

Installed Building Products, Inc.
Form 10-Q
May 03, 2019
[Table of Contents](#)

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

FORM 10-Q

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

For the quarterly period ended March 31, 2019

OR

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

For the Transition Period From _____ To _____

Commission File Number: 001-36307

Installed Building Products, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction of
incorporation or organization)**

45-3707650
**(I.R.S. Employer
Identification No.)**

495 South High Street, Suite 50

Columbus, Ohio
(Address of principal executive offices)

43215
(Zip Code)

(614) 221-3399

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

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

**Title of each class
Common stock**

**Trading Symbol(s)
IBP**

**Name of each exchange on which registered
New York Stock Exchange**

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

On April 26, 2019, the registrant had 30,011,640 shares of common stock, par value \$0.01 per share, outstanding.

Table of Contents

TABLE OF CONTENTS

| | |
|---|----|
| <u>PART I FINANCIAL INFORMATION</u> | 1 |
| <u>Item 1. Financial Statements</u> | 1 |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 24 |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u> | 31 |
| <u>Item 4. Controls and Procedures</u> | 31 |
| <u>PART II OTHER INFORMATION</u> | 32 |
| <u>Item 1. Legal Proceedings</u> | 32 |
| <u>Item 1A. Risk Factors</u> | 32 |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | 32 |
| <u>Item 3. Defaults Upon Senior Securities</u> | 33 |
| <u>Item 4. Mine Safety Disclosures</u> | 33 |
| <u>Item 5. Other Information</u> | 33 |
| <u>Item 6. Exhibits</u> | 33 |
| <u>SIGNATURES</u> | 34 |

Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements**

INSTALLED BUILDING PRODUCTS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands, except share and per share amounts)

| | March 31, 2019 | December 31, 2018 |
|---|-------------------|----------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 88,146 | \$ 90,442 |
| Investments | 10,026 | 10,060 |
| Accounts receivable (less allowance for doubtful accounts of \$5,442 and \$5,085 at March 31, 2019 and December 31, 2018, respectively) | 216,997 | 214,121 |
| Inventories | 60,654 | 61,162 |
| Other current assets | 32,473 | 35,760 |
| Total current assets | 408,296 | 411,545 |
| Property and equipment, net | 91,391 | 90,117 |
| Operating lease right-of-use assets | 45,280 | |
| Goodwill | 174,959 | 173,049 |
| Intangibles, net | 147,409 | 149,790 |
| Other non-current assets | 10,374 | 10,157 |
| Total assets | \$ 877,709 | \$ 834,658 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current liabilities | | |
| Current maturities of long-term debt | \$ 23,925 | \$ 22,642 |
| Current maturities of operating lease obligations | 14,241 | |
| Current maturities of finance lease obligations | 4,328 | 4,806 |
| Accounts payable | 88,872 | 96,949 |
| Accrued compensation | 22,371 | 27,923 |
| Other current liabilities | 28,680 | 29,366 |
| Total current liabilities | 182,417 | 181,686 |
| Long-term debt | 430,460 | 432,182 |
| Operating lease obligations | 30,682 | |
| Finance lease obligations | 3,974 | 3,824 |
| Deferred income taxes | 5,774 | 6,695 |

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

| | | |
|---|-------------------|-------------------|
| Other long-term liabilities | 33,801 | 27,773 |
| Total liabilities | 687,108 | 652,160 |
| Commitments and contingencies | | |
| Stockholders' equity | | |
| Preferred Stock; \$0.01 par value: 5,000,000 authorized and 0 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively | | |
| Common stock; \$0.01 par value: 100,000,000 authorized, 32,780,967 and 32,723,972 issued and 29,971,963 and 29,915,611 shares outstanding at March 31, 2019 and December 31, 2018, respectively | 328 | 327 |
| Additional paid in capital | 183,836 | 181,815 |
| Retained earnings | 114,046 | 105,212 |
| Treasury stock; at cost: 2,809,004 and 2,808,361 shares at March 31, 2019 and December 31, 2018, respectively | (104,429) | (104,425) |
| Accumulated other comprehensive loss | (3,180) | (431) |
| Total stockholders' equity | 190,601 | 182,498 |
| Total liabilities and stockholders' equity | \$ 877,709 | \$ 834,658 |

