products and Force Sensors segments. The increase was partially offset by the decline in revenues in the Weighing and Control Systems segment, coming mainly from a decline in our steel industry business related to excess capacity at steel mills.

During the year ended December 31, 2013, the improvement in revenues, as compared to the prior year period, was due primarily to the acquisition of the KELK business, partially offset by sales volume decreases in our Foil Technology Products and Force Sensors segments. Excluding the impact of the KELK acquisition, the volume in the Weighing and Control Systems segment remained flat compared to the prior year period.

Gross Profit and Margins

Gross profit as a percentage of net revenues was as follows:

	Years ended December 31,		
	2014	2013	2012
Gross margin percentage	36.7 %	34.9 %	34.5 %

The gross margin percentage for the year ended December 31, 2014 has increased compared to the prior year. However, after adjusting for the KELK acquisition purchase accounting adjustments recorded in 2013, the gross margin percentage is down slightly from the prior year. The KELK acquisition purchase accounting adjustments increased costs of products sold during 2013 by $4.9 million, thereby impacting the gross margin. Excluding these adjustments, the gross margin would have been 36.9% for the year ended December 31, 2013. Higher manufacturing costs in the Foil Technology Products segment have kept the overall gross margin percentage fairly flat as compared to the prior year.

The gross margin percentage for the year ended December 31, 2013 increased compared to the comparable prior year period due to the KELK acquisition. The KELK acquisition purchase accounting adjustments increased costs of products sold during year ended December 31, 2013 by $4.9 million, thereby negatively impacting the gross margin percentage. Excluding these adjustments, the gross margin percentage would have been 36.9% for the year ended December 31, 2013.

Segments

Analysis of revenues and gross profit margins for our reportable segments is provided below.

Foil Technology Products

Net revenues of the Foil Technology Products segment were as follows (dollars in thousands):

	Years ended December 31,		
	2014	2013	2012
Net revenues	$108,001	$97,045	$105,207
Change versus prior year	$10,956	$(8,162)	
Percentage change versus prior year	11.3 %	-7.8 %	

Changes in Foil Technology Products segment net revenues were attributable to the following:

	2014 vs. 2013	2013 vs. 2012
Change attributable to:		
Change in volume	12.6 %	-5.0 %
Change in average selling prices	-0.4 %	-0.3 %
Foreign currency effects	-0.6 %	-2.7 %
Other	-0.3 %	0.2 %
Net change	11.3 %	-7.8 %

For the year ended December 31, 2014, the volume improvement over the prior year reflects higher shipments in 2014, primarily in the Americas and Asia, as this segment recovered from the effects of the ERP implementation in 2013, which led to lower shipments during that year.

For the year ended December 31, 2013, revenues declined when compared to the prior year primarily due to lower shipments at three of our manufacturing facilities, where a new ERP system was implemented during the third quarter of 2013. Inefficiencies from the ERP implementation during the third quarter resulted in a slowdown in shipments. We were able to address some of these issues during the fourth quarter of 2013, but the volume for the year ended December 31, 2013 still decreased as compared to the prior year. Exchange rates also negatively impacted revenues for the year ended December 31, 2013.

Gross profit as a percentage of net revenues for the Foil Technology Products segment was as follows:

	Years ended December 31,		
	2014	2013	2012
Gross margin percentage	39.3 %	38.3 %	40.7 %

For the year ended December 31, 2014, despite the significant improvement in revenues, the gross margin percentage increased only 1% when compared to the prior year. This is mainly due to higher manufacturing costs within this segment, including additional costs associated with the expansion of our advanced sensor platform.

For the year ended December 31, 2013, the decrease in gross margin percentage when compared to the prior year was largely due to the reduction in volume as described above. In addition to the slowdown in shipments, the ERP implementation caused manufacturing inefficiencies which resulted in lower gross margin percentages when compared to the prior year. The impact of exchange rates also negatively impacted gross margins by $1.8 million as compared to the prior year period.

Force Sensors

Net revenues of the Force Sensors segment were as follows (dollars in thousands):

	Years ended December 31,		
	2014	2013	2012
Net revenues	$68,301	$64,846	$65,787
Change versus prior year	$3,455	$(941)	
Percentage change versus prior year	5.3 %	-1.4 %	

Changes in Force Sensors segment net revenues were attributable to the following:

	2014 vs. 2013	2013 vs. 2012
Change attributable to:		
Change in volume	4.8 %	-2.1 %
Change in average selling prices	-0.1 %	0.3 %
Foreign currency effects	0.8 %	0.5 %
Other	-0.2 %	-0.1 %
Net change	5.3 %	-1.4 %

For the year ended December 31, 2014, revenues increased from the prior year period due to increased volume in our sales of load cell products to OEMs and distributors, as well as the positive effect of foreign currency exchange rates.

For the year ended December 31, 2013, revenues declined slightly when compared to the prior year mainly due to volume decreases in our sales of load cell products.

Gross profit as a percentage of net revenues for the Force Sensors segment was as follows:

	Years ended December 31,		
	2014	2013	2012
Gross margin percentage	22.2 %	21.6 %	20.5 %

For the year ended December 31, 2014, the gross margin percentage increased when compared to the prior year due to the volume increase described above as well as operating efficiencies resulting from the movement of production to our production facility in India.

For the year ended December 31, 2013, the increase in the gross margin percentage when compared to the prior year is mainly due to favorable exchange rates. The volume decrease was offset by improved operating efficiencies resulting from movement of production to our new facility in India and a reduction in fixed costs such as travel, transportation and rent.

Weighing and Control Systems

Net revenues of the Weighing and Control Systems segment were as follows (dollars in thousands):

	Years ended December 31,		
	2014	2013	2012
Net revenues	$74,521	$78,384	$46,622
Change versus prior year	$(3,863)	$31,762	
Percentage change versus prior year	-4.9%	68.1%	

Changes in Weighing and Control Systems segment net revenues were attributable to the following:

	2014 vs. 2013	2013 vs. 2012
Change attributable to:		
Change in volume	-4.5%	-0.7%
Change in average selling prices	0.1%	0.3%
Foreign currency effects	-0.6%	1.1%
Acquisitions	0.0%	66.7%
Other	0.1%	0.7%
Net change	-4.9%	68.1%

For the year ended December 31, 2014, revenues decreased when compared to the prior year period mainly due to a decrease in volume of products sold into the steel industry. Excess steel manufacturing capacity, particularly in China, has significantly impacted the revenues for this segment. Management anticipates a slow recovery in the steel industry over the next several years. The impact from the steel industry business was partially offset by improved revenues in our on-board weighing business.

The acquisition of the KELK business was primarily responsible for the significant increase in revenues for the year ended December 31, 2013, when compared to the prior year periods. Excluding the revenues from KELK, the Weighing and Control Systems segment net revenues increased mainly due to foreign currency effects and an increase in average selling price.

Gross profit as a percentage of net revenues for the Weighing and Control Systems segment was as follows:

	Years ended December 31,		
	2014	2013	2012
Gross margin percentage	46.4%	41.7%	40.1%

For the year ended December 31, 2014, the gross margin percentage increased from the prior year due to the KELK acquisition purchase accounting adjustments recorded in 2013. The KELK acquisition purchase accounting adjustments increased costs of products sold during 2013 by $4.9 million, thereby impacting the gross margin. Excluding these adjustments, the gross margin would have been 47.9% for the year ended December 31, 2013. Excluding the effect of the KELK purchase accounting adjustments, the gross margin was mainly impacted by lower volume from our steel industry business and product mix.

For the year ended December 31, 2013, the gross margin percentage increased from the prior year due to the KELK acquisition. Included in the gross margin for 2013 is KELK acquisition purchase accounting adjustments which increased costs of products sold by $4.9 million. Excluding these adjustments, the gross margin percentage would have been 47.9% for the year ended December 31, 2013.

Selling, General, and Administrative Expenses

Selling, general, and administrative ("SG&A") expenses were as follows (dollars in thousands):

	Years ended December 31,		
	2014	2013	2012
Total SG&A expenses	$77,348	$74,521	$63,666
as a percentage of net revenues	30.8 %	31.0 %	29.3 %

Given the specialized nature of our products and our direct sales approach, we incur significant selling, general, and administrative costs. SG&A expenses for the year ended December 31, 2014 increased $2.8 million versus the prior year. This increase was primarily due to headcount and wage increases of $2.2 million, and one additional month of SG&A expenses from the KELK business, which added $0.6 million.

SG&A expenses for the year ended December 31, 2013 increased $10.9 million versus the prior year. This increase was mainly due to the acquisition of the KELK business. SG&A expenses for KELK were $10.8 million for the year ended December 31, 2013.

Acquisition Costs

In connection with the acquisition of the KELK business in January 2013, we recorded acquisition costs in our consolidated statement of operations of $0.8 million and $0.3 million for the years ended December 31, 2013 and December 31, 2012, respectively.

Impairment of Goodwill and Indefinite-lived Intangible Assets

As a result of our required annual impairment test performed on goodwill and indefinite-lived intangible assets, we recorded a $5.4 million pre-tax, non-cash impairment charge which reduced the carrying value of our goodwill and indefinite-lived intangible assets. See our critical accounting policies and Note 4 for further discussion.

Restructuring Costs

Restructuring costs reflect the cost reduction programs implemented by the Company. Restructuring costs are expensed during the period in which the Company determines it will incur those costs and all requirements for accrual are met. Because these costs are recorded based upon estimates, actual expenditures for the restructuring activities may differ from the initially recorded costs. If the initial estimates are too low or too high, the Company could be required to either record additional expense in future periods or to reverse part of the previously recorded charges.

The Company recorded restructuring costs of $0.7 million during the year ended December 31, 2014. This included two cost reduction programs implemented by the Company.

Restructuring costs of $0.5 million were comprised of employee termination costs, including severance and a statutory retirement allowance at the Company's subsidiary in Canada, and were incurred in connection with a cost reduction program. As of December 31, 2014, $0.3 million of the restructuring costs have been paid. The remaining costs are recorded within other accrued expenses on the accompanying consolidated balance sheet, and are expected to be paid during the first quarter of 2015.

Restructuring costs of $0.2 million were comprised of employee termination costs, including severance at one of the Company's subsidiaries in the United States, and were incurred in connection with a cost reduction program. As of December 31, 2014, $0.1 million of the restructuring costs have been paid. The remaining costs are recorded within other accrued expenses on the accompanying consolidated balance sheet, and are expected to be paid during the first quarter of 2015.

The Company recorded restructuring costs of $0.5 million during the year ended December 31, 2013. This included two cost reduction programs implemented by the Company.

Restructuring costs of $0.4 million were comprised of employee termination costs, including severance and a statutory retirement allowance, covering 16 technical, production and administrative employees at one of the Company's subsidiaries in Japan. The restructuring was undertaken primarily in response to the declining business conditions in Japan. The restructuring costs were fully paid during 2013.

Restructuring costs of $0.1 million were comprised of employee termination costs, including severance and a statutory retirement allowance at the Company's subsidiary in Canada, and were incurred in connection with a cost reduction in one of the manufacturing areas. The restructuring costs were fully paid in the first quarter of 2014.

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Other Income (Expense)

Interest Expense

Total interest expense for the year ended December 31, 2014 of $0.9 million decreased slightly from the prior year. Interest expense is mainly comprised of the interest on the $25.0 million term loans entered into in January 2013.

Total interest expense for the year ended December 31, 2013 of $1.0 million increased $0.8 million when compared to the comparable prior year period. This is primarily due to the term loans, totaling $25.0 million, entered into in January 2013 in connection with the amended and restated credit agreement (see Financial Condition, Liquidity, and Capital Resources below). The term loans were originated in connection with the acquisition of the KELK business.

Other

The following table analyzes the components of the line “Other” on the consolidated statement of operations (in thousands):

	Years ended December 31,		
	2014	2013	Change
Foreign exchange loss	$(844)	$(1,667)	$823
Interest income	261	266	$(5)
Other	(268)	(178)	$(90)
	$(851)	$(1,579)	$728

Foreign currency exchange gains and losses represent the impact of changes in foreign currency exchange rates. The change in foreign exchange losses during the period, as compared to the prior year period is primarily due to fluctuations in the Canadian dollar. The exposure to currency fluctuations with the Canadian dollar was reduced in 2014 due to the capitalization of an intercompany loan in October 2013.

The following table analyzes the components of the line “Other” on the consolidated statement of operations (in thousands):

	Years ended December 31,		
	2013	2012	Change
Foreign exchange loss	$(1,667)	$(285)	$(1,382)
Interest income	266	633	(367)
Other	(178)	(649)	471
	$(1,579)	$(301)	$(1,278)

Foreign currency exchange gains and losses represent the impact of changes in foreign currency exchange rates. The change in foreign exchange losses during the period, as compared to the prior year period is largely due to exposure to currency fluctuations with the Canadian dollar. VPG Canada entered into a secured $15.0 million term facility and a $10.0 million intercompany loan, both of which were denominated in U.S. dollars. The Canadian dollar strengthened against the U.S. dollar during 2013, generating significant foreign exchange losses on this debt.

Other expense was $0.2 million for the year ended December 31, 2013 as compared to $0.6 million in the prior year. Included in other expense during 2012 is a $0.3 million income tax indemnification adjustment.

Income Taxes

Our effective tax rate, based on earnings before income taxes, for the year ended December 31, 2014 was 41.9%, as compared to 19.5% for the year ended December 31, 2013 and (11.8)% for the year ended December 31, 2012. Our tax rate is affected by recurring items, such as tax rates in foreign jurisdictions as compared to the U.S. federal statutory tax rate, and the relative amount of income earned in those jurisdictions. It is also impacted by discrete items that may occur in any given year, but are not consistent from year to year and may not be indicative of our continued operations. The following items had the most significant impact on the difference between our statutory U.S. federal income tax rate and our effective tax rate:

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2014

- 19.6% rate reduction due to the net reversal of a valuation allowance on deferred tax assets. The primary driver of the decrease was the release of $1.6 million of the valuation allowance against a portion of the U.S. foreign tax credit carryforward. Due to a legal reorganization of certain of our Asian subsidiaries, we believe that there is sufficient positive evidence existing as of December 31, 2014 to conclude that it is more likely than not that a portion of foreign tax credit will be realized in future periods.
- 32.6% rate reduction resulting from tax rate differences between U.S. and non-U.S. jurisdictions. No provision has been made for U.S. taxes, as the majority of our undistributed foreign earnings are intended to be indefinitely reinvested outside the United States. The primary driver of the rate difference is associated with our operations in Israel.
- 36.4% rate increase resulting from the generation of U.S tax on foreign earnings, net of foreign tax credits. The primary driver of the increase relates to the legal reorganization mentioned above.
- 14.4% rate increase resulting from the remeasurement of certain foreign jurisdiction's deferred tax assets which are subject to U.S. dollar functional currency reporting.
- 4.3% rate increase primarily resulting from the non-deductible portion of the goodwill impairment associated with the Weighing and Control Systems segment.
- 3.9% rate increase due to the recording of an uncertain tax position relating to foreign jurisdictions in which we operate.

2013

- 39.1% rate increase due to the recording of a valuation allowance on deferred tax assets. The primary driver, or 37.0% of the increase, was due to the establishment of a $2.0 million valuation allowance against a portion of the U.S. foreign tax credit carryforward. We believe that there is not sufficient positive evidence existing as of December 31, 2013 that we will generate sufficient income that is eligible to utilize the full foreign tax credit carryforward. Therefore, we concluded that it is more likely than not that only a portion of the foreign tax credit carryforward will be realized before its expiration and thus we have recorded a valuation allowance accordingly.
- 3.8% net rate reduction resulting from the generation of current year excess tax credits.
- 25.8% rate reduction resulting from tax rate differences between U.S. and non-U.S. jurisdictions. No provision has been made for U.S. taxes, as the majority of our undistributed foreign earnings are intended to be indefinitely reinvested outside the United States. The primary driver of the rate difference is associated with our operations in Israel.
- 24.5% net rate reduction resulting from statutory tax rate changes. The primary driver, or 27.7% of the net reduction, relates to a new tax law that was enacted in Israel which effectively increases the corporate income tax rate on certain types of income earned after January 1, 2014. Accordingly, the Company’s deferred tax assets in Israel were increased to reflect the higher rate, which allowed the recording of a one-time benefit of $1.5 million.