See accompanying notes to consolidated financial statements

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(UNAUDITED)

(in thousands, except share and per share amounts)

| | Three months ended March 31, | |
|---|------------------------------|------------|
| | 2019 | 2018 |
| Net revenue | \$ 342,135 | \$ 301,728 |
| Cost of sales | 252,697 | 221,752 |
| Gross profit | 89,438 | 79,976 |
| Operating expenses | | |
| Selling | 17,130 | 15,846 |
| Administrative | 48,431 | 44,203 |
| Amortization | 5,888 | 7,128 |
| Operating income | 17,989 | 12,799 |
| Other expense | | |
| Interest expense, net | 5,676 | 4,040 |
| Other | 125 | 122 |
| Income before income taxes | 12,188 | 8,637 |
| Income tax provision | 3,354 | 2,243 |
| Net income | \$ 8,834 | \$ 6,394 |
| Other comprehensive (loss) income, net of tax: | | |
| Unrealized (loss) gain on cash flow hedge, net of tax benefit (provision) of \$921 and (\$386) for the three months ended March 31, 2019 and 2018, respectively | (2,749) | 1,160 |
| Comprehensive income | \$ 6,085 | \$ 7,554 |
| Basic and diluted net income per share | \$ 0.30 | \$ 0.20 |
| Weighted average shares outstanding: | | |
| Basic | 29,679,884 | 31,548,745 |
| Diluted | 29,806,653 | 31,772,581 |

See accompanying notes to consolidated financial statements

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (UNAUDITED)

(in thousands, except share amounts)

| | Common Stock Shares | Common Stock Amount | Additional Paid In Capital | Retained Earnings | Treasury Stock Shares | Treasury Stock Amount | Accumulated Other Comprehensive Income | Stockholders Equity |
|---|------------------------|------------------------|----------------------------------|----------------------|--------------------------|--------------------------|--|------------------------|
| BALANCE January 1, 2018 | 32,524,934 | \$ 325 | \$ 174,043 | \$ 48,434 | (662,788) | \$ (12,781) | \$ 507 | \$ 210,528 |
| Net income | | | | 6,394 | | | | 6,394 |
| Cumulative effect of accounting changes, net of tax | | | | 2,776 | | | 112 | 2,888 |
| Issuance of common stock awards to employees | 70,390 | 1 | (1) | | | | | |
| Surrender of common stock awards by employees | | | | | (1,212) | (56) | | (56) |
| Share-based compensation expense | | | 2,307 | | | | | 2,307 |
| Common stock repurchase | | | | | (412,717) | (24,640) | | (24,640) |
| Other comprehensive income, net of tax | | | | | | | 1,160 | 1,160 |
| BALANCE March 31, 2018 | 32,595,324 | \$ 326 | \$ 176,349 | \$ 57,604 | (1,076,717) | \$ (37,477) | \$ 1,779 | \$ 198,581 |

| | Common Stock Shares | Common Stock Amount | Additional Paid In Capital | Retained Earnings | Treasury Stock Shares | Treasury Stock Amount | Accumulated Other Comprehensive Loss | Stockholders Equity |
|----------------------------|------------------------|------------------------|----------------------------------|----------------------|--------------------------|--------------------------|---|------------------------|
| BALANCE January 1, 2019 | 32,723,972 | \$ 327 | \$ 181,815 | \$ 105,212 | (2,808,361) | \$ (104,425) | \$ (431) | \$ 182,498 |
| Net income | | | | 8,834 | | | | 8,834 |
| | 56,995 | 1 | (1) | | | | | |

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

| | | | | | | | | | |
|---|--|------------|--------|------------|------------|-------------|--------------|------------|------------|
| Issuance of common stock awards to employees | | | | | | | | | |
| Surrender of common stock awards by employees | | | | | (643) | (4) | | | (4) |
| Share-based compensation expense | | | 2,022 | | | | | | 2,022 |
| Other comprehensive loss, net of tax | | | | | | | (2,749) | | (2,749) |
| BALANCE March 31, 2019 | | 32,780,967 | \$ 328 | \$ 183,836 | \$ 114,046 | (2,809,004) | \$ (104,429) | \$ (3,180) | \$ 190,601 |

See accompanying notes to consolidated financial statements

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(in thousands)

| | Three months ended March 31, | |
|--|------------------------------|----------|
| | 2019 | 2018 |
| Cash flows from operating activities | | |
| Net income | \$ 8,834 | \$ 6,394 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Depreciation and amortization of property and equipment | 9,111 | 7,978 |
| Amortization of operating lease right-of-use assets | 3,798 | |
| Amortization of intangibles | 5,888 | 7,128 |
| Amortization of deferred financing costs and debt discount | 282 | 302 |
| Provision for doubtful accounts | 828 | 896 |
| Gain on sale of property and equipment | (19) | (185) |
| Noncash stock compensation | 2,022 | 2,240 |
| Changes in assets and liabilities, excluding effects of acquisitions | | |
| Accounts receivable | (3,704) | (7,058) |
| Inventories | 799 | (2,420) |
| Other assets | (1,048) | (4,139) |
| Accounts payable | (7,807) | (57) |
| Income taxes receivable / payable | 2,746 | 1,303 |
| Other liabilities | (5,841) | (6,297) |
| Net cash provided by operating activities | 15,889 | 6,085 |
| Cash flows from investing activities | | |
| Purchases of investments | (7,482) | (17,782) |
| Maturities of short term investments | 7,530 | 19,000 |
| Purchases of property and equipment | (8,658) | (10,237) |
| Acquisitions of businesses | (5,125) | (11,505) |
| Proceeds from sale of property and equipment | 196 | 283 |
| Other | (420) | (1,050) |
| Net cash used in investing activities | (13,959) | (21,291) |
| Cash flows from financing activities | | |
| Payments on term loan (Note 6) | (1,000) | (750) |
| Proceeds from vehicle and equipment notes payable | 4,908 | 4,510 |
| Debt issuance costs | | (1) |
| Principal payments on long-term debt | (3,946) | (3,092) |
| Principal payments on finance lease obligations | (1,366) | (1,629) |
| Acquisition-related obligations | (2,818) | (1,740) |
| Repurchase of common stock | | (24,640) |

| | | |
|--|-----------|-----------|
| Surrender of common stock awards by employees | (4) | (56) |
| Net cash used in financing activities | (4,226) | (27,398) |
| Net change in cash and cash equivalents | (2,296) | (42,604) |
| Cash and cash equivalents at beginning of period | 90,442 | 62,510 |
| Cash and cash equivalents at end of period | \$ 88,146 | \$ 19,906 |

Supplemental disclosures of cash flow information

Net cash paid during the period for:

| | | |
|------------------------------|----------|----------|
| Interest | \$ 5,816 | \$ 3,914 |
| Income taxes, net of refunds | 737 | 899 |

Supplemental disclosure of noncash activities

| | | |
|---|-------|-------|
| Right-of-use assets obtained in exchange for operating lease obligations | 3,851 | |
| Property and equipment obtained in exchange for finance lease obligations | 1,108 | 312 |
| Seller obligations in connection with acquisition of businesses | 1,380 | 3,093 |
| Unpaid purchases of property and equipment included in accounts payable | 1,503 | 1,485 |

See accompanying notes to consolidated financial statements

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 ORGANIZATION

Installed Building Products (IBP), a Delaware corporation formed on October 28, 2011, and its wholly-owned subsidiaries (collectively referred to as the Company, and we, us and our) primarily install insulation, waterproofing, fire-stopping, fireproofing, garage doors, rain gutters, window blinds, shower doors, closet shelving and mirrors and other products for residential and commercial builders located in the continental United States. The Company operates in over 175 locations and its corporate office is located in Columbus, Ohio.