2012

- 30.1% rate reduction due to the net reversal of a valuation allowance recorded on deferred tax assets. The primary driver, or 26.7% of the reduction, came from a favorable tax ruling received in the fourth quarter of 2012 from the Israeli Tax Authority approving the merger of several wholly-owned Israeli entities. As part of the ruling, we were able to access net operating losses that, on a stand-alone basis, were not available to other members of the Israeli group. We believe there is sufficient positive evidence existing as of December 31, 2012 to conclude that it is more likely than not that the Israeli net operating losses are now realizable, and therefore, reduced the valuation allowance accordingly.
- 23.3% rate reduction resulting from tax rate differences between U.S and non-U.S. jurisdictions. No provision has been made for U.S. taxes, as the majority of our undistributed foreign earnings are intended to be indefinitely reinvested outside the United States. The primary driver of the rate difference is associated with our operations in Israel.
- 2.8% rate increase due to the accrual of foreign withholding taxes relating to our global operations.
- 2.3% rate increase associated with statutory tax rate changes.

Additional information about income taxes is included in Note 6 to our consolidated financial statements.

Financial Condition, Liquidity, and Capital Resources

We believe that our current cash and cash equivalents, credit facilities and projected cash from operations will be sufficient to meet our liquidity needs for at least the next 12 months.

On January 31, 2013, we completed the acquisition of substantially all of the assets of KELK for an aggregate purchase price of approximately $49.0 million (CDN) ($49.0 million USD). In connection with the acquisition, and to fund a portion of the purchase price, on January 29, 2013, the Company entered into an Amended and Restated Credit Agreement (the “2013 Credit Agreement”) among the Company, Vishay Precision Group Canada ULC ("VPG Canada"), the lenders, RBS Citizens, National Association as joint book-runner and JPMorgan Chase Bank, National Association as agent for such lenders (the “Agent”), pursuant to which the terms of the Company’s multi-currency, secured credit facility were revised and expanded to provide for the following facilities: (1) a secured revolving facility in an aggregate principal amount of $15.0 million (the “2013 Revolving Facility”), the proceeds of which may be used for general corporate purposes, with sublimits of (i) $10.0 million which can be used for letters of credit for the account of the Company or its U.S. and Canadian subsidiaries, and (ii) up to $5.0 million which can be used for loans outstanding for up to 5 business days (“Swing Loans”); (2) a secured term facility for the Company, the proceeds of which are to be loaned by the Company to its subsidiaries to fund the KELK acquisition, in an aggregate principal amount of $10.0 million (the “U.S. Term Facility”); and (3) a secured term facility for VPG Canada in an aggregate principal amount of $15.0 million (the “Canadian Term Facility”). The aggregate principal amount of the 2013 Revolving Facility may be increased by a maximum of $10.0 million upon the request of the Company, subject to the terms of the 2013 Credit Agreement. The 2013 Credit Agreement terminates on January 29, 2018. The term loans are being repaid in quarterly installments.

Interest payable on amounts borrowed under the 2013 Revolving Facility (other than with respect to Swing Loans), the U.S. Term Facility and the Canadian Term Facility (collectively, the “Facilities”) is based upon, at the Company’s option, (1) the Agent’s prime rate, the Federal Funds rate, or a LIBOR floor (the “Base Rate”), or (2) LIBOR plus a specified margin. An interest margin of 0.25% is added to Base Rate loans. Depending upon the Company’s leverage ratio, an interest rate margin ranging from 2.00% to 3.00% per annum is added to the applicable Base Rate or LIBOR rate to determine the interest payable on the Facilities. The Company is required to pay a quarterly commitment fee of 0.30% per annum to 0.50% per annum on the unused portion of the 2013 Revolving Facility, which is determined based on the Company’s leverage ratio each quarter. Additional customary fees apply with respect to letters of credit. The total interest rate was 2.76% at December 31, 2014.

The obligations of the Company under the 2013 Credit Agreement are secured by pledges of stock in certain domestic and foreign subsidiaries, as well as guarantees by substantially all of the Company’s domestic subsidiaries. The obligations of the Company and the guarantors under the 2013 Credit Agreement are secured by substantially all the assets (excluding real estate) of the Company and such guarantors. The Canadian Term Facility is secured by substantially all the assets of VPG Canada and by a secured guarantee by the Company and its domestic subsidiaries. The 2013 Credit Agreement restricts the Company from paying cash dividends and requires the Company to comply with other customary covenants, representations and warranties, including the maintenance of specific financial ratios. The financial maintenance covenants include (a) a tangible net worth of not less than$118.0 million, plus 50% of cumulative net earnings for each fiscal quarter since inception, excluding quarterly net losses; (b) a leverage ratio of not more than 2.5 to 1.0; and (c) a fixed charges coverage ratio of not less than 1.5 to 1.0. The Company was in compliance with its financial maintenance covenants at December 31, 2014. If the Company is not in compliance with any of these covenant restrictions, the credit facility could be terminated by the lenders, and all amounts outstanding pursuant to the credit facility could become immediately payable.

Vishay Advanced Technologies Ltd. (“VAT”), an Israeli company and subsidiary of the Company, entered into a Credit Agreement (the “Credit Agreement”) with HSBC Bank Plc (the “Lender”) in November 2011 securing a multi-currency, secured revolving facility in an aggregate principal amount of $15.0 million (the “VAT Revolving Facility”). The VAT Revolving Facility was amended on June 27, 2013 to revise certain covenants and the quarterly commitment fee paid on the unused portion of the facility. All other terms of the facility remained unchanged. The VAT Revolving Facility terminated on November 30, 2014.

Interest payable on the VAT Revolving Facility was based upon LIBOR (“VAT Base Rate”). An interest rate margin of 2.15% per annum was added to the VAT Base Rate to determine the interest payable on the VAT Revolving Facility. VAT paid a one-time fee on the commitment and, as amended, was required to pay a quarterly fee of 0.40% per annum on the unused portion of the VAT Revolving Facility. The total interest rate was 2.40% at December 31, 2013.

By reason of the spin-off, VPG assumed the liability for an aggregate $10.0 million principal amount of exchangeable notes effective July 6, 2010. The maturity date of the notes is December 13, 2102. Effective August 28, 2013, a holder of the Company's exchangeable notes exercised its option to exchange approximately $5.9 million principal amount of the notes for 259,687 shares of VPG common stock. Following this transaction, VPG has outstanding exchangeable unsecured notes with a principal amount of approximately $4.1 million, which are exchangeable for an aggregate of 181,537 shares of VPG common stock. The total interest rate was 0.26% at December 31, 2014.

Our other long-term debt is not significant and consists of debt held by one of our Japanese subsidiaries of approximately $0.7 million at December 31, 2014 and $1.0 million at December 31, 2013. The debt is payable monthly over the next 7 years at a zero percent interest rate.

See Note 7 to our consolidated financial statements for more details.

Due to our strong product portfolio and market position, our business has historically generated significant cash flow. Our cash provided by operating activities for the year ended December 31, 2014 was $24.0 million as compared to $14.6 million for the year ended December 31, 2013, and $21.1 million for the year ended December 31, 2012. Cash provided by operating activities for the year ended December 31, 2014 was impacted by an increase in net earnings, offset by a net increase in working capital accounts. Cash provided by operating activities for the year ended December 31, 2013 was impacted by a decrease in net earnings. Cash provided by operating activities for the year ended December 31, 2012 was impacted by an increase in net earnings and slight reductions in working capital accounts.

Approximately 73% and 75% of our cash and cash equivalents balance at December 31, 2014 and December 31, 2013, respectively, was held by our non-U.S. subsidiaries. See the following table for the percentage of cash and cash equivalents, by region, at December 31, 2014 and December 31, 2013:

	December 31,			
	2014		2013	
Asia	18	%	30	%
United States	27	%	25	%
Israel	23	%	16	%
Europe	14	%	16	%
United Kingdom	10	%	7	%
Canada	8	%	6	%
Total	100	%	100	%

We earn a significant amount of our operating income outside the United States, the majority of which is deemed to be indefinitely reinvested in the foreign jurisdictions. As a result, as discussed above, a significant portion of our cash and short-term investments are held by foreign subsidiaries. We currently do not intend, nor do we foresee a need, to repatriate these funds. We expect existing domestic cash, short-term investments and cash flows from operations to continue to be sufficient to fund our domestic operating activities and cash commitments for investing and financing activities, such as debt repayment and capital expenditures, for at least the next 12 months and thereafter for the foreseeable future.

If we should require more capital in the United States than is generated by our domestic operations, for example, to fund significant discretionary activities such as business acquisitions and share repurchases, we could elect to repatriate future earnings from foreign jurisdictions or raise capital in the United States through debt or equity issuances. These alternatives could result in higher effective tax rates, increased interest expense, or dilution of our earnings. We consider the undistributed earnings of the majority of our foreign subsidiaries as of December 31, 2014, to be indefinitely reinvested and, accordingly, no provision has been made for U.S. income taxes. As of December 31, 2014, the amount of cash associated with indefinitely reinvested foreign earnings was approximately $58.0 million. We have not, nor do we anticipate the need to, repatriate funds to the United States to satisfy domestic liquidity needs arising in the ordinary course of business, including liquidity needs associated with our domestic debt service requirements.

For the year ended December 31, 2014, we generated free cash of $14.3 million. We refer to “free cash,” a measure which management uses to evaluate our ability to fund acquisitions, as the amount of cash generated from operations ($24.0 million) in excess of our capital expenditures ($9.8 million) and net of proceeds from the sale of assets ($0.1 million).

The following table summarizes the components of net cash (debt) at December 31, 2014 and at December 31, 2013 (in thousands):

	December 31,	
	2014	2013
Cash and cash equivalents	$79,642	$72,785
Third-party debt, including current and long-term		
Term loans	$18,000	$22,000
Third-party debt held by Japanese subsidiary	736	976
Exchangeable notes, due 2102	4,097	4,097
Total third-party debt	22,833	27,073
Net cash	$56,809	$45,712

Measurements such as “free cash” and “net cash (debt)” do not have uniform definitions and are not recognized in accordance with U.S. GAAP. Such measures should not be viewed as alternatives to GAAP measures of performance or liquidity. However, management believes that “free cash” is a meaningful measure of our ability to fund acquisitions, and that an analysis of “net cash

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(debt)" assists investors in understanding aspects of our cash and debt management. These measures, as calculated by us, may not be comparable to similarly titled measures used by other companies.

Our financial condition as of December 31, 2014 is strong, with a current ratio (current assets to current liabilities) of 3.9 to 1.0, as compared to a ratio of 4.0 to 1.0 at December 31, 2013.

Cash paid for property and equipment for the year ended December 31, 2014 and December 31, 2013 was $9.8 million and $6.7 million, respectively. Capital spending for 2014 was comprised of projects related to the normal maintenance of business, expansion related to the production of a new product line, cost reduction programs and some carryover projects from 2013. Capital expenditures for 2015 are expected to be approximately $12.0 million to $14.0 million.

Contractual Commitments

As of December 31, 2014, we had contractual obligations as follows (in thousands):

		Payments due by period			
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Long-term debt	$22,833	$5,120	$13,240	$240	$4,233
Interest payments on long-term debt	1,967	515	558	26	868
Operating leases	12,971	3,617	4,911	2,762	1,681
Non-competition agreements	195	195	—	—	—
Estimated costs to complete construction in progress	3,190	2,367	823	—	—
Unrecognized tax benefits, including interest and penalties	1,303	—	—	—	1,303
Expected pension and postretirement plan benefit payments from unfunded plans (a)	3,114	273	575	554	1,712
Expected pension and postretirement plan contributions to funded plans (b)	1,123	1,123	—	—	—
Total contractual cash obligations	$46,696	$13,210	$20,107	$3,582	$9,797

(a) Due to the nature of unfunded plans, benefit payments are considered to be funded when paid.

(b) Due to the uncertainty of future cash outflows, contributions to the pension and other postretirement benefit plans subsequent to 2015 have been excluded from the table above.

Our consolidated balance sheet at December 31, 2014 includes approximately $1.8 million of liabilities associated with uncertain tax positions relating to multiple taxing jurisdictions. There are certain guarantees and indemnifications extended among Vishay Intertechnology and us in accordance with the terms of the Master Separation and Distribution Agreement and the Tax Matters Agreement. The guarantees primarily relate to certain contingent tax liabilities included in the Tax Matters Agreement. See Note 6 to our consolidated financial statements for further discussion of the Tax Matters Agreement.

Of the $1.8 million of unrecognized tax benefits, $1.3 million are associated with our post spin-off operation, and thus are not covered under the terms of the Tax Matters Agreement. Due to the uncertain and complex application of tax regulations, combined with the difficulty in predicting when tax audits throughout the world may be concluded, we cannot make reliable estimates of the timing of the remaining cash outflows relating to these liabilities. Accordingly, the remaining uncertain tax positions are classified as payments due after five years, although actual timing of payments may be sooner.

Inflation

Normally, inflation does not have a significant impact on our operations as our products are not generally sold on long-term contracts. Consequently, we can adjust our selling prices, to the extent permitted by competition, to reflect cost increases caused by inflation.

Recent Accounting Pronouncements

See Note 1 to our consolidated financial statements for a discussion of recent accounting pronouncements.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain financial risks, including fluctuations in foreign currency exchange rates, interest rates, and commodity prices. We manage our exposure to these market risks through internally established policies and procedures and, when deemed appropriate, through the use of derivative financial instruments. Our policies do not allow speculation in derivative instruments for profit or execution of derivative instrument contracts for which there are no underlying exposures. We do not use financial instruments for trading purposes and we are not a party to any leveraged derivatives. We monitor our underlying market risk exposures on an ongoing basis and believe that we can modify or adapt our strategies as needed.

Interest Rate Risk

We are exposed to changes in interest rates as a result of our borrowing activities and our cash balances.

At December 31, 2014, we have $4.1 million outstanding on our exchangeable notes, which bear interest at LIBOR.

The Company entered into an amended and restated revolving credit facility on January 29, 2013. Interest payable on the facility is based upon the Agent’s prime rate, the Federal Funds rate or LIBOR plus a spread. At December 31, 2014, the Company had no borrowings outstanding under the revolving credit facility.

VAT, an Israeli subsidiary of the Company, entered into a revolving credit facility in November 2011 in Israel. Interest payable on the facility is based upon LIBOR plus a spread. The VAT Revolving Facility terminated on November 30, 2014.

At December 31, 2014, we have $79.6 million of cash and cash equivalents, which accrue interest at various variable rates.

Based on the debt and cash positions at December 31, 2014 and 2013, we would expect a 50 basis point increase or decrease in interest rates to increase or decrease our annualized net earnings by approximately $0.3 million, respectively.

See Note 7 to our consolidated financial statements for additional information about our long-term debt.

Foreign Exchange Risk

We are exposed to foreign currency exchange rate risks, particularly due to market values of transactions in currencies other than the functional currencies of certain subsidiaries. During 2011, as a part of our funding activities in Israel, we entered into collar options to sell U.S. dollars and purchase Israeli shekels to mitigate exposure to fluctuations in U.S. dollar and Israeli shekel exchange rates. The term of these contracts ended in July of 2012, and the Company has not entered into any new contracts as of December 31, 2014. We recorded a net gain on these contracts of $0.1 million for the year ended December 31, 2012. This gain is recorded on the consolidated statement of operations as part of other income (expense).

Our significant foreign currency exposures are to the British pound, Canadian dollar, Israeli shekel, Euro, Indian rupee, Japanese yen, Swedish krona, Taiwanese dollar, and Chinese renminbi.

Our operations in Europe, Canada, and certain locations in Asia primarily generate and expend cash in local currencies. Our operations in Israel and certain locations in Asia primarily generate cash in U.S. dollars, but these subsidiaries also have significant transactions in local currencies. Our exposure to foreign currency risk is mitigated to the extent that the costs incurred and the revenues earned in a particular currency offset one another. Our exposure to foreign currency risk is more pronounced in Israel and China because the percentage of expenses denominated in Israeli shekels and Chinese renminbi to total expenses is much greater than the percentage of sales denominated in Israeli shekels and Chinese renminbi to total sales. Therefore, if the Israeli shekel and Chinese renminbi strengthen against all or most of our other major currencies, our operating profit is reduced. We also have a higher percentage of British pound-denominated sales than expenses. Therefore, when the British pound strengthens against all or most of our other major currencies, our operating profit is increased. In connection with the KELK acquisition, and to fund a portion of the purchase price, VPG Canada entered into a secured term facility denominated in U.S. dollars. Therefore, if the Canadian dollar strengthens against the U.S. dollar, we are exposed to potentially significant foreign exchange risk related to the valuation of this long-term debt.