We have one operating segment and a single reportable segment. We offer our portfolio of services for new and existing single-family and multi-family residential and commercial building projects from our national network of branch locations.

Each of our branches has the capacity to serve all of our end markets. See Note 3, Revenue Recognition, for information on our revenues by product and end market.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements include all of our wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated.

The information furnished in the Condensed Consolidated Financial Statements includes normal recurring adjustments and reflects all adjustments which are, in the opinion of management, necessary for a fair presentation of the results of operations and statements of financial position for the interim periods presented. Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the rules and regulations of the Securities and Exchange Commission (the SEC) have been omitted pursuant to such rules and regulations. We believe that the disclosures are adequate to prevent the information presented from being misleading when read in conjunction with our audited consolidated financial statements and the notes thereto included in Part II, Item 8, Financial Statements and Supplementary Data, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the 2018 Form 10-K), as filed with the SEC on February 28, 2019. The December 31, 2018 Condensed Consolidated Balance Sheet data herein was derived from the audited consolidated financial statements but does not include all disclosures required by U.S. GAAP.

Our interim operating results for the three months ended March 31, 2019 are not necessarily indicative of the results to be expected in future operating quarters. See Item 1A, Risk Factors, in our 2018 Form 10-K for additional information regarding risk factors that may impact our results.

Note 2 to the audited consolidated financial statements in our 2018 Form 10-K describes the significant accounting policies and estimates used in preparation of the audited consolidated financial statements. There have been no changes to our significant accounting policies during the three months ended March 31, 2019, except for the manner in which we account for leases as described in Note 7, Leases.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Recently Adopted Accounting Pronouncements

| Standard | Adoption |
|---|--|
| ASU 2016-02, <i>Leases (Topic 842)</i> | This Accounting Standards Update (ASU) requires substantially all leases, with the exception of leases with a term of one year or less, to be recorded on the balance sheet as a lease liability measured as the present value of the future lease payments with a corresponding right-of-use asset. This ASU also requires disclosures designed to give financial statement users information on the amount, timing and uncertainty of cash flows. See Note 7, Leases, for further information regarding our lease accounting policies. |

Recently Issued Accounting Pronouncements Not Yet Adopted

We are currently evaluating the impact of certain ASU s on our Condensed Consolidated Financial Statements or Notes to Consolidated Financial Statements, which are described below:

| Standard | Description | Effective Date | Effect on the financial statements or other significant matters |
|---|---|---|--|
| ASU 2016-13, <i>Financial Instruments-Credit Losses (Topic 326)</i> | This pronouncement amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. In addition, these amendments require the measurement of all expected credit losses for financial assets, including trade accounts receivable, held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. | Annual periods beginning after December 15, 2019, including interim periods therein. Early adoption is permitted. | We are currently evaluating whether this ASU will have a material impact on our consolidated financial statements. |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

| | | | |
|--|---|--|--|
| ASU 2017-04, <i>Intangibles Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment</i> | To address concerns over the cost and complexity of the two-step goodwill impairment test, this pronouncement removes the second step of the goodwill impairment test. Going forward, an entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. | Annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019, including interim periods therein. Early adoption is permitted. | We anticipate the adoption of this ASU will not have a material impact on our disclosures. |
| ASU 2018-13, <i>Fair Value Measurement (Topic 820): Disclosure Framework Changes to the Disclosure Requirements for Fair Value Measurement</i> | This pronouncement amends Topic 820 to eliminate, add and modify certain disclosure requirements for fair value measurements. | Annual periods beginning after December 15, 2019, including interim periods therein. Early adoption is permitted. | We are currently evaluating the provisions of this ASU and the impact it will have on our disclosures. |