We have performed a sensitivity analysis as of December 31, 2014 and 2013, respectively, using a model that measures the change in the values arising from a hypothetical 10% adverse movement in foreign currency exchange rates relative to the U.S. dollar, with all other variables held constant. The foreign currency exchange rates we used were based on market rates in effect at December 31, 2014 and 2013, respectively. The sensitivity analysis indicated that a hypothetical 10% adverse movement in foreign currency exchange rates would impact our net earnings by approximately $0.9 million and $1.6 million for the years ended December 31, 2014 and December 31, 2013, respectively, although individual line items in our consolidated statement of operations could be materially affected. For example, a 10% weakening in all foreign currencies would increase the U.S. dollar equivalent of operating income generated in foreign currencies, which would be offset by foreign exchange losses of our foreign subsidiaries that have significant transactions in U.S. dollars or have the U.S. dollar as their functional currency.

A change in the mix of the currencies in which we transact our business could have a material effect on the estimated impact of the hypothetical 10% movement in the value of the U.S. dollar. Furthermore, the timing of cash receipts and disbursements could result in materially different actual results versus the hypothetical 10% movement in the value of the U.S. dollar, particularly if there are significant changes in exchange rates in a short period of time.

Commodity Price Risk

Although most materials incorporated in our products are available from a number of sources, certain materials are available only from a relatively limited number of suppliers.

Some of the most highly specialized materials for our sensors are sourced from a single vendor. We maintain a safety stock inventory of certain critical materials at our facilities.

Certain metals used in the manufacture of our products are traded on active markets, and can be subject to significant price volatility.

Our results of operations may be materially and adversely affected if we have difficulty obtaining these raw materials, the quality of available raw materials deteriorates, or there are significant price changes for these raw materials. For periods in which the prices of these raw materials are rising, we may be unable to pass on the increased cost to our customers which would result in decreased margins for the products in which they are used. For periods in which the prices are declining, we may be required to write down our inventory carrying cost of these raw materials, since we record our inventory at the lower of cost or market. Depending on the extent of the difference between market price and our carrying cost, this write-down could have a material adverse effect on our net earnings. We also may need to record losses for adverse purchase commitments for these materials in periods of declining prices.

We estimate that a 10% increase or decrease in the costs of raw materials subject to commodity price risk would decrease or increase our net earnings by $0.9 million and $1.0 million for the years ended December 31, 2014 and December 31, 2013, respectively, assuming that such changes in our costs have no impact on the selling prices of our products, and that we have no pending commitments to purchase metals at fixed prices.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements required by this Item are included herein, commencing on page F-1 of this report.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As described below, management has identified a material weakness in our internal control over financial reporting which is an integral component of our disclosure controls and procedures. As a result of the material weakness, our CEO and CFO concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this annual report to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act are: (1) recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms; and (2) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal control over financial reporting during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2014 based on the 2013 framework set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis. Management concluded that the Company did not maintain effective internal controls as of December 31, 2014 related to the accounting for goodwill. Specifically, the following material weakness was identified:

Our review controls over the calculation of the 2014 fourth quarter goodwill impairment charge, as further described in Note 4 to the consolidated financial statements included in Item 15, were not designed to detect a material error in the calculation of the implied value of goodwill due to a mathematical error in the underlying calculation. The resulting error has been corrected and reflected in the impairment charge recorded in the Company’s consolidated financial statements.

Ernst & Young LLP has issued an attestation report on the effectiveness of our internal control over financial reporting, as stated in their report which is set forth on the next page.

Management’s Plans for Remediation

The Company is in the process of developing a revised approach to calculating the implied value of goodwill to be used whenever such a calculation is required to be performed in accordance with US generally accepted accounting principles, and is also enhancing its review processes over such calculations, including involving additional individuals with the appropriate technical expertise to perform the review. We believe such actions will remediate the identified material weakness and strengthen our internal control over financial reporting overall. The Company expects to complete the required remedial actions during 2015.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of Vishay Precision Group, Inc.

We have audited Vishay Precision Group, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Vishay Precision Group, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. Management has identified a material weakness associated with the design of its review controls associated with the Company's goodwill impairment analysis. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Vishay Precision Group, Inc. as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2014. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the 2014 consolidated financial statements, and this report does not affect our report dated March 11, 2015, which expressed an unqualified opinion on those financial statements.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, Vishay Precision Group, Inc. has not maintained effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
March 11, 2015

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Certain information required under this Item with respect to our Executive Officers is contained under the heading "Executive Officers" in Item 1 hereof. Other information required under this Item will be contained under the heading "Nominees for Election as Directors" in the definitive proxy statement for the Company's 2015 Annual Meeting of Shareholders, which will be filed within 120 days of December 31, 2014, our most recent fiscal year end and is incorporated herein by reference.

The Company has adopted codes of conduct that constitute "codes of ethics" as that term is defined in paragraph (b) of Item 406 of Regulation S-K and that apply to the Company's principal executive officer, principal financial officer, principal accounting officer or controller and to any persons performing similar functions. Such codes of conduct are posted on the Company's internet website, the address of which is www.vpgsensors.com.

Item 11. EXECUTIVE COMPENSATION

Information required under this item will be contained in our definitive proxy statement for the Company's 2015 Annual Meeting of Shareholders, which will be filed within 120 days of December 31, 2014, our most recent fiscal year end, and is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required under this item will be contained in our definitive proxy statement for the Company's 2015 Annual Meeting of Shareholders, which will be filed within 120 days of December 31, 2014, our most recent fiscal year end, and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required under this item will be contained in our definitive proxy statement for the Company's 2015 Annual Meeting of Shareholders, which will be filed within 120 days of December 31, 2014, our most recent fiscal year end, and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required under this item will be contained in our definitive proxy statement for the Company's 2015 Annual Meeting of Shareholders, which will be filed within 120 days of December 31, 2014, our most recent fiscal year end, and is incorporated herein by reference.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents Filed as part of Form 10-K

1) Financial Statements

The Consolidated Financial Statements for the year ended December 31, 2014 are filed herewith. See index to the Consolidated Financial Statements on page F-1 of this report.

2) Financial Statement Schedules

All financial statement schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

3) Exhibits

Exhibit No.	Description
2.1	Asset Purchase Agreement, dated December 18, 2012, by and among Vishay Precision Group, Inc., Vishay Precision Group Canada ULC, George Kelk Corporation, Endevor Corporation and Peter Kelk (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on December 19, 2012 and incorporated herein by reference).
3.1	Amended and Restated Certificate of Incorporation of Vishay Precision Group, Inc., effective June 25, 2010 (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on July 1, 2010 and incorporated herein by reference).
3.2	Amendment no. 1 to Amended and Restated Certificate of Incorporation of Vishay Precision Group, Inc., effective June 2, 2011 (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on June 6, 2011 and incorporated herein by reference).
3.3	Second Amended and Restated Bylaws of Vishay Precision Group, Inc., adopted as of June 2, 2011 (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on June 6, 2011 and incorporated herein by reference).
10.1	Master Separation and Distribution Agreement, dated June 22, 2010, between Vishay Precision Group, Inc. and Vishay Intertechnology, Inc. (previously filed as an exhibit to the Registrant’s Form 10 Registration Statement of Vishay Precision Group, Inc., filed with the Securities and Exchange Commission on June 22, 2010 and incorporated herein by reference).
10.2	Employee Matters Agreement, dated June 22, 2010, by and among Vishay Intertechnology, Inc. and Vishay Precision Group, Inc. (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on June 23, 2010 and incorporated herein by reference).
10.3	Tax Matters Agreement, dated July 6, 2010, between Vishay Precision Group, Inc. and Vishay Intertechnology, Inc. (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.4	Trademark License Agreement, dated July 6, 2010, between Vishay Precision Group, Inc. and Vishay Intertechnology, Inc. (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.5	Supply Agreement, dated July 6, 2010, between Vishay Advanced Technology, Ltd. and Vishay Dale Electronics, Inc. (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.6*	Patent License Agreement, dated July 6, 2010, between Vishay Precision Group, Inc. and Vishay Dale Electronics, Inc. (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.7*	Supply Agreement, dated July 6, 2010, between Vishay Dale Electronics, Inc. and Vishay Advanced Technology, Ltd. (previously filed as an exhibit to the Registrant’s Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.8*	Lease Agreement, dated July 4, 2010, between Vishay Advanced Technology, Ltd. and V.I.E.C. Ltd. (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on July 7,

2010 and incorporated herein by reference).

Exhibit No.	Description
10.9*	Supply Agreement, dated July 6, 2010, between Vishay Measurements Group, Inc. and Vishay S.A. (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.10*	Manufacturing Agreement, dated July 6, 2010, between Vishay S.A. and Vishay Precision Foil GmbH (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.11	Intellectual Property License Agreement, dated July 6, 2010, between Vishay S.A. and Vishay Precision Foil GmbH (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.12*	Supply Agreement, dated July 6, 2010, between Vishay Precision Foil GmbH and Vishay S.A. (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.13	Intellectual Property License Agreement, dated July 6, 2010, between Vishay S.A. and Vishay Measurements Group, Inc. (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.14	Lease Agreement, between Alpha Electronics Corp. and Vishay Japan Co., Ltd. (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on July 7, 2010 and incorporated herein by reference).
10.15†	Amended and Restated 2010 Vishay Stock Incentive Program, adopted as of June 2, 2011 (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on June 6, 2011 and incorporated herein by reference).
10.16	Note Instrument, dated July 21, 2010, by Vishay Precision Group, Inc. (previously filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 and incorporated herein by reference).
10.17	Put and Call Agreement, dated July 21, 2010, by and among Vishay Precision Group, Inc., American Stock Transfer & Trust Co. and the noteholders whose signatures are set forth on the signature pages thereto (previously filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 and incorporated herein by reference).
10.18	Credit Agreement, dated October 14, 2010, by and among Vishay Precision Group, Inc., JPMorgan Chase Bank, National Association, as agent, and lenders party thereto (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on October 20, 2010 and incorporated herein by reference).
10.19	Security Agreement, dated October 14, 2010, by and among Vishay Precision Group, Inc., certain of its domestic subsidiaries, and JPMorgan Chase Bank, National Association, as agent (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on October 20, 2010 and incorporated herein by reference).
10.20†	Form of Stock Option Award Agreement (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 2, 2010 and incorporated herein by reference).
10.21†	Form of Restricted Stock Unit Award Agreement for Director Grants (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 2, 2010 and incorporated herein by reference).
10.22†	Form of Restricted Stock Unit Award Agreement for Employee Grants (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 2, 2010 and incorporated herein by reference).
10.23†	Employment Agreement, dated November 17, 2010, by and among Vishay Advanced Technology and Ziv Shoshani (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on November 23, 2010 and incorporated herein by reference).

10.24†	Employment Agreement, dated November 17, 2010, by and among Vishay Precision Group, Inc. and William M. Clancy (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on November 23, 2010 and incorporated herein by reference).
10.25†	Employment Agreement, dated November 17, 2010, by and among Vishay Precision Group, Inc. and Thomas P. Kieffer (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on November 23, 2010 and incorporated herein by reference).
10.26	Credit Agreement, dated November 30, 2011, by and among Vishay Advanced Technologies Ltd. and HSBC Bank Plc (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on December 6, 2011 and incorporated herein by reference).
10.27	Guarantee of Vishay Precision Group, Inc., dated November 30, 2011 (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on December 6, 2011 and incorporated herein by reference).

Exhibit No.	Description
10.28†	Amendment to Employment Agreement, dated December 8, 2011 by and among Vishay Advanced Technologies, Ltd. and Ziv Shoshani (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on December 13, 2011 and incorporated herein by reference).
10.29†	Amendment to Employment Agreement, dated December 8, 2011 by and among Vishay Advanced Technologies, Ltd. and William M. Clancy (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on December 13, 2011 and incorporated herein by reference).
10.30†	Amendment to Employment Agreement, dated December 8, 2011 by and among Vishay Advanced Technologies, Ltd. and Thomas P. Kieffer (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on December 13, 2011 and incorporated herein by reference).
10.31†	Form of Performance Restricted Stock Unit Award Agreement for Employee Grants (previously filed as an exhibit to the Registrant's Current Report on Form 10-K filed with the SEC on March 12, 2013 and incorporated herein by reference).
10.32	Amended and Restated Credit Agreement, dated January 29, 2013, by and among Vishay Precision Group, Inc., Vishay Precision Group Canada ULC, JPMorgan Chase Bank, National Association, as agent, and lenders party thereto (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on February 1, 2013 and incorporated herein by reference).
10.33	Amended and Restated Security Agreement, dated January 29, 2013, by and among Vishay Precision Group, Inc., certain of its domestic subsidiaries, and JPMorgan Chase Bank, National Association, as agent (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on February 1, 2013 and incorporated herein by reference).
10.34	Lease Agreement, between George Kelk Corporation and Anndale Properties Limited (and its successors), dated January 30, 1996 and as amended as of January 17, 2011 (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q filed with SEC on May 8, 2013 and incorporated herein by reference).
10.35	Vishay Precision Group, Inc. 2010 Stock Incentive Program, as Amended and Restated Effective May 21, 2013 (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on May 22, 2013 and incorporated herein by reference).
10.36	Amendment No. 1, dated June 27, 2013, to the Credit Agreement, dated November 30, 2011, by and between Vishay Advanced Technologies Ltd. and HSBC Bank, plc, Tel Aviv Branch (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 7, 2013 and incorporated herein by reference).
10.37†	Amendment to Employment Agreement, dated November 7, 2013 by and among Vishay Advanced Technologies, Ltd. and Ziv Shoshani (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on November 12, 2013 and incorporated herein by reference).
10.38†	Amendment to Employment Agreement, dated November 7, 2013 by and among Vishay Precision Group, Inc. and William Clancy (previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the SEC on November 12, 2013 and incorporated herein by reference).
10.39†	Lease agreement, dated January 26, 2014, by and among between Vishay Advanced Technologies, Inc. and Tefen Enterprises Ltd. (previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 7, 2014 and incorporated herein by reference).
21.1	List of Subsidiaries.
23.1	Consent of Ernst & Young LLP relating to the Registrant's financial statements.
31.1	Certification pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Ziv Shoshani, Chief Executive Officer.
31.2	Certification pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - William M. Clancy, Chief Financial

	Officer.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Ziv Shoshani, Chief Executive Officer.
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - William M. Clancy, Chief Financial Officer.
101	Interactive Data File (Annual Report on Form 10-K, for the year ended December 31, 2014, furnished in XBRL (eXtensible Business Reporting Language)).

* Confidential treatment has been accorded to certain portions of this Exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

† Denotes a management contract or compensatory plan, contract or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VISHAY PRECISION GROUP, INC.

By: /s/ Ziv Shoshani
Ziv Shoshani
President and Chief Executive Officer

Date: March 11, 2015

POWER OF ATTORNEY

Vishay Precision Group, Inc., a Delaware corporation, and each person whose signature appears below constitutes and appoints each of Ziv Shoshani and William M. Clancy, and either of them, such person's true and lawful attorney-in-fact, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments to this Annual Report on Form 10-K and other documents in connection therewith, and to file the same and all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorneys-in-fact, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Form 10-K has been signed by the following persons on behalf of the Registrant in the capacities and on the date indicated below.

Signature	Title	Date
/s/ Ziv Shoshani Ziv Shoshani	Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2015
/s/ William M. Clancy William M. Clancy	Executive Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	March 11, 2015
/s/ Marc Zandman Marc Zandman	Director	March 11, 2015
/s/ Samuel Broydo Samuel Broydo	Director	March 11, 2015
/s/ Saul V. Reibstein Saul V. Reibstein	Director	March 11, 2015
/s/ Timothy V. Talbert Timothy V. Talbert	Director	March 11, 2015

Vishay Precision Group, Inc.
Index to Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Vishay Precision Group, Inc.

We have audited the accompanying consolidated balance sheets of Vishay Precision Group, Inc. as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Vishay Precision Group, Inc. at December 31, 2014 and 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Vishay Precision Group, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 11, 2015 expressed an adverse opinion thereon.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
March 11, 2015

VISHAY PRECISION GROUP, INC.
Consolidated Balance Sheets
(In thousands, except share amounts)

	December 31, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	$79,642	$72,785
Accounts receivable, net of allowances for doubtful accounts of $171 and $172, respectively	37,514	40,500
Inventories:		
Raw materials	15,017	15,223
Work in process	20,498	19,962
Finished goods	18,798	19,788
Inventories, net	54,313	54,973
Deferred income taxes	5,003	4,784
Prepaid expenses and other current assets	10,566	10,500
Total current assets	187,038	183,542
Property and equipment, at cost:		
Land	1,893	1,993
Buildings and improvements	50,266	47,793
Machinery and equipment	79,109	75,644
Software	6,837	6,333
Construction in progress	3,786	1,252
Accumulated depreciation	(89,909)	(83,692)
Property and equipment, net	51,982	49,323
Goodwill	12,788	18,880
Intangible assets, net	17,489	22,458
Other assets	20,590	17,901
Total assets	$289,887	$292,104

Continues on the following page.