NOTE 3 REVENUE RECOGNITION

Our revenues are derived primarily through contracts with customers whereby we install insulation and other complementary building products and are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. We account for a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. We recognize revenue using the percentage-of-completion method of accounting, utilizing a cost-to-cost input approach as we believe this represents the best measure of when control of goods and services are transferred to the customer. An insignificant portion of our sales, primarily retail sales, is accounted for on a point-in-time basis when the sale occurs, adjusted accordingly for any return provisions. We do offer assurance-type warranties on certain of our installed products and services that do not represent a separate performance obligation and, as such, do not impact the timing or extent of revenue recognition.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

When the percentage-of-completion method is used, we estimate the costs to complete individual contracts and record as revenue that portion of the total contract price that is considered complete based on the relationship of costs incurred to date to total anticipated costs (the cost-to-cost approach). Under the cost-to-cost approach, the use of estimated costs to complete each contract is a significant variable in the process of determining recognized revenue, requires judgment and can change throughout the duration of a contract due to contract modifications and other factors impacting job completion. The costs of earned revenue include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools and repairs. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

Our long-term contracts can be subject to modification to account for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new, or changes the existing, enforceable rights and obligations. Most of our contract modifications are for goods or services that are not distinct from the existing contract due to the significant integration service provided in the context of the contract and are accounted for as if they were part of that existing contract. The effect of a contract modification on the transaction price and our measure of progress for the performance obligation to which it relates, is recognized as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

Sales terms typically do not exceed 30 days for short-term contracts and typically do not exceed 60 days for long-term contracts with customers. All contracts are billed either contractually or as work is performed. Billing on our long-term contracts occurs primarily on a monthly basis throughout the contract period whereby we submit invoices for customer payment based on actual or estimated costs incurred during the billing period. On certain of our long-term contracts the customer may withhold payment on an invoice equal to a percentage of the invoice amount, which will be subsequently paid after satisfactory completion of each installation project. This amount is referred to as retainage and is common practice in the construction industry, as it allows for customers to ensure the quality of the service performed prior to full payment. Retainage receivables are classified as current or long-term assets based on the expected time to project completion.

We disaggregate our revenue from contracts with customers by end market and product, as we believe it best depicts how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors. The following tables present our revenues disaggregated by end market and product (in thousands):

| | Three months ended March 31, | | | |
|------------------------------|------------------------------|------|------------|------|
| | 2019 | | 2018 | |
| Residential new construction | \$ 261,310 | 77% | \$ 229,642 | 76% |
| Repair and remodel | 21,521 | 6% | 20,472 | 7% |
| Commercial | 59,304 | 17% | 51,614 | 17% |
| Net revenues | \$ 342,135 | 100% | \$ 301,728 | 100% |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

| | Three months ended March 31, | | | |
|------------------------------------|------------------------------|------|------------|------|
| | 2019 | | 2018 | |
| Insulation | \$ 221,223 | 65% | \$ 202,275 | 67% |
| Waterproofing | 22,385 | 7% | 22,606 | 7% |
| Shower doors, shelving and mirrors | 23,917 | 7% | 20,260 | 7% |
| Garage doors | 21,672 | 6% | 15,466 | 5% |
| Rain gutters | 11,199 | 3% | 8,658 | 3% |
| Window blinds | 9,384 | 3% | 5,306 | 2% |
| Other building products | 32,355 | 9% | 27,157 | 9% |
| Net revenues | \$ 342,135 | 100% | \$ 301,728 | 100% |

Contract Assets and Liabilities

Our contract assets consist of unbilled amounts typically resulting from sales under contracts when the cost-to-cost method of revenue recognition is utilized and revenue recognized, based on costs incurred, exceeds the amount billed to the customer. Our contract assets are recorded in other current assets in our Consolidated Balance Sheets. Our contract liabilities consist of customer deposits and billings in excess of revenue recognized, based on costs incurred and is included in other current liabilities in our Consolidated Balance Sheets.