VISHAY PRECISION GROUP, INC.
Consolidated Balance Sheets (continued)
(In thousands, except share amounts)

	December 31, 2014	December 31, 2013
Liabilities and equity		
Current liabilities:		
Trade accounts payable	$10,371	$10,258
Payroll and related expenses	14,252	15,016
Other accrued expenses	16,590	15,814
Income taxes	2,197	615
Current portion of long-term debt	5,120	4,137
Total current liabilities	48,530	45,840
Long-term debt, less current portion	17,713	22,936
Deferred income taxes	1,756	1,259
Other liabilities	7,658	7,738
Accrued pension and other postretirement costs	13,072	10,780
Total liabilities	88,729	88,553
Commitments and contingencies		
Equity:		
Preferred stock, par value $1.00 per share: authorized - 1,000,000 shares; none issued	—	—
Common stock, par value $0.10 per share: authorized - 25,000,000 shares; 12,729,837 shares outstanding as of December 31, 2014 and 12,711,692 shares outstanding as of December 31, 2013	1,273	1,271
Class B convertible common stock, par value $0.10 per share: authorized - 3,000,000 shares; 1,025,176 shares outstanding as of December 31, 2014 and December 31, 2013	103	103
Treasury stock, at cost - 2,000 shares held at December 31, 2014	(32)	—
Capital in excess of par value	189,532	188,424
Retained earnings	36,500	32,647
Accumulated other comprehensive loss	(26,452)	(19,027)
Total Vishay Precision Group, Inc. stockholders' equity	200,924	203,418
Noncontrolling interests	234	133
Total equity	201,158	203,551
Total liabilities and equity	$289,887	$292,104

See accompanying notes.
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VISHAY PRECISION GROUP, INC.
Consolidated Statements of Operations
(In thousands, except per share amounts)

	Years ended December 31,		
	2014	2013	2012
Net revenues	$250,823	$240,275	$217,616
Costs of products sold	158,699	156,420	142,584
Gross profit	92,124	83,855	75,032
Selling, general, and administrative expenses	77,348	74,521	63,666
Acquisition costs	—	794	275
Impairment of goodwill and indefinite-lived intangibles	5,446	—	—
Restructuring costs	668	538	—
Operating income	8,662	8,002	11,091
Other income (expense):			
Interest expense	(868)	(1,022)	(266)
Other	(851)	(1,579)	(301)
Other income (expense) - net	(1,719)	(2,601)	(567)
Income before taxes	6,943	5,401	10,524
Income tax expense (benefit)	2,912	1,054	(1,240)
Net earnings	4,031	4,347	11,764
Less: net earnings attributable to noncontrolling interests	178	56	73
Net earnings attributable to VPG stockholders	$3,853	$4,291	$11,691
Basic earnings per share attributable to VPG stockholders	$0.28	$0.32	$0.87
Diluted earnings per share attributable to VPG stockholders	$0.28	$0.31	$0.84
Weighted average shares outstanding - basic	13,755	13,563	13,367
Weighted average shares outstanding - diluted	13,977	13,944	13,889

See accompanying notes.
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VISHAY PRECISION GROUP, INC.
Consolidated Statements of Comprehensive Income (Loss)
(In thousands)

	Years ended December 31,		
	2014	2013	2012
Net earnings	$4,031	$4,347	$11,764
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment	(4,887)	(5,718)	(1)
Pension and other postretirement actuarial items	(2,538)	1,674	(1,009)
Other comprehensive loss	(7,425)	(4,044)	(1,010)
Comprehensive (loss) income	(3,394)	303	10,754
Less: comprehensive income attributable to noncontrolling interests	178	56	73
Comprehensive (loss) income attributable to VPG stockholders	$(3,572)	$247	$10,681

See accompanying notes.
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VISHAY PRECISION GROUP, INC.
Consolidated Statements of Cash Flows
(In thousands)

	Years ended December 31, 2014	2013	2012
Operating activities			
Net earnings	$4,031	$4,347	$11,764
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Impairment of goodwill and indefinite-lived intangibles	5,446	—	—
Depreciation and amortization	11,677	11,990	11,661
Loss on disposal of property and equipment	63	41	158
Share-based compensation expense	1,008	743	1,170
Inventory write-offs for obsolescence	1,290	951	1,444
Deferred income taxes	(3,392)	(2,324)	(4,871)
Other	3,210	112	(45)
Net changes in operating assets and liabilities, net of acquisition:			
Accounts receivable	513	(6,773)	5,313
Inventories	(1,229)	4,738	(1,643)
Prepaid expenses and other current assets	(158)	349	(611)
Trade accounts payable	526	252	(2,235)
Other current liabilities	1,009	171	(1,011)
Net cash provided by operating activities	23,994	14,597	21,094
Investing activities			
Capital expenditures	(9,759)	(6,748)	(8,322)
Proceeds from sale of property and equipment	83	81	360
Purchase of business	—	(48,919)	—
Net cash used in investing activities	(9,676)	(55,586)	(7,962)
Financing activities			
Proceeds from long-term debt	—	25,000	—
Principal payments on long-term debt	(4,137)	(3,148)	(181)
Debt issuance costs	—	(384)	—
Purchase of treasury stock	(32)	—	—
Distributions to noncontrolling interests	(77)	(82)	(67)
Excess tax benefit from share-based compensation plan	5	—	—
Net cash (used in) provided by financing activities	(4,241)	21,386	(248)
Effect of exchange rate changes on cash and cash equivalents	(3,220)	(1,493)	169
Increase (decrease) in cash and cash equivalents	6,857	(21,096)	13,053
Cash and cash equivalents at beginning of year	72,785	93,881	80,828
Cash and cash equivalents at end of year	$79,642	$72,785	$93,881
Supplemental disclosure of non-cash financing transactions:			
Conversion of exchangeable notes to common stock	$—	$5,861	$—

See accompanying notes.

VISHAY PRECISION GROUP, INC.
Consolidated Statements of Equity
(In thousands, except share amounts)

	Common Stock	Class B Convertible Common Stock	Treasury Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total VPG Inc. Stockholders Equity	Noncontrolling Interests	Total Equity
Balance at January 1, 2012	$1,232	$ 103	$—	$180,758	$16,665	$ (13,973)	$ 184,785	$ 153	$184,938
Net earnings	—	—	—	—	11,691	—	11,691	73	11,764
Other comprehensive loss	—	—	—	—	—	(1,010)	(1,010)	—	(1,010)
Share-based compensation expense	—	—	—	786	—	—	786	—	786
Restricted stock issuances (25,104 shares)	3	—	—	394	—	—	397	—	397
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(67)	(67)
Balance at December 31, 2012	$1,235	$ 103	$—	$181,938	$28,356	$ (14,983)	$ 196,649	$ 159	$196,808
Net earnings	—	—	—	—	4,291	—	4,291	56	4,347
Other comprehensive loss	—	—	—	—	—	(4,044)	(4,044)	—	(4,044)
Share-based compensation expense	—	—	—	359	—	—	359	—	359
Restricted stock issuances (106,283 shares)	10	—	—	292	—	—	302	—	302
Common stock issuance from conversion of exchangeable notes (259,687 shares)	26	—	—	5,835	—	—	5,861	—	5,861
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(82)	(82)
Balance at December 31, 2013	$1,271	$ 103	$—	$188,424	$32,647	$ (19,027)	$ 203,418	$ 133	$203,551
Net earnings	—	—	—	—	3,853	—	3,853	178	4,031
Other comprehensive loss	—	—	—	—	—	(7,425)	(7,425)	—	(7,425)
Share-based compensation expense	—	—	—	864	—	—	864	—	864
Restricted stock issuances (20,145 shares)	2	—	—	239	—	—	241	—	241

Purchase of treasury stock (2,000 shares)	—	—	(32)	—	—	—	(32)	—	(32)
Tax effects of share-based compensation plan	—	—	—	5	—	—	5	—	5
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(77)	(77)
Balance at December 31, 2014	$ 1,273	$ 103	$ (32)	$ 189,532	$ 36,500	$ (26,452)	$ 200,924	$ 234	$ 201,158

See accompanying notes.
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Vishay Precision Group, Inc.
Notes to Consolidated Financial Statements
Note 1 – Background and Summary of Significant Accounting Policies
Background
Vishay Precision Group, Inc. (“VPG” or the “Company”) is an internationally recognized designer, manufacturer and marketer of sensors, and sensor-based measurement systems, as well as specialty resistors and strain gages based upon the Company's proprietary technology. The Company provides precision products and solutions, many of which are “designed-in” by its customers, specializing in the growing markets of stress, force, weight, pressure, and current measurements.
Principles of Consolidation
The consolidated financial statements include the accounts of the individual entities in which the Company maintained a controlling financial interest. For those subsidiaries in which the Company’s ownership is less than 100 percent, the outside stockholders’ interests are shown as noncontrolling interests in the accompanying consolidated balance sheets. All transactions, accounts, and profits between individual members comprising the Company have been eliminated in consolidation.
Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ significantly from those estimates.
Revenue Recognition
The Company recognizes revenue on product sales during the period when the sales process is complete. This generally occurs when products are shipped to the customer in accordance with terms of an agreement of sale, title and risk of loss have been transferred, collectability is reasonably assured, and pricing is fixed or determinable. For sales where title and risk of loss pass at the point of delivery, the Company recognizes revenue upon delivery to the customer, assuming all other criteria for revenue recognition are met.
The Company has post-shipment obligations, such as customer acceptance, training, or installation, with respect to some of its larger systems products. In such circumstances, revenue is deferred until the obligation has been completed, unless such obligation is deemed inconsequential or perfunctory.
Given the specialized nature of the Company’s products, it generally does not allow product returns.
Shipping and Handling Costs
Shipping and handling costs are included in costs of products sold.
Research and Development Expenses
Research and development costs are expensed as incurred. The amount charged to expense for research and development was $10.1 million, $9.3 million, and $6.4 million for the years ended December 31, 2014, 2013, and 2012, respectively. The Company spends additional amounts for the development of machinery and equipment for new processes, and for cost reduction measures.
Income Taxes
The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.
The Company records net deferred tax assets to the extent it believes these assets will more likely than not be realized. In making such a determination, the Company considers all available positive and negative evidence, including projected future taxable income, tax-planning strategies and results of recent operations. In the event the Company were to determine that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income tax.

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Note 1 – Background and Summary of Significant Accounting Policies (continued)

The Company records uncertain tax positions in accordance with Accounting Standards Codification ("ASC") Topic 740, Income Taxes, on the basis of a two-step process whereby the Company first determines whether it is more likely than not that the tax positions will be sustained based on the technical merits of the position and then measures those tax positions that meet the more-likely-than-not recognition threshold. The Company recognizes the largest amount of tax benefit that is greater than 50 percent likely to be realized upon ultimate settlement with the tax authority.

The Company recognizes interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying consolidated statements of operations. Accrued interest and penalties are included within the related tax liability line in the consolidated balance sheets.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and highly liquid investments with original maturities of three months or less when purchased. Highly liquid investments with maturities greater than three months are classified as short-term investments. There were no investments classified as short-term investments at December 31, 2014 or 2013.

Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The allowance is determined through an analysis of the aging of accounts receivable and assessments of risk that are based on historical trends and an evaluation of the impact of current and projected economic conditions. The Company evaluates the past-due status of its trade receivables based on contractual terms of sale. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. The allowance for doubtful accounts was $0.2 million at December 31, 2014 and 2013, respectively. Bad debt expense was $0.2 million for each of the years ended December 31, 2014, 2013, and 2012.

Inventories

Inventories are stated at the lower of cost, determined by the first-in, first-out method, or market based on net realizable value. Inventories are adjusted for estimated excess and obsolescence and written down to net realizable value based upon estimates of future demand, technology developments, and market conditions.

Property and Equipment

Property and equipment is carried at cost and is depreciated principally by the straight-line method based upon the estimated useful lives of the assets. Machinery and equipment are being depreciated over useful lives of seven to ten years. Buildings and building improvements are being depreciated over useful lives of twenty to forty years or the life of the leased property. Software is being depreciated over useful lives of three to five years. Construction in progress is not depreciated until the assets are placed in service. Depreciation expense was $9.0 million, $9.0 million, and $8.8 million for the years ended December 31, 2014, 2013, and 2012, respectively, which included software depreciation expense of $1.0 million, $0.9 million, and $0.7 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Business Combinations

The purchase price of an acquired company is allocated between identifiable tangible and intangible assets acquired, and liabilities assumed, from the acquired business based on their estimated fair values, with the residual of the purchase price recorded as goodwill. The results of operations of the acquired businesses are included in the Company's consolidated statement of operations from the dates of acquisition.

Goodwill and Other Intangible Assets

Goodwill and indefinite-lived trade names are tested for impairment at least annually, and whenever events or changes in circumstances occur indicating that a possible impairment may have been incurred. The Company has the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining if it is necessary to perform the two-step goodwill impairment test. However, if the Company concludes otherwise, then the Company is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing it against its carrying amount. These estimated fair values are based on financial projections, certain cash flow measures, and market information. If the carrying amount of a reporting unit exceeds its fair value, then the Company is required to perform the second step of the goodwill impairment. To measure the amount of the impairment, the Company determines the implied fair value of goodwill in the same manner as if the Company had acquired those reporting units. Specifically, the Company must allocate the fair value of the reporting unit to all of the assets of that unit, including any unrecognized intangible assets, in a hypothetical calculation that would yield the implied fair value of goodwill. The impairment

Note 1 – Background and Summary of Significant Accounting Policies (continued)

loss is measured as the difference between the book value of the goodwill and the implied fair value of the goodwill computed in step two.

The Company's required goodwill annual impairment test is completed as of the first day of the fourth fiscal quarter each year. As more fully described in Note 4, the impairment test for 2014 resulted in the Company recording an impairment charge in the fourth quarter of 2014. There was no impairment identified through the annual impairment test which was completed in 2013.

The indefinite-lived trade names are tested for impairment by comparing the carrying value to the fair value based on current revenue projections of the related operations, under the relief from royalty method. Any excess carrying value over the applicable fair value is recognized as impairment. Any impairment would be recognized in the reporting period in which it has been identified. There was no impairment identified through the annual impairment tests completed in 2014 or 2013. Included in the Company's patents and acquired technology is an in-process research and development project acquired as part of the acquisition of the George Kelk Corporation ("KELK"). Until this project is ready for sale, it is analyzed as an indefinite-lived intangible asset. The Company's required annual indefinite-lived intangible asset impairment test is completed as of the first day of the fourth fiscal quarter each year. As more fully described in Note 4, the impairment test for 2014 resulted in the Company recording an impairment charge in the fourth quarter of 2014. There was no impairment identified through the annual impairment test which was completed in 2013.

Definite-lived assets, such as customer relationships, patents and acquired technology, non-competition agreements, and certain trade names are amortized on a straight-line method over their estimated useful lives. Patents and acquired technology are being amortized over useful lives of seven to twenty years. Customer relationships are being amortized over useful lives of five to fifteen years. Trade names are being amortized over useful lives of seven to ten years. Non-competition agreements are being amortized over periods of five to ten years. The Company continually evaluates the reasonableness of the useful lives of these assets. Additionally, the Company reviews the carrying values of these assets for possible impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable based on undiscounted estimated cash flows expected to result from its use and eventual disposition.

Impairment of Long-Lived Assets

The carrying value of long-lived assets held-and-used, other than goodwill and other intangible assets, is evaluated when events or changes in circumstances indicate the carrying value may not be recoverable. The carrying value of a long-lived asset group is considered impaired when the total projected undiscounted cash flows from such asset group are separately identifiable and are less than the carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair market value of the long-lived asset group. Fair market value is determined primarily using present value techniques based on projected cash flows from the asset group. Losses on long-lived assets held-for-sale, other than goodwill and indefinite-lived intangible assets, are determined in a similar manner, except that fair market values are reduced for disposal costs.

Foreign Currency Translation

The Company has significant operations outside of the United States. The Company's operations in Europe, Canada, and certain locations in Asia primarily generate and expend cash in local currencies, and accordingly, these subsidiaries utilize the local currency as their functional currency. The Company’s operations in Israel and certain locations in Asia primarily generate cash in U.S. dollars, and accordingly, these subsidiaries utilize the U.S. dollar as their functional currency.

For those subsidiaries where the local currency is the functional currency, assets and liabilities in the consolidated balance sheets have been translated at the rate of exchange as of the balance sheet date. Revenues and expenses are translated at the average exchange rate for the year. Translation adjustments do not impact the consolidated statements of operations and are reported as a separate component of accumulated other comprehensive loss. Foreign currency transaction gains and losses are included in the results of operations.

For those foreign subsidiaries where the U.S. dollar is the functional currency, all foreign currency financial statement amounts are remeasured into U.S. dollars. Exchange gains and losses arising from remeasurement of foreign currency-denominated monetary assets and liabilities are included in the consolidated statements of operations.

Share-Based Compensation

Compensation costs related to share-based payments are recognized in the consolidated financial statements. The amount of compensation cost is measured based on the grant-date fair value of the equity instruments issued. Compensation cost is recognized over the period that an officer, employee, or non-employee director provides service in exchange for the award. For performance based awards, the Company recognizes compensation cost for awards that are expected to vest and for which performance criteria

Note 1 – Background and Summary of Significant Accounting Policies (continued)

are expected to be met. For options and restricted stock units subject to graded vesting, the Company recognizes expense over the service period for each separately vesting portion of the award as if the award was comprised of multiple awards.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current financial statement presentation.

Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, which provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most current revenue recognition guidance. The basis of the guidance 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 those goods and services. The ASU is effective for public entities for annual and interim periods beginning after December 15, 2016. Early adoption is not permitted under GAAP, and either full or modified retrospective application is required. The Company has not yet selected a transition method and the effects of this standard on the Company's financial position, results of operations and cash flows are not yet known.

Note 2 – Related Party Transactions

Until July 6, 2010, VPG was part of Vishay Intertechnology, and the assets and liabilities consisted of those that Vishay Intertechnology attributed to its precision measurement and foil resistor businesses. Following the spin-off on July 6, 2010, VPG is an independent, publicly-traded company, and Vishay Intertechnology does not retain any ownership interest in VPG.

Subsequent to the spin-off, VPG and Vishay Intertechnology continue to share certain manufacturing locations. VPG owns one location in Japan at which it leases space to Vishay Intertechnology. Vishay Intertechnology owns one location in the United States, at which it leases space to VPG. Through July 2014, Vishay Intertechnology also leased a location in Israel to VPG. Lease receipts and payments related to the shared facilities are immaterial.

Note 3 – Acquisition Activity

Year ended December 31, 2013

George Kelk Corporation

On January 31, 2013, the Company and its indirectly wholly owned subsidiary, Vishay Precision Group Canada ULC (“VPG Canada”), completed the acquisition of substantially all of the assets of the George Kelk Corporation, based in Toronto, Canada, for an aggregate purchase price of $49.0 million (CDN) ($49.0 million USD). KELK engineers, designs and manufactures highly accurate electronic measurement and control equipment used by metals rolling mills and mining applications throughout the world. This acquisition expands the Company’s geographic and end market strength in the metals measurement processing market and adds new products to the Company’s Weighing and Control Systems reporting segment. For financial reporting purposes, the results of operations for this business have been included in the Weighing and Control Systems reporting segment. For financial reporting purposes, the results of operations for this business have been included in the Weighing and Control Systems reporting segment beginning February 1, 2013. The amount of net revenues and net losses of VPG Canada included in the consolidated statement of operations were as follows (in thousands):

	Year ended December 31, 2013
Net revenues	$31,114
Net loss attributable to VPG stockholders (a)	$(1,323)

(a) The net loss attributable to VPG stockholders includes the effect of purchase accounting adjustments, acquisition costs, restructuring costs, and intercompany interest expense.

Note 3 – Acquisition Activity (continued)

The following table summarizes the fair values assigned to the assets and liabilities as of the January 31, 2013 acquisition date (in thousands):

Working capital (a)	$7,400
Property and equipment	2,100
Intangible assets:	
Patents and acquired technology	4,300
Non-competition agreements	200
Customer relationships	12,200
In-process research and development	1,000
Trade names	1,600
Total intangible assets	19,300
Fair value of acquired identifiable assets	28,800
Purchase price	$49,000
Goodwill	$20,200

(a) Working capital accounts include accounts receivable, inventory, prepaid expenses and other current assets, net deferred tax assets, trade accounts payable, accrued payroll, other accrued expenses, and non-current deferred tax liability.

The weighted average useful lives for patents and acquired technology, non-competition agreements and customer relationships are 17, 5, and 15 years, respectively. In-process research and development and trade names are treated as indefinite-lived intangible assets.

Seventy-five percent of the goodwill associated with this transaction is deductible for income tax purposes.

The Company recorded acquisition costs in its consolidated statements of operations as follows (in thousands):

	Years ended December 31,		
	2014	2013	2012
Accounting and legal fees	$—	$652	$184
Appraisal fees	—	84	20
Other	—	58	71
	$—	$794	$275

The following unaudited pro forma summary financial information presents the operating results of the combined company, assuming the acquisition had occurred as of January 1, 2012 (in thousands, except per share amounts):

	Year ended December 31, 2012
Pro forma net revenues	$247,200
Pro forma net earnings attributable to VPG stockholders	$10,534
Pro forma basic earnings per share attributable to VPG stockholders	$0.79
Pro forma diluted earnings per share attributable to VPG stockholders	$0.76

The pro forma information presented for the year ended December 31, 2012 includes adjustments for interest expense that would have been incurred to finance the acquisition of $0.8 million, the amortization of intangible assets of $0.9 million, acquisition costs of $0.8 million and the fair market value adjustments associated with inventory and advance customer payments of $4.9 million. The unaudited pro forma results are not necessarily indicative of the results that would have been attained had the acquisition

Note 3 – Acquisition Activity (continued)

occurred on January 1, 2012. Pro forma information for the year ended December 31, 2013 is not presented as it would not be materially different than the consolidated statement of operations presented.

Note 4 – Goodwill and Other Intangible Assets

Goodwill represents the excess of the cost of businesses acquired over the fair value of the net assets acquired at the date of acquisition. The Company performed the first step of the two-step impairment test as of the first day of the fiscal 2014 fourth quarter by calculating the fair value of its only reporting unit having goodwill and comparing it against its carrying amount. The Company estimated the fair value of its reporting unit by considering both an income approach and a market approach to valuation. The income approach to valuation used the Company's estimates of the future cash flows of the reporting unit discounted to their net present value using a discount rate determined using the capital asset pricing model and adjusted for the forecast risk inherent in the Company's projections of future cash flows. The income approach to valuation is dependent on inputs from management such as expected revenue growth, profitability, capital expenditures and working capital requirements. The market approach to valuation used the market capitalization of public companies similar to the reporting unit to calculate an implied EBITDA multiple, and the Company applied that calculated EBITDA multiple to the expected EBITDA of the reporting unit to estimate the fair value of the reporting unit, after consideration of appropriate control premiums. Both of these approaches to estimating the fair value of the Company's reporting unit with goodwill use inputs that are considered "Level 3" inputs to the fair value estimate (see Note 15 for a definition of Level 3 valuation inputs within the fair value hierarchy). The Company equally weighed the results of the income approach and the market approach to arrive at the estimated fair value of the reporting unit. After completing step one, the Company determined that the carrying amount of its reporting unit with goodwill exceeded its fair value. Therefore, the Company was required to perform the second step of the goodwill impairment test. After completing the second step of the goodwill impairment test, as described in Note 1, the Company determined that goodwill was impaired and recorded a $4.6 million impairment charge in the fourth quarter of 2014. There has been a slow-down in the steel industry due to excess capacity, particularly in China, which has impacted the reporting unit, where demand is currently lower.

To measure the amount of the impairment, the Company determined the implied fair value of goodwill in the same manner as if the Company had acquired that reporting unit. The Company allocated the fair value of the reporting unit to all of the assets of that unit, including any unrecognized intangible assets, in a hypothetical calculation that yielded the implied fair value of goodwill. The impairment loss is measured as the difference between the book value of the goodwill and the implied fair value of the goodwill computed in step two.

The determination of the fair value of the reporting unit and the allocation of that value to individual assets and liabilities within the reporting unit requires the Company to make significant estimates and assumptions. These estimates and assumptions include the selection of appropriate peer group companies, control premiums appropriate for acquisitions in the industries in which the Company competes, the discount rate, terminal growth rates, and forecasts of revenue, operating income, depreciation and amortization, and capital expenditures.

Due to the inherent uncertainty involved in making these estimates, actual financial results could differ from those estimates. Changes in assumptions concerning future financial results or other underlying assumptions could have a significant impact on either the fair value of the reporting unit or the amount of the goodwill impairment charges.

The change in the carrying amount of goodwill by segment is as follows (in thousands):

	Weighing and Control Systems Segment	Total
Balance at January 1, 2013	$—	$—
Goodwill acquired in the KELK acquisition	20,200	20,200
Foreign currency translation adjustment	(1,320)	(1,320)
Balance at December 31, 2013	$18,880	$18,880

Impairment charges	(4,612)	(4,612)
Foreign currency translation adjustment	(1,480)	(1,480)
Balance at December 31, 2014	12,788	12,788

Note 4 – Goodwill and Other Intangible Assets (continued)

Intangible assets were as follows (in thousands):

	December 31, 2014	2013
Intangible assets subject to amortization (Definite-lived):		
Patents and acquired technology	$7,599	$8,091
Customer relationships	16,734	17,897
Trade names	1,722	1,846
Non-competition agreements	11,687	12,921
	37,742	40,755
Accumulated amortization:		
Patents and acquired technology	(3,477)	(3,240)
Customer relationships	(6,664)	(5,750)
Trade names	(1,677)	(1,719)
Non-competition agreements	(9,906)	(10,019)
	(21,724)	(20,728)
Net intangible assets subject to amortization	$16,018	$20,027
Intangible assets not subject to amortization (Indefinite-lived):		
Trade names	1,376	1,496
In-process research and development	95	935
	$17,489	$22,458

Certain intangible assets are subject to foreign currency translation.

The Company has performed its annual impairment test on the indefinite-lived trade names as of the first day of the fiscal 2014 fourth quarter and has determined that there was no impairment.

The Company has performed its annual impairment test on the indefinite-lived in-process research and development ("IPRD") asset as of the first day of the fiscal 2014 fourth quarter. Given the current economic conditions in the steel industry, the revenue projections have come down significantly for this product, thereby impacting its fair value. The impairment test for 2014 resulted in the Company recording an impairment charge in the fourth quarter of 2014 of $0.8 million. The value of IPRD was determined using an income approach to valuation, whereby the Company estimated the future cash flows associated with the IPRD and discounted those cash flows back to their net present value using a discount rate of 15.5%, determined using the capital asset pricing model and adjusted for the forecast risk inherent in the Company’s projections of cash flows associated with this asset. The Company’s estimates of cash flows include revenues to be generated by the products supported by the IPRD and the expected profits on those product sales. This approach to determining the fair value of the IPRD uses inputs that are considered Level 3 inputs to the fair value estimate.

Amortization expense was $2.6 million, $3.0 million, and $2.8 million, for the years ended December 31, 2014, 2013, and 2012, respectively.

Estimated annual amortization expense for each of the next five years is as follows (in thousands):

2015	$2,104
2016	1,464
2017	1,468
2018	1,240
2019	1,052

Note 4 – Goodwill and Other Intangible Assets (continued)

As part of certain acquisitions, the Company entered into non-competition agreements with certain employees, former employees, and owners of acquired companies. Some payments under these agreements are made over the non-competition period. Pursuant to these agreements, at December 31, 2014 and 2013, the Company had liabilities of $0.2 million and $0.6 million, respectively, recorded in other liabilities in the consolidated balance sheets.

Note 5 – Restructuring Costs

Restructuring costs reflect the cost reduction programs implemented by the Company. Restructuring costs are expensed during the period in which the Company determines it will incur those costs and all requirements for accrual are met. Because these costs are recorded based upon estimates, actual expenditures for the restructuring activities may differ from the initially recorded costs. If the initial estimates are too low or too high, the Company could be required to either record additional expense in future periods or to reverse part of the previously recorded charges.

The Company recorded restructuring costs of $0.7 million during the year ended December 31, 2014. This included two cost reduction programs implemented by the Company.

Restructuring costs of $0.5 million were comprised of employee termination costs, including severance and a statutory retirement allowance at the Company's subsidiary in Canada, and were incurred in connection with a cost reduction program. As of December 31, 2014, $0.3 million of the restructuring costs have been paid. The remaining costs are recorded within other accrued expenses on the accompanying consolidated balance sheet, and are expected to be paid during the first quarter of 2015.

Restructuring costs of $0.2 million were comprised of employee termination costs, including severance at one of the Company's subsidiaries in the United States, and were incurred in connection with a cost reduction program. As of December 31, 2014, $0.1 million of the restructuring costs have been paid. The remaining costs are recorded within other accrued expenses on the accompanying consolidated balance sheet, and are expected to be paid during the first quarter of 2015.

The Company recorded restructuring costs of $0.5 million during the year ended December 31, 2013. This included two cost reduction programs implemented by the Company.

Restructuring costs of $0.4 million were comprised of employee termination costs, including severance and a statutory retirement allowance, covering 16 technical, production and administrative employees at one of the Company’s subsidiaries in Japan. The restructuring was undertaken primarily in response to the declining business conditions in Japan. The restructuring costs were fully paid during 2013.

Restructuring costs of $0.1 million were comprised of employee termination costs, including severance and a statutory retirement allowance at the Company's subsidiary in Canada, and were incurred in connection with a cost reduction in one of the manufacturing areas. The restructuring costs were fully paid in the first quarter of 2014.

Note 6 – Income Taxes

For financial reporting purposes, income before taxes includes the following components (in thousands):

	Years ended December 31,		
	2014	2013	2012
Domestic	$(2,688)	$(4,857)	$(2,105)
Foreign	9,631	10,258	12,629
	$6,943	$5,401	$10,524

The expense (benefit) for income taxes is comprised of (in thousands):

	Years ended December 31,		
	2014	2013	2012
Current:			
Federal	$2,007	$41	$(40)
State and local	45	156	220
Foreign	4,252	3,181	3,451
	6,304	3,378	3,631
Deferred:			
Federal	(3,169)	425	(394)
State and local	(33)	(41)	(78)

Foreign	(190)	(2,708)	(4,399)
	(3,392)	(2,324)	(4,871)
Total income tax expense (benefit)	$2,912	$1,054	$(1,240)

A reconciliation of income tax expense (benefit) at the U.S. federal statutory income tax rate to actual income tax provision is as follows (in thousands):

	Years ended December 31,		
	2014	2013	2012
Tax at statutory rate	$2,430	$1,890	$3,683
State income taxes, net of U.S. federal tax benefit	8	76	94
Effect of foreign operations	(1,022)	(1,673)	(1,979)
Residual U.S. tax on foreign earnings	2,426	(190)	(2)
Change in valuation allowance	(1,361)	2,113	(3,163)
Change in unrecognized tax benefits, net	273	150	45
Impairment of goodwill and indefinite-lived intangibles	303	—	—
Specialty tax credits	(362)	(341)	(73)
Statutory rate changes	(166)	(1,324)	220
Other	383	353	(65)
Total income tax expense (benefit)	$2,912	$1,054	$(1,240)

Note 6 – Income Taxes (continued)

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows (in thousands):

	December 31,	
	2014	2013
Deferred tax assets:		
Pension and other postretirement costs	$5,093	$4,240
Inventories	1,817	2,122
Net operating/capital loss carryforwards	7,362	7,555
Tax credit carryforwards	4,550	3,096
Deferred compensation	2,055	1,993
Other accruals and reserves	3,533	3,252
Total gross deferred tax assets	24,410	22,258
Less: valuation allowance	(5,768)	(5,249)
	18,642	17,009
Deferred tax liabilities:		
Tax over book depreciation	(1,628)	(645)
Intangible assets, including tax deductible goodwill	(193)	(1,574)
Total gross deferred tax liabilities	(1,821)	(2,219)
Net deferred tax assets	$16,821	$14,790

At December 31, 2014 and 2013, the Company had tax credit carryforwards of $4.6 million and $3.1 million, respectively. The primary component of the 2014 and 2013 carryforward relates to U.S. foreign tax credits. In 2014, VPG concluded a legal reorganization of certain of the Company's Asian subsidiaries. This reorganization caused the Company to record a tax expense, net of current year foreign tax credits, of $2.4 million. However, this reorganization enabled the Company to reverse $1.6 million worth of a valuation allowance recorded on previously valued U.S. foreign tax credits. The Company has completed the appropriate weighing of positive and negative evidence as required by ASC 740 and determined that the realization of the entire foreign tax credit carryforward is not more likely than not to be realized before its expiration, therefore the Company has recorded a $0.4 million and $2.0 million valuation allowance as of December 31, 2014 and 2013, respectively. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased, or if objective negative evidence continues, in the form of generating excess foreign tax credits while not utilizing existing credit carryforwards, could cause a revaluation of potential future utilization. A portion of the U.S. foreign tax credit carryforward will begin to expire in 2020.