Contract assets and liabilities related to our uncompleted contracts and customer deposits were as follows (in thousands):

| | March 31, 2019 | December 31, 2018 |
|----------------------|-------------------|----------------------|
| Contract assets | \$ 19,565 | \$ 15,092 |
| Contract liabilities | (7,792) | (7,468) |

Uncompleted contracts were as follows (in thousands):

| | March 31, 2019 | December 31, 2018 |
|---|-------------------|----------------------|
| Costs incurred on uncompleted contracts | \$ 101,024 | \$ 114,826 |
| Estimated earnings | 52,670 | 58,952 |
| Total | 153,694 | 173,778 |
| Less: Billings to date | 139,100 | 163,112 |
| Net under (over) billings | \$ 14,594 | \$ 10,666 |

Net under (over) billings were as follows (in thousands):

| | March 31, 2019 | December 31, 2018 |
|--|-------------------|----------------------|
| Costs and estimated earnings in excess of billings on uncompleted contracts (contract assets) | \$ 19,565 | \$ 15,092 |
| Billings in excess of costs and estimated earnings on uncompleted contracts (contract liabilities) | (4,971) | (4,426) |
| Net under (over) billings | \$ 14,594 | \$ 10,666 |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The difference between contract assets and contract liabilities as of March 31, 2019 compared to December 31, 2018 is primarily the result of timing differences between our performance of obligations under contracts and customer payments. During the three months ended March 31, 2019, we recognized \$6.3 million of revenue that was included in the contract liability balance at December 31, 2018. We did not recognize any impairment losses on our receivables and contract assets during the three months ended March 31, 2019 or 2018.

Remaining performance obligations represent the transaction price of contracts for which work has not been performed and excludes unexercised contract options and potential modifications. As of March 31, 2019, the aggregate amount of the transaction price allocated to remaining uncompleted contracts was \$89.5 million. We expect to satisfy remaining performance obligations and recognize revenue on substantially all of these uncompleted contracts over the next 18 months.

Practical Expedients and Exemptions

We generally expense sales commissions and other incremental costs of obtaining a contract when incurred because the amortization period is usually one year or less. Sales commissions are recorded within selling expenses on the Condensed Consolidated Statements of Operations and Comprehensive Income.

We do not disclose the value of unsatisfied performance obligations for contracts with an original expected length of one year or less.

NOTE 4 INVESTMENTS

Cash and cash equivalents includes investments in money market funds that are valued based on the net asset value of the funds. The investments in these funds were \$71.2 million and \$69.8 million as of March 31, 2019 and December 31, 2018, respectively.

All other investments are classified as held-to-maturity and consist of highly liquid instruments, primarily including corporate bonds and commercial paper. As of March 31, 2019 and December 31, 2018, the amortized cost of these investments equaled the net carrying value, which was \$10.0 million and \$10.1 million, respectively. All held-to-maturity securities as of March 31, 2019 mature in one year or less. See Note 8, Fair Value Measurements, for additional information.

NOTE 5 GOODWILL AND INTANGIBLES

Goodwill

The change in carrying amount of goodwill was as follows (in thousands):

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

| | Goodwill (Gross) | Accumulated Impairment Losses | Goodwill (Net) |
|-----------------------|---------------------|-------------------------------------|-------------------|
| January 1, 2019 | \$ 243,053 | \$ (70,004) | \$ 173,049 |
| Business Combinations | 1,882 | | 1,882 |
| Other | 28 | | 28 |
| March 31, 2019 | \$ 244,963 | \$ (70,004) | \$ 174,959 |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Other changes included in the above table represent minor adjustments for the allocation of certain acquisitions still under measurement and one immaterial acquisition completed during the three months ended March 31, 2019.

We test goodwill for impairment annually during the fourth quarter of our fiscal year or earlier if there is an impairment indicator. No impairment was recognized during either of the three month periods ended March 31, 2019 or 2018. Accumulated impairment losses included within the above table were incurred over multiple periods, with the latest impairment charge being recorded during the year ended December 31, 2010.