At December 31, 2014, the Company had the following significant deferred tax assets for net operating/capital loss carryforwards for tax purposes (in thousands):

	December 31,	
Jurisdiction	2014	Begin to Expire
Israel	$2,704	No expiration
Israel - capital losses	1,797	No expiration
Netherlands	247	2021
United States - state	2,460	2023

A valuation allowance is required when it is more likely than not that all, or a portion of, a deferred tax asset will not be realized. The Company assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased, or if objective negative evidence, in the form of cumulative losses, is no longer present and additional weight may be given to subjective evidence, such as projections for growth. An example of significant objective negative evidence is a three year cumulative loss incurred as of the balance sheet date. Such objective evidence limits the ability to consider other subjective evidence, such as the projections for future growth.

Note 6 – Income Taxes (continued)

The Company has recorded a valuation allowance against certain jurisdictional net operating loss carryforwards and other tax attributes. As of December 31, 2014 and 2013, the valuation allowance was $5.8 million and $5.2 million, respectively. During the years ended December 31, 2014 and 2013, the Company increased its valuation allowance in the amount of $0.5 million and $2.4 million, respectively. The net increase in the Company's valuation allowance as of December 31, 2014 is mainly attributable to the decrease of $1.6 million of the valuation allowance on a portion of the U.S. foreign tax credit carryforward, offset by the recording of a $1.8 million valuation allowance on Israeli capital loss carryforwards. The significant increase in the Company's valuation allowance in 2013 was due to the recording of a $2.0 million valuation allowance on a portion of the U.S. foreign tax credit carryforward. The Company believes that there is not sufficient positive evidence existing as of December 31, 2014 and 2013, to conclude that it is more likely than not that this portion of the foreign tax credit carryforward will be realized before its expiration and thus has recorded a valuation allowance accordingly.

At December 31, 2014, the Company had the following significant valuation allowances for tax purposes (in thousands):

Jurisdiction	December 31, 2014
Israel	$1,799
Netherlands	247
United States	3,400

Undistributed earnings of the Company's foreign subsidiaries amounted to approximately $101.5 million at December 31, 2014, versus $103.5 million at December 31, 2013. The majority of undistributed earnings are considered to be indefinitely reinvested; accordingly, no provision has been made for U.S. federal and state income taxes. Upon repatriation of those earnings, in the form of dividends or otherwise, the Company would be subject to U.S. income taxes (subject to an adjustment for foreign tax credits), state income taxes, incremental foreign income taxes, and withholding taxes payable to the various foreign countries. Determination of the amount of unrecognized deferred U.S. income tax liability is not practicable because of the complexities associated with the hypothetical calculation; however, unrecognized foreign tax credit carryforwards would be available to reduce some portion of the U.S. liability. Withholding taxes of approximately $13.8 million would be payable upon remittance of all previously unremitted earnings at December 31, 2014.

Net income taxes paid were $3.1 million, $3.4 million and $5.0 million for the years ended December 31, 2014, 2013, and 2012, respectively.

The Company and its subsidiaries are subject to income taxes in the U.S., various states and numerous foreign jurisdictions with varying statutes as to which tax years are subject to examination by the tax authorities. The Company has taken positions on its tax returns that may be challenged by domestic and foreign tax authorities for which reserves have been established for tax-related uncertainties. These accruals for tax-related uncertainties are based on the Company's best estimate of potential tax exposures. When particular matters arise, a number of years may elapse before such matters are audited and finally resolved. Favorable resolution of such matters could be recognized as a reduction to the Company's effective tax rate in the year of resolution. Unfavorable resolution of any particular issue could increase the effective tax rate and may require the use of cash in the year of resolution.

As a former member of Vishay Intertechnology's worldwide group, the Company has joint and several liability with Vishay Intertechnology to multiple tax authorities until the statute of limitations has lapsed for these tax years. However, under the terms of the Tax Matters Agreement, Vishay Intertechnology has agreed to assume this liability and any similar liability for U.S. federal, state or local, and foreign income taxes that are determined on a separate company, consolidated, combined, unitary, or similar basis for each taxable period in which VPG was a part of Vishay Intertechnology's affiliated group.

Under the Tax Matters Agreement, Vishay Intertechnology is contractually obligated for any increase in contingent income tax liabilities recorded in connection with the Company's uncertain tax positions, which were previously taken by Vishay Intertechnology on its tax returns with respect to a VPG entity up to the date of the spin-off. As of December 31, 2014, the Company recorded in its consolidated balance sheet, a gross tax liability of $0.5 million (including accrued interest and penalties) related to these tax positions in other liabilities with a corresponding receivable from Vishay Intertechnology recorded in other assets.

Note 6 – Income Taxes (continued)

The following table summarizes changes in the Company's gross liabilities, excluding interest and penalties, associated with unrecognized tax benefits (in thousands):

	December 31,		
	2014	2013	2012
Balance at beginning of year	$1,192	$1,101	$1,431
Addition based on tax positions related to current year	136	53	198
Addition based on tax positions related to prior years	180	78	99
Currency translation adjustments	(100)	38	—
Reduction for lapses of statute of limitations	(56)	(78)	(627)
Balance before indemnification receivable	1,352	1,192	1,101
Receivable from Vishay Intertechnology for indemnification	(281)	(350)	(338)
Balance at end of year	$1,071	$842	$763

The Company recognizes accrued interest related to unrecognized tax benefits and penalties as a component of income tax expense. Related to the unrecognized tax benefits noted above, the Company accrued total penalties and interest of $0.5 million as of December 31, 2014, of which total accrued penalties and interest of $0.3 million are recorded within the indemnification receivable. As of December 31, 2013, and December 31, 2012, the Company accrued total penalties and interest of $0.5 million, of which $0.4 million was recorded within the indemnification receivable from Vishay Intertechnology, respectively.

Included in the balance of unrecognized tax benefits as of December 31, 2014, 2013, and 2012, is $1.4 million, $1.2 million and $1.1 million, respectively, of tax benefits that, if recognized, would impact the effective tax rate. The Company believes that it is reasonably possible that an increase in unrecognized tax benefits related to foreign exposures of between $0.1 million and $0.2 million may be necessary within the coming year. As of December 31, 2014, the Company anticipates that it is reasonably possible that approximately $0.1 million to $0.3 million of its current unrecognized tax benefits may be reversed within the next twelve months of the balance sheet date due to the expiration of statutes of limitation in certain jurisdictions. In addition, the Company believes it is reasonably possible that approximately $0.4 million to $0.6 million of current unrecognized tax benefits may be realized within the next twelve months of the balance sheet date as the result of a cash payment made to the taxing authorities. The unrecognized tax benefits that are anticipated to be reversed due to statute lapses are covered by the Tax Matters Agreement. Upon reversal, the Company will recognize a component of pretax expense associated with the reversal of a portion of the indemnification receivable, and an income tax benefit associated with the reversal of the unrecognized tax benefit.

The Company and its subsidiaries file U.S. federal income tax returns, as well as income tax returns in multiple U.S. state and local and foreign jurisdictions. The Company files income tax returns on a combined, unitary, or stand-alone basis in multiple state and local jurisdictions, which generally have statutes of limitations ranging from 3 to 4 years. Additionally, the Company's foreign subsidiaries file income tax returns in the countries in which they have operations. Generally, these countries have statutes of limitations ranging from 3 to 10 years.

Currently, the Company has an ongoing income tax audit in India for the 2010 through 2013 tax years. As a consequence of an on-going Vishay Intertechnology audit, the Company’s Israeli subsidiary may also be subject to audit for the 2008 through 2010 tax years.

Note 7 – Long-Term Debt

Long-term debt consists of the following (in thousands):

	December 31,	
	2014	2013
2013 Credit Agreement - revolving facility	$—	$—
2013 Credit Agreement - U.S. term facility	6,000	8,000
2013 Credit Agreement - Canadian term facility	12,000	14,000
Israeli Credit Agreement - revolving facility	—	—
Exchangeable unsecured notes, due 2102	4,097	4,097
Other debt	736	976
	22,833	27,073
Less: current portion	5,120	4,137
	$17,713	$22,936

2013 Credit Agreement

On January 29, 2013, the Company entered into an Amended and Restated Credit Agreement (the “2013 Credit Agreement”) among the Company, VPG Canada, the lenders, RBS Citizens, National Association as joint book-runner and JPMorgan Chase Bank, National Association as agent for such lenders (the “Agent”), pursuant to which the terms of the Company’s multi-currency, secured credit facility were revised and expanded to provide for the following facilities: (1) a secured revolving facility in an aggregate principal amount of $15.0 million (the “2013 Revolving Facility”), the proceeds of which may be used for general corporate purposes, with sublimits of (i) $10.0 million which can be used for letters of credit for the account of the Company or its U.S. and Canadian subsidiaries, and (ii) up to $5.0 million which can be used for loans outstanding for up to 5 business days (“Swing Loans”); (2) a secured term facility for the Company, the proceeds of which are to be loaned by the Company to its subsidiaries to fund the KELK acquisition, in an aggregate principal amount of $10.0 million (the “U.S. Term Facility”); and (3) a secured term facility for VPG Canada in an aggregate principal amount of $15.0 million (the “Canadian Term Facility”). The aggregate principal amount of the 2013 Revolving Facility may be increased by a maximum of $10.0 million upon the request of the Company, subject to the terms of the 2013 Credit Agreement. The 2013 Credit Agreement terminates on January 29, 2018. The term loans are being repaid in quarterly installments.

Interest payable on amounts borrowed under the 2013 Revolving Facility (other than with respect to Swing Loans), the U.S. Term Facility and the Canadian Term Facility (collectively, the “Facilities”) is based upon, at the Company’s option, (1) the Agent’s prime rate, the Federal Funds rate, or a LIBOR floor (the “Base Rate”), or (2) LIBOR plus a specified margin. An interest margin of 0.25% is added to Base Rate loans. Depending upon the Company’s leverage ratio, an interest rate margin ranging from 2.00% to 3.00% per annum is added to the applicable Base Rate or LIBOR rate to determine the interest payable on the Facilities. The Company is required to pay a quarterly commitment fee of 0.30% per annum to 0.50% per annum on the unused portion of the 2013 Revolving Facility, which is determined based on the Company’s leverage ratio each quarter. Additional customary fees apply with respect to letters of credit. The total interest rate was 2.76% at December 31, 2014.

The obligations of the Company under the 2013 Credit Agreement are secured by pledges of stock in certain domestic and foreign subsidiaries, as well as guarantees by substantially all of the Company’s domestic subsidiaries. The obligations of the Company and the guarantors under the 2013 Credit Agreement are secured by substantially all the assets (excluding real estate) of the Company and such guarantors. The Canadian Term Facility is secured by substantially all the assets of VPG Canada and by a secured guarantee by the Company and its domestic subsidiaries.

The 2013 Credit Agreement restricts the Company from paying cash dividends and requires the Company to comply with other customary covenants, representations and warranties, including the maintenance of specific financial ratios. The financial maintenance covenants include (a) a tangible net worth of not less than $118.0 million, plus 50% of cumulative net earnings for each fiscal quarter since inception, excluding quarterly net losses; (b) a leverage ratio of not more than 2.5 to 1.0; and (c) a fixed charges coverage ratio of not less than 1.5 to 1.0. The Company was in compliance with its financial maintenance covenants at December 31, 2014. If the Company is not in compliance with any of these covenant restrictions, the credit facility could be terminated by the lenders, and all amounts outstanding pursuant to the credit facility could become immediately payable.

Note 7 – Long-Term Debt (continued)

Israeli Credit Agreement

Vishay Advanced Technologies Ltd. (“VAT”), an Israeli company and subsidiary of the Company, entered into a Credit Agreement (the “Credit Agreement”) with HSBC Bank Plc (the “Lender”) in November 2011 securing a multi-currency, secured revolving facility in an aggregate principal amount of $15.0 million (the “VAT Revolving Facility”). The VAT Revolving Facility was amended on June 27, 2013 to revise certain covenants and the quarterly commitment fee paid on the unused portion of the facility. All other terms of the facility remained unchanged. The VAT Revolving Facility terminated on November 30, 2014.

Interest payable on the VAT Revolving Facility was based upon LIBOR (“VAT Base Rate”). An interest rate margin of 2.15% per annum was added to the VAT Base Rate to determine the interest payable on the VAT Revolving Facility. VAT paid a one-time fee on the commitment and, as amended, was required to pay a quarterly fee of 0.40% per annum on the unused portion of the VAT Revolving Facility. The total interest rate was 2.40% at December 31, 2013.

Other Lines of Credit

In addition to the 2013 Revolving Facility and the VAT Revolving Facility discussed above, certain subsidiaries of the Company had committed short-term lines of credit with various foreign banks aggregating approximately $3.9 million and $4.0 million at December 31, 2014 and 2013, respectively. There are no outstanding balances related to these arrangements.

Exchangeable Unsecured Notes, due 2102

By reason of the spin-off, Vishay Intertechnology was required to take action so that the existing exchangeable notes of Vishay Intertechnology were deemed exchanged as of the date of the spin-off, for a combination of new notes of Vishay Intertechnology and notes issued by VPG.

VPG assumed the liability for an aggregate $10.0 million principal amount of exchangeable notes effective July 6, 2010. The maturity date of the notes is December 13, 2102.

The notes are subject to a put and call agreement under which the holders may at any time put the notes to the Company in exchange for shares of the Company’s common stock, and the Company may call the notes in exchange for cash or for shares of its common stock at any time after January 1, 2018. The put/call rate of the VPG notes is $22.57 per share of common stock. Effective August 28, 2013, a holder of the Company's exchangeable notes exercised its option to exchange approximately $5.9 million principal amount of the notes for 259,687 shares of VPG common stock. Following this transaction, VPG has outstanding exchangeable unsecured notes with a principal amount of approximately $4.1 million, which are exchangeable for an aggregate of 181,537 shares of VPG common stock. (See also Note 13).

The notes bear interest at LIBOR. Interest is payable quarterly on March 31, June 30, September 30, and December 31 of each calendar year. The total interest rate was 0.26% at December 31, 2014.

Other Debt

Other debt consists of debt held by VPG’s Japanese subsidiary and is payable monthly over the next 7 years at a zero percent interest rate.

Aggregate annual maturities of long-term debt are as follows (in thousands):

2015	$5,120
2016	6,120
2017	7,120
2018	120
2019	120
Thereafter	4,233

Interest paid on third-party debt was $0.8 million, $0.7 million and $0.2 million during the years ended December 31, 2014, December 31, 2013, and December 31, 2012, respectively.

Note 8 – Stockholders’ Equity

The Company’s Class B convertible common stock carries ten votes per share. The common stock carries one vote per share. Class B shares are transferable only to certain permitted transferees while the common stock is freely transferable. Class B shares

Note 8 – Stockholders' Equity (continued)

are convertible on a one-for-one basis at any time into shares of common stock. Transfers of Class B shares other than to permitted transferees result in the automatic conversion of the Class B shares into common stock.

The Board of Directors may only declare dividends or other distributions with respect to the common stock or the Class B convertible common stock if it grants such dividends or distributions in the same amount per share with respect to the other class of stock. As discussed in Note 7, the Company is restricted from paying cash dividends. Stock dividends or distributions, on any class of stock, are payable only in shares of stock of that class. Shares of either common stock or Class B convertible common stock cannot be split, divided, or combined unless the other is also split, divided, or combined equally.

The Board of Directors is authorized, without further stockholder approval, to issue from time to time up to an aggregate of 1,000,000 shares of preferred stock in one or more series. The Board of Directors may fix or alter the designation, preferences, rights and any qualification, limitations, restrictions of the shares of any series, including the dividend rights, dividend rates, conversion rights, voting rights, redemption terms and prices, liquidation preferences and the number of shares constituting any series. No shares of the Company's preferred stock are currently outstanding.

On September 23, 2014, the Board of Directors approved a stock repurchase plan, authorizing the Company to repurchase, in the aggregate, up to 500,000 shares of its outstanding common stock. The stock repurchase plan will expire in September 2015. The stock repurchase plan does not obligate the Company to acquire any particular amount of common stock, and it may be terminated or suspended at any time at the Company's direction. At December 31, 2014, the Company has repurchased 2,000 shares of its common stock.

Issuance of Stock Purchase Warrants of Vishay Precision Group, Inc.

Effective July 6, 2010, the Company issued 630,252 warrants to acquire shares of VPG common stock to holders of Vishay Intertechnology warrants pursuant to a warrant agreement entered into by Vishay Intertechnology and its transfer agent dated December 13, 2002. In accordance with the terms of the 2002 warrant agreement, the exercise prices of these warrants were determined based on the relative trading prices of Vishay Intertechnology and VPG common stock on the ten trading days following the spin-off. Of these warrants, 500,000 had an exercise price of $26.56 per share and 130,252 had an exercise price of $40.23 per share. These warrants expired in December 2012.

Other Comprehensive Income (Loss)

The cumulative balance of each component of other comprehensive income (loss) and the income tax effects allocated to each component are as follows (in thousands):

	Beginning Balance	Before-Tax Amount	Tax Effect	Net-of-Tax Amount	Ending Balance
December 31, 2012					
Pension and other postretirement actuarial items	$(2,931)	$(1,474)	$355	$(1,119)	$(4,050)
Reclassification adjustment for recognition of actuarial items		161	(51)	110	110
Foreign currency translation adjustment	(11,042)	(1)	—	(1)	(11,043)
	$(13,973)	$(1,314)	$304	$(1,010)	$(14,983)
December 31, 2013					
Pension and other postretirement actuarial items	$(3,940)	$1,888	$(353)	$1,535	$(2,405)
Reclassification adjustment for recognition of actuarial items		191	(52)	139	139
Foreign currency translation adjustment	(11,043)	(5,718)	—	(5,718)	(16,761)
	$(14,983)	$(3,639)	$(405)	$(4,044)	$(19,027)
December 31, 2014					
Pension and other postretirement actuarial items	$(2,266)	$(3,357)	$782	$(2,575)	$(4,841)
Reclassification adjustment for recognition of actuarial items		60	(23)	37	37
Foreign currency translation adjustment	(16,761)	(4,887)	—	(4,887)	(21,648)
	$(19,027)	$(8,184)	$759	$(7,425)	$(26,452)

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Note 8 – Stockholders' Equity (continued)

Reclassifications of pension and other postretirement actuarial items out of accumulated other comprehensive income (loss) are included in the computation of net periodic benefit cost (see Note 9).

Note 9 – Pensions and Other Postretirement Benefits

Defined Benefit Plans

Employees of the Company participate in various defined benefit pension and other postretirement benefit plans.

U.S. Pension Plan

The Vishay Precision Group Nonqualified Retirement Plan, like all nonqualified plans, is considered to be unfunded. The Company maintains a nonqualified trust, referred to as a "rabbi" trust, to fund benefits under this plan. Rabbi trust assets are subject to creditor claims under certain conditions and are not the property of employees. Therefore, they are accounted for as other noncurrent assets within the consolidated balance sheets. The assets held in the rabbi trust are invested in money market funds and company-owned life insurance policies. The consolidated balance sheets include assets held in trust related to the nonqualified pension plan of $1.7 million at December 31, 2014 and $1.6 million at December 31, 2013, and the related liabilities of $2.1 million and $1.8 million at December 31, 2014 and 2013, respectively.

The Vishay Precision Group Nonqualified Retirement Plan is frozen. Accordingly, no new employees may participate in the plan, no further participant contributions are permitted, and no further benefits accrue. Benefits accumulated prior to the freezing of the U.S. pension plan will be paid to employees upon retirement, and the Company will likely need to make additional cash contributions to the rabbi trust to fund this accumulated benefit obligation.

Non-U.S. Pension Plans

The Company provides pension and similar benefits to employees of certain non-U.S. subsidiaries consistent with local practices. Pension benefits earned are generally based on years of service and compensation during active employment.

Note 9 – Pensions and Other Postretirement Benefits (continued)

Other Postretirement Benefit Plans

In the U.S., the Company maintains two unfunded non-pension other postretirement benefit plans ("OPEB") which are funded as costs are incurred. These plans provide medical and death benefits to retirees.

The following table sets forth a reconciliation of the benefit obligation, plan assets, and funded status related to pension and other postretirement benefit plans (in thousands):

	December 31, 2014		December 31, 2013	
	Pension Plans	OPEB Plans	Pension Plans	OPEB Plans
Change in benefit obligation:				
Benefit obligation at beginning of year	$22,351	$2,826	$23,308	$2,687
Service cost (adjusted for actual employee contributions)	417	62	453	77
Interest cost	938	131	860	114
Contributions by participants	53	—	53	—
Actuarial losses (gains)	3,409	534	(1,356)	162
Benefits paid	(978)	(222)	(780)	(214)
Currency translation	(1,535)	—	(187)	—
Benefit obligation at end of year	$24,655	$3,331	$22,351	$2,826
Change in plan assets:				
Fair value of plan assets at beginning of year	$15,354	$—	$13,091	$—
Actual return on plan assets	875	—	1,195	—
Company contributions	1,349	222	1,472	214
Contributions by participants	53	—	53	—
Benefits paid	(978)	(222)	(780)	(214)
Currency translation	(956)	—	323	—
Fair value of plan assets at end of year	$15,697	$—	$15,354	$—
Funded status at end of year	$(8,958)	$(3,331)	$(6,997)	$(2,826)

Amounts recognized in the consolidated balance sheet consist of the following pretax amounts (in thousands):

	December 31, 2014		December 31, 2013	
	Pension Plans	OPEB Plans	Pension Plans	OPEB Plans
Accrued pension and other postretirement costs	$(8,958)	$(3,331)	$(6,997)	$(2,826)
Accumulated other comprehensive loss	5,382	1,139	2,411	639
	$(3,576)	$(2,192)	$(4,586)	$(2,187)

Unrecognized actuarial gains and losses arise from several factors, including experience and assumption changes with respect to the obligations and from the difference between expected returns and actual returns on plan assets.

Actuarial items consist of the following (in thousands):

	December 31, 2014		December 31, 2013	
	Pension Plans	OPEB Plans	Pension Plans	OPEB Plans
Unrecognized net actuarial loss	$5,375	$1,139	$2,402	$639
Unrecognized prior service cost	2	—	3	—
Unamortized transition obligation	5	—	6	—
	$5,382	$1,139	$2,411	$639

Note 9 – Pensions and Other Postretirement Benefits (continued)

The following table sets forth additional information regarding the projected and accumulated benefit obligations for the pension plans (in thousands):

	December 31,	
	2014	2013
Accumulated benefit obligation, all plans	$23,760	$20,947
Plans for which the accumulated benefit obligation exceeds plan assets:		
Projected benefit obligation	$23,678	$21,447
Accumulated benefit obligation	23,160	20,390
Fair value of plan assets	14,890	14,623

Unrecognized gains and losses are amortized into future net periodic pension cost using the 10% corridor method over the expected remaining service life of the employee group. The following table sets forth the components of net periodic cost of pension and other postretirement benefit plans (in thousands):

	Years ended December 31,					
	2014		2013		2012	
	Pension Plans	OPEB Plans	Pension Plans	OPEB Plans	Pension Plans	OPEB Plans
Annual service cost	$470	$62	$506	$77	$528	$67
Less: employee contributions	53	—	53	—	52	—
Net service cost	417	62	453	77	476	67
Interest cost	938	131	860	114	865	101
Expected return on plan assets	(789)	—	(605)	—	(595)	—
Amortization of actuarial losses	26	33	166	23	95	37
Amortization of transition obligation	1	—	4	—	1	28
Net periodic benefit cost	$593	$226	$878	$214	$842	$233

See Note 8 for the pretax, tax effect, and after tax amounts included in other comprehensive income during the years ended December 31, 2014, 2013, and 2012. The estimated actuarial items that will be amortized from accumulated other comprehensive loss into net periodic pension cost during 2015 is $0.3 million.

The following weighted-average assumptions were used to determine benefit obligations at December 31 of the respective years:

	2014		2013	
	Pension Plans	OPEB Plans	Pension Plans	OPEB Plans
Discount rate	3.56%	3.69%	4.22%	4.57%
Rate of compensation increase	2.70%	N/A	3.56%	N/A

The following weighted-average assumptions were used to determine the net periodic pension costs for the years ended December 31, 2014 and 2013:

	2014		2013	
	Pension Plans	OPEB Plans	Pension Plans	OPEB Plans
Discount rate	4.22%	4.57%	3.85%	3.68%
Rate of compensation increase	3.56%	N/A	2.67%	N/A
Expected return on plan assets	5.05%	N/A	4.65%	N/A
Health care trend rate	N/A	5.10%	N/A	5.08%

The health care trend ultimate rate remains flat at 5.00% per the terms of the plan. The impact of a one-percentage-point change in assumed health care cost trend rates on the net periodic benefit cost and postretirement benefit obligation is not material.

Note 9 – Pensions and Other Postretirement Benefits (continued)

The plans' expected return on assets is based on management's expectation of long-term average rates of return to be achieved by the underlying investment portfolios. In establishing this assumption, management considers historical and expected returns for the asset classes in which the plans are invested, advice from pension consultants and investment advisors, and current economic and capital market conditions.

The investment mix between equity securities and fixed income securities is based upon achieving a desired return, balancing higher return, more volatile equity securities, and lower return, less volatile fixed income securities. The target allocation of plan assets approximates the actual allocation of plan assets at December 31, 2014 and 2013.

Plan assets are comprised of:

	December 31, 2014			December 31, 2013		
	Pension Plans		OPEB Plans	Pension Plans		OPEB Plans
Equity securities	45	%	—	48	%	—
Fixed income securities	41	%	—	33	%	—
Cash and cash equivalents	14	%	—	19	%	—
Total	100	%	—	100	%	—

The Company maintains defined benefit retirement plans in certain of its subsidiaries. The assets of the plans are measured at fair value.

Equity securities held by the defined benefit retirement plans consist of equity securities that are valued based on quoted market prices on the last business day of the year. The fair value measurement of the equity securities is considered a Level 1 measurement within the fair value hierarchy.

Fixed income securities held by the defined benefit retirement plans consist of government bonds and corporate notes that are valued based on quoted market prices on the last business day of the year. The fair value measurement of the fixed income securities is considered a Level 1 measurement within the fair value hierarchy.

Cash held by the defined benefit retirement plans consists of deposits on account in various financial institutions. The carrying amount of the cash approximates its fair value.

A summary of the Company's pension plan assets for each fair value hierarchy level are as follows for the periods presented (see Note 15 for further description of the levels within the fair value hierarchy (in thousands)):

As of December 31, 2014		Fair value measurements at reporting date using:		
	Total Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Defined benefit pension plan assets				
Equity securities	$6,998	$6,998	$—	$—
Fixed income securities	6,482	6,482	—	—
Cash and cash equivalents	2,217	2,217	—	—

As of December 31, 2013		Fair value measurements at reporting date using:		
	Total Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Defined benefit pension plan assets				
Equity securities	$7,312	$7,312	$—	$—
Fixed income securities	5,010	5,010	—	—
Cash and cash equivalents	3,033	3,033	—	—

Note 9 – Pensions and Other Postretirement Benefits (continued)

Estimated future benefit payments are as follows (in thousands):

	Pension Plans	OPEB Plans
2015	$719	$182
2016	782	185
2017	665	207
2018	709	176
2019	681	192
2020 - 2024	4,461	1,137

The Company anticipates making contributions to its funded and unfunded pension and postretirement benefit plans of approximately $1.4 million during 2015.

Other Retirement Obligations

The Company participates in various other defined contribution and government-mandated retirement plans based on local law or custom. The Company periodically makes required contributions for certain of these plans. At December 31, 2014 and 2013, the consolidated balance sheets include $0.8 million and $1.0 million, respectively, within accrued pension and other postretirement costs related to these plans.

Most of the Company's U.S. employees are eligible to participate in 401(k) savings plans which provide company matching under various formulas. The Company's matching expense for the plans was $0.6 million, $0.7 million, and $0.9 million for the years ended December 31, 2014, 2013, and 2012, respectively. No material amounts are included in the consolidated balance sheets related to unfunded 401(k) contributions.

Certain key employees participate in a nonqualified deferred compensation plan, which allows these employees to defer a portion of their compensation until retirement, or elect shorter deferral periods. The accompanying consolidated balance sheets include a liability within other noncurrent liabilities related to these deferrals. The Company maintains a nonqualified trust, referred to as a "rabbi" trust, to fund payments under this plan. Rabbi trust assets are subject to creditor claims under certain conditions and are not the property of employees. Therefore, they are accounted for as other noncurrent assets within the consolidated balance sheets. The assets held in the rabbi trust are invested in money market funds and company-owned life insurance policies. The consolidated balance sheets include assets held in trust related to the nonqualified deferred compensation plan of $3.0 million at December 31, 2014 and $3.1 million at December 31, 2013, and the related liabilities of $3.7 million and $3.5 million at December 31, 2014 and 2013, respectively.

Note 10 – Share-Based Compensation

The Amended and Restated Vishay Precision Group, Inc. Stock Incentive Plan (as amended and restated, the "Plan") permits the issuance of up to 1,000,000 shares of common stock. At December 31, 2014, the Company had reserved 579,134 shares of common stock for future grant of equity awards (restricted stock, unrestricted stock, restricted stock units ("RSUs"), or stock options). If any outstanding awards are forfeited by the holder or cancelled by the Company, the underlying shares would be available for future grants under the Plan.

Stock Options

In connection with the spin-off, VPG agreed to issue certain replacement awards to VPG employees holding equity-based awards of Vishay Intertechnology based on VPG's common stock. The vesting schedule, expiration date, and other terms of these awards are generally the same as those of the Vishay Intertechnology equity-based awards they replaced.

Note 10 – Share-Based Compensation (continued)

The following table summarizes the Company's stock option activity (number of options in thousands):

	Years ended December 31,					
	2014		2013		2012	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding:						
Beginning of year	27	$18.06	32	$18.03	32	$18.03
Granted	—	—	—	—	—	—
Exercised	(4)	11.92	—	—	—	—
Expired	(5)	20.58	(5)	17.87	—	—
End of year	18	$18.92	27	$18.06	32	$18.03
Vested and expected to vest	18		27		32	
Exercisable:						
End of year	18		27		28	

The following table summarizes information concerning stock options outstanding and exercisable at December 31, 2014 (number of options in thousands):

Ranges of Exercise Prices	Options Outstanding			Options Exercisable	
	Number of Options	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
$18.92	18	2.16	$18.92	18	$18.92

The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model. There were no options granted in 2014, 2013 or 2012.

The pretax aggregate intrinsic value (the difference between the closing stock price of VPG's common stock on the last trading day of 2014 of $17.16 per share and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2014 is not material, as no options were in-the-money. The intrinsic value of options exercised in 2014 was not material. No options were exercised during the years ended December 31, 2013 or 2012.

Restricted Stock Units

Pursuant to the Plan, the Company issued RSUs to board members, executive officers, and certain employees of the Company during 2014. The amount of compensation cost related to share-based payment transactions is measured based on the grant-date fair value of the equity instruments issued. VPG determines compensation cost for RSUs based on the grant-date fair value of the underlying common stock. Compensation cost is recognized over the period that the participant provides service in exchange for the award. The Company recognizes compensation cost for RSUs that are expected to vest and for which performance criteria are expected to be met.

On January 29, 2014, VPG's three executive officers were granted annual equity awards in the form of RSUs, of which 75% are performance-based. The awards have an aggregate target grant-date fair value of $1.2 million and were comprised of 79,453 RSUs, as determined using the average of the closing stock prices of the Company's common stock for the last 5 trading days immediately preceding January 1, 2014. Twenty-five percent of these awards will vest on January 1, 2017, subject to the executives' continued employment. The performance-based portion of the RSUs will also vest on January 1, 2017, subject to the satisfaction of certain performance objectives relating to three-year cumulative "free cash" and net earnings goals, and their continued employment.

Note 10 – Share-Based Compensation (continued)

On May 5, 2014, certain VPG employees were granted annual equity awards in the form of RSUs, of which 75% are performance-based. The awards have an aggregate target grant-date fair value of $0.3 million and were comprised of 21,387 RSUs. Twenty-five percent of these awards will vest on January 1, 2017 subject to the employees' continued employment. The performance-based portion of the RSUs will also vest on January 1, 2017, subject to the satisfaction of certain performance objectives relating to three-year cumulative earnings goals and cash flow goals, and their continued employment.

On May 22, 2014, the Board of Directors approved the issuance of an aggregate of 11,235 RSUs to the three independent board members and to the non-executive Chairman of the Board, with a grant-date fair value of $0.2 million. These RSUs will vest on May 22, 2015.

RSU activity is presented below (number of RSUs in thousands):

	Years ended December 31,					
	2014		2013		2012	
	Number of RSUs	Weighted Average Grant-date Fair Value	Number of RSUs	Weighted Average Grant-date Fair Value	Number of RSUs	Weighted Average Grant-date Fair Value
Outstanding:						
Beginning of year	146	$14.72	193	$15.98	129	$16.03
Granted	112	15.30	67	13.07	92	15.88
Vested	(22)	15.84	(114)	15.88	(28)	15.85
End of year	236	$14.89	146	$14.72	193	$15.98

The fair value of the RSUs vested during 2014 approximates the grant-date fair value.

RSUs with performance-based vesting criteria are expected to vest as follows (number of RSUs in thousands):

Vesting Date	Expected to Vest	Not Expected to Vest	Total
January 1, 2015	19	19	38
January 1, 2016	—	48	48
January 1, 2017	73	3	76

Share-Based Compensation Expense

The following table summarizes pre-tax share-based compensation expense recognized (in thousands):

	Years ended December 31,		
	2014	2013	2012
Stock options	$—	$3	$10
Restricted stock units	1,008	740	1,160
Total	$1,008	$743	$1,170

Share-based compensation expense is recognized ratably over the vesting period of the awards and for RSUs with performance criteria, is recognized for RSU's that are expected to vest and for which performance criteria are expected to be met. The increase in share-based compensation expense from the prior year is mainly due to the evaluation of performance criteria on the awards granted in 2012 and 2013. It was determined in the fourth quarter of 2014 that certain performance criteria associated with the awards granted in 2012, which previously were not anticipated to be met, were met in the fourth quarter of 2014. Therefore, additional compensation expense was recorded. This was partially offset by a decrease in share-based compensation expense associated with the awards granted in 2013. It was determined in the fourth quarter of 2014 that certain performance criteria associated with the awards granted in 2013 were unlikely to be fully achieved, and therefore, share-based compensation expense was reduced in 2014 to reflect the anticipated performance level.

The deferred tax benefit on share-based compensation expense was $0.2 million, $0.3 million, and $0.4 million for the years ended December 31, 2014, 2013, and 2012, respectively.

Note 10 – Share-Based Compensation (continued)

As of December 31, 2014, the Company had $1.1 million of unrecognized share-based compensation expense related to share-based awards that will be recognized over a weighted-average period of approximately two years.

Note 11 – Commitments, Contingencies, and Concentrations

Leases

The Company uses various leased facilities and equipment in its operations. In the normal course of business, operating leases are generally renewed or replaced by other leases. Certain operating leases include escalation clauses. Total rental expense under operating leases was $4.1 million, $3.8 million, and $3.2 million for the years ended December 31, 2014, 2013, and 2012, respectively.

Future minimum lease payments for operating leases (excluding related party leases as described in Note 2) with initial or remaining noncancellable lease terms in excess of one year are as follows (in thousands):

2015	$3,617
2016	2,768
2017	2,143
2018	1,675
2019	1,087
Thereafter	1,681

Litigation

The Company is subject to various legal proceedings that constitute ordinary, routine litigation incidental to its business. The Company is of the opinion that the disposition of these proceedings, after taking into account recorded accruals and the availability and limits of its insurance coverage, will not have a material adverse effect on its business or its financial condition, results of operations, and cash flows.

Executive Employment Agreements

The Company has employment agreements with its executive officers which outline base salary, incentive compensation, and equity-based compensation. The initial employment agreement with the Company’s President and Chief Executive Officer also provided for a special sign-on bonus of $0.4 million, which became payable on July 6, 2010, and was ratably amortized to selling, general, and administrative expense over the initial term of his employment agreement. The special sign-on bonus was fully amortized as of December 31, 2013. The employment agreements with the Company’s executive officers also provide for incremental compensation in the event of termination without cause or for good reason.

Sources of Supplies

Although most materials incorporated in the Company’s products are available from a number of sources, certain materials are available only from a relatively limited number of suppliers.

Some of the most highly specialized materials for the Company’s sensors are sourced from a single vendor. The Company maintains a safety stock inventory of certain critical materials at its facilities.

Certain metals used in the manufacture of the Company’s products are traded on active markets, and can be subject to significant price volatility.

Market Concentrations

No single customer comprises greater than 10% of net revenues.

Note 11 – Commitments, Contingencies, and Concentrations (continued)

The vast majority of the Company's products are used in the broad industrial market, with selected uses in military/aerospace, medical, agriculture and construction. Within the broad industrial segment, the Company's products serve wide applications in the waste management, bulk hauling, logging, scale manufacturing, engineering systems, pharmaceutical, oil, chemical, steel, paper, and food industries.

Credit Risk Concentrations

Financial instruments with potential credit risk consist principally of cash and cash equivalents, accounts receivable, and notes receivable. The Company maintains cash and cash equivalents with various major financial institutions. Concentrations of credit risk with respect to receivables are generally limited due to the Company's large number of customers and their dispersion across many countries and industries. At December 31, 2014 and 2013, the Company had no significant concentrations of credit risk.

Geographic Concentrations

At December 31, 2014 and 2013, a significant percentage of the Company's cash and cash equivalents are held outside the United States. See the following table for the percentage of cash and cash equivalents by region at December 31, 2014 and December 31, 2013:

	December 31,			
	2014		2013	
Asia	18	%	30	%
United States	27	%	25	%
Israel	23	%	16	%
Europe	14	%	16	%
United Kingdom	10	%	7	%
Canada	8	%	6	%
Total	100	%	100	%

Note 12 – Segment and Geographic Data

VPG reports in three product segments: the Foil Technology Products segment, the Force Sensors segment, and the Weighing and Control Systems segment. The Foil Technology Products reporting segment is comprised of the foil resistor and strain gage operating segments. The Force Sensors reporting segment is comprised of transducers, load cells and modules. The Weighing and Control Systems reporting segment is comprised of instruments, complete systems for process control, and on-board weighing applications.

VPG evaluates reporting segment performance based on multiple performance measures including gross margins, revenues and operating income, exclusive of certain items. Management believes that evaluating segment performance, excluding items such as restructuring and severance costs, and other items is meaningful because it provides insight with respect to the intrinsic operating results of VPG. The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 1). Reporting segment assets are the owned or allocated assets used by each segment. Products are transferred between segments on a basis intended to reflect, as nearly as practicable, the market value of the products.

Note 12 – Segment and Geographic Data (continued)

The following table sets forth reporting segment information (in thousands):

	Foil Technology Products	Force Sensors	Weighing and Control Systems	Corporate/ Other	Total
2014					
Net third-party revenues	$ 108,001	$ 68,301	$ 74,521	$—	$ 250,823
Intersegment revenues	3,190	1,773	1,039	(6,002)	—
Gross profit	42,449	15,135	34,540	—	92,124
Segment operating income (loss)	23,668	5,629	11,578	(32,213)	8,662
Impairment of goodwill and indefinite-lived intangibles	—	—	5,446	—	5,446
Restructuring costs	153	—	515	—	668
Depreciation and amortization expense	5,192	3,489	2,120	876	11,677
Capital expenditures	7,018	1,607	775	359	9,759
Total assets	87,846	69,092	96,741	36,208	289,887
2013					
Net third-party revenues	$ 97,045	$ 64,846	$ 78,384	$—	$ 240,275
Intersegment revenues	1,989	2,140	1,175	(5,304)	—
Gross profit	37,156	14,023	32,676	—	83,855
Segment operating income (loss)	19,792	4,905	10,438	(27,133)	8,002
Acquisition costs	—	—	794	—	794
Restructuring costs	388	—	150	—	538
Depreciation and amortization expense	5,371	3,577	1,980	1,062	11,990
Capital expenditures	3,353	2,485	704	206	6,748
Total assets	84,325	68,498	108,285	30,996	292,104
2012					
Net third-party revenues	$ 105,207	$ 65,787	$ 46,622	$—	$ 217,616
Intersegment revenues	1,442	2,732	2,530	(6,704)	—
Gross profit	42,848	13,483	18,701	—	75,032
Segment operating income (loss)	25,467	4,504	5,983	(24,863)	11,091
Acquisition costs	—	—	275	—	275
Depreciation and amortization expense	5,850	3,707	849	1,255	11,661
Capital expenditures	4,333	3,307	422	260	8,322
Total assets	118,893	61,040	54,789	28,451	263,173

The "Corporate/Other" column for segment operating income (loss) includes unallocated selling, general, and administrative expenses and certain items which management excludes from segment results when evaluating segment performance, as follows (in thousands):

	Years ended December 31,		
	2014	2013	2012
Unallocated selling, general, and administrative expenses	$ (26,099)	$ (25,801)	$ (24,588)
Acquisition costs	—	(794)	(275)
Impairment of goodwill and indefinite-lived intangibles	(5,446)	—	—
Restructuring costs	(668)	(538)	—
	$ (32,213)	$ (27,133)	$ (24,863)

Note 12 – Segment and Geographic Data (continued)

The following geographic data include net revenues based on revenues generated by subsidiaries located within that geographic area, and property and equipment based on physical location (in thousands):

	Years ended December 31,		
Net Revenues	2014	2013	2012
United States	$93,247	$86,897	$92,807
United Kingdom	36,358	32,915	29,582
Other Europe	57,014	53,691	54,212
Israel	3,661	2,226	3,708
Asia	37,916	32,410	36,177
Canada	22,627	32,136	1,130
	$250,823	$240,275	$217,616

	December 31,	
Property and Equipment - Net	2014	2013
United States	$5,750	$6,209
United Kingdom	5,628	6,075
Other Europe	1,569	2,018
Israel	18,663	16,394
Asia	18,435	16,439
Canada and Other	1,937	2,188
	$51,982	$49,323

Note 13 – Earnings Per Share

Basic earnings per share are computed using the weighted average number of common shares outstanding during the periods presented. Diluted earnings per share is computed using the weighted average number of common shares outstanding, adjusted to include the potentially dilutive effect of stock options and restricted stock units (see Note 10), warrants (see Note 8), and other potentially dilutive securities.

Note 13 – Earnings Per Share (continued)

The following table sets forth the computation of basic and diluted earnings per share attributable to VPG stockholders (in thousands, except earnings per share):

	Years ended December 31,		
	2014	2013	2012
Numerator:			
Numerator for basic earnings per share:			
Net earnings attributable to VPG stockholders	$3,853	$4,291	$11,691
Adjustment to the numerator for net earnings:			
Interest savings assuming conversion of dilutive exchangeable notes, net of tax	6	15	30
Numerator for diluted earnings per share:			
Net earnings attributable to VPG stockholders	$3,859	$4,306	$11,721
Denominator:			
Denominator for basic earnings per share:			
Weighted average shares	13,755	13,563	13,367
Effect of dilutive securities:			
Exchangeable notes	181	311	441
Employee stock options	1	1	1
Restricted stock units	40	69	80
Dilutive potential common shares	222	381	522
Denominator for diluted earnings per share:			
Adjusted weighted average shares	13,977	13,944	13,889
Basic earnings per share attributable to VPG stockholders	$0.28	$0.32	$0.87
Diluted earnings per share attributable to VPG stockholders	$0.28	$0.31	$0.84

Diluted earnings per share for the periods presented do not reflect the following weighted average potential common shares, as the effect would be antidilutive (in thousands):

	Years ended December 31,		
	2014	2013	2012
Weighted average employee stock options	18	23	28
Weighted average warrants	—	—	—

The warrants expired on December 15, 2012. The warrants were antidilutive in 2012 through the expiration date. See Note 8 for discussion of the warrants.

Note 14 – Additional Financial Statement Information

The caption “Other” on the consolidated statements of operations consists of the following (in thousands):

	Years ended December 31,		
	2014	2013	2012
Foreign exchange loss	$(844)	$(1,667)	$(285)
Interest income	261	266	633
Other	(268)	(178)	(649)
	$(851)	$(1,579)	$(301)

Note 14 – Additional Financial Statement Information (continued)

Other accrued expenses consist of the following (in thousands):

	December 31,	
	2014	2013
Customer advance payments	$5,167	$6,099
Goods received, not yet invoiced	3,265	2,067
Accrued taxes, other than income taxes	1,879	1,874
Accrued commissions	1,649	1,614
Accrued professional fees	1,465	1,415
Other	3,165	2,745
	$16,590	$15,814

Note 15 – Fair Value Measurements

ASC Topic 820, Fair Value Measurements and Disclosures, establishes a valuation hierarchy of the inputs used to measure fair value. This hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect the Company's own assumptions.

An asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following tables provide the financial assets and liabilities carried at fair value measured on a recurring basis (in thousands):

As of December 31, 2014		Fair value measurements at reporting date using:		
	Total Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Assets:				
Assets held in rabbi trusts	$4,725	$915	$3,810	$—

As of December 31, 2013		Fair value measurements at reporting date using:		
	Total Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Assets:				
Assets held in rabbi trusts	$4,678	$1,087	$3,591	$—

The Company maintains nonqualified trusts, referred to as "rabbi" trusts, to fund payments under deferred compensation and nonqualified pension plans. Rabbi trust assets consist primarily of marketable securities, classified as available-for-sale money market funds at December 31, 2014 and December 31, 2013, and company-owned life insurance assets. The marketable securities held in the rabbi trusts are valued using quoted market prices on the last business day of the year. The company-owned life insurance assets are valued in consultation with the Company's insurance brokers using the value of underlying assets of the insurance

Note 15 – Fair Value Measurements (continued)

contracts. The fair value measurement of the marketable securities held in the rabbi trust is considered a Level 1 measurement and the measurement of the company-owned life insurance assets is considered a Level 2 measurement within the fair value hierarchy.

The fair value of the long-term debt at December 31, 2014 and December 31, 2013 is approximately $21.7 million and $25.5 million, respectively, compared to its carrying value of $22.8 million and $27.1 million, respectively. The Company estimates the fair value of its long-term debt using a combination of quoted market prices for similar financing arrangements and expected future payments discounted at risk-adjusted rates. The fair value measurement of long-term debt is considered a Level 2 measurement.

The Company’s financial instruments include cash and cash equivalents, accounts receivable, short-term notes payable, and accounts payable. The carrying amounts for these financial instruments reported in the consolidated balance sheets approximate their fair values.

Note 16 – Subsequent Events

Executive RSU grant

On January 20, 2015, VPG’s three executive officers were granted annual equity awards in the form of RSUs, of which 75% are performance-based. The awards have an aggregate target grant-date fair value of $1.0 million and were comprised of 59,325 RSUs, as determined using the average of the closing stock prices of the Company's common stock for the last 5 trading days immediately preceding January 1, 2015. Twenty-five percent of these awards will vest on January 1, 2018, subject to the executives continued employment. The performance-based portion of the RSUs will also vest on January 1, 2018, subject to the executives continued employment and the satisfaction of certain performance objectives relating to three-year cumulative “free cash” and net earnings goals.

Purchase of Treasury Stock

In accordance with its stock repurchase plan, the Company has repurchased an additional 42,926 shares of its common stock from January 1, 2015 through March 11, 2015.

Note 17 – Summary of Quarterly Financial Information (Unaudited)

(in thousands, except per share amounts)	2014 (a)				2013 (a)			
	First	Second	Third	Fourth	First	Second	Third	Fourth
Statement of Operations data:								
Net revenues	$61,041	$65,162	$63,402	$61,218	$57,461	$62,837	$57,729	$62,248
Gross profit	22,047	24,697	23,777	21,603	19,969	21,560	19,243	23,083
Operating income (loss)	3,023	4,772	3,965	(3,098)	1,297	2,787	602	3,316
Net earnings (loss)	1,773	3,453	3,149	(4,344)	436	1,290	1,455	1,166
Less: net earnings (loss) attributable to noncontrolling interests	67	(8)	30	89	49	(20)	(11)	38
Net earnings (loss) attributable to VPG stockholders	1,706	3,461	3,119	(4,433)	387	1,310	1,466	1,128
Per Share Data: (b)								
Basic earnings (loss) per share	$0.12	$0.25	$0.23	$(0.32)	$0.03	$0.10	$0.11	$0.08
Diluted earnings (loss) per share	$0.12	$0.25	$0.22	$(0.32)	$0.03	$0.09	$0.11	$0.08
Certain Items Recorded during the Quarters:								
Acquisition purchase accounting adjustments	$39	$2	$15	$19	$1,238	$2,260	$903	$454
Acquisition costs	—	—	—	—	487	208	57	42
Impairment of goodwill and indefinite-lived intangibles	—	—	—	5,446	—	—	—	—
Restructuring costs	324	7	144	193	388	—	99	51
	(92)	(2)	(54)	504	(692)	(654)	(1,297)	792

Tax effect of adjustments for purchase accounting, acquisition costs, impairment charges and restructuring costs, and discrete tax items

(a) The Company reports interim financial information for the 13-week periods beginning on a Sunday and ending on a Saturday, except for the first fiscal quarter, which always begins on January 1, and the fourth fiscal quarter, which always ends on December 31. The first, second, third and fourth quarters of 2014 ended on March 29, June 28, September 27 and December 31, respectively. The first, second, third and fourth quarters of 2013 ended on March 30, June 29, September 28 and December 31, respectively.

(b) Quarterly amounts may not agree in total to the corresponding annual amounts due to rounding.