Intangibles, net

The following table provides the gross carrying amount, accumulated amortization and net book value for each major class of intangibles (in thousands):

| | As of March 31, 2019 | | | As of December 31, 2018 | | |
|-------------------------------|-----------------------|--------------------------|----------------|-------------------------|--------------------------|----------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Book Value | Gross Carrying Amount | Accumulated Amortization | Net Book Value |
| Amortized intangibles: | | | | | | |
| Customer relationships | \$ 150,735 | \$ 56,530 | \$ 94,205 | \$ 148,635 | \$ 52,514 | \$ 96,121 |
| Covenants not-to-compete | 15,090 | 8,325 | 6,765 | 14,682 | 7,572 | 7,110 |
| Trademarks and trade names | 65,432 | 19,319 | 46,113 | 64,432 | 18,256 | 46,176 |
| Backlog | 14,060 | 13,734 | 326 | 14,060 | 13,677 | 383 |
| | \$ 245,317 | \$ 97,908 | \$ 147,409 | \$ 241,809 | \$ 92,019 | \$ 149,790 |

The gross carrying amount of intangibles increased approximately \$3.5 million during the three months ended March 31, 2019 primarily due to business combinations. See Note 15, Business Combinations, for more information. Remaining estimated aggregate annual amortization expense is as follows (amounts, in thousands, are for the fiscal year ended):

| | |
|-------------------|--------|
| Remainder of 2019 | 17,719 |
| 2020 | 22,744 |
| 2021 | 21,415 |
| 2022 | 20,494 |
| 2023 | 17,583 |
| Thereafter | 47,454 |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 6 LONG-TERM DEBT

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

| | As of March 31, 2019 | As of December 31, 2018 |
|---|-------------------------|----------------------------|
| Term loan, net of unamortized debt issuance costs of \$4,642 and \$4,834, respectively | \$ 390,108 | \$ 390,916 |
| Vehicle and equipment notes, maturing through March 2024; payable in various monthly installments, including interest rates ranging from 2.5% to 4.8% | 60,811 | 60,391 |
| Various notes payable, maturing through March 2025; payable in various monthly installments, including interest rates ranging from 4% to 6% | 3,466 | 3,517 |
| | 454,385 | 454,824 |
| Less: current maturities | (23,925) | (22,642) |
| Long-term debt, less current maturities | \$ 430,460 | \$ 432,182 |

NOTE 7 LEASES

On January 1, 2019, we adopted ASC 842, *Leases* which, among other changes, requires us to record liabilities classified as operating leases on our condensed consolidated balance sheets along with a corresponding right-of-use asset. Results for reporting periods beginning after January 1, 2019 are presented under Topic 842, while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under Topic 840. We elected the package of practical expedients available for expired or existing contracts, which allowed us to carryforward our historical assessments of whether contracts are or contain leases, lease classification tests and treatment of initial direct costs. We also elected to not separate lease components from non-lease components for all fixed payments, and we exclude variable lease payments in the measurement of right-of-use assets and lease obligations.

Upon adoption of ASC 842, we recorded a \$44.9 million increase in other assets, a \$1.4 million decrease to other current assets, a \$1.0 million decrease to other current liabilities and a \$44.5 million increase to operating lease obligations. The impact primarily related to the change in assigning a right-of-use asset and related lease liability to our operating leases. We did not record any cumulative effect adjustments to opening retained earnings, and adoption of the lease standard had no impact to cash from or used in operating, financing, or investing on our consolidated cash flow statements.

We determine if an arrangement is a lease at inception. Most of our operating leases do not provide an implicit rate so we use our incremental borrowing rate based on the information available at the commencement date to determine the present value of future payments. We lease various assets in the course of ordinary business as follows: warehouses to store our materials and perform staging activities for certain products we install; various office spaces for selling and administrative activities to support our business; certain manufacturing facilities to produce insulation materials; and certain vehicles and equipment to facilitate our operations, including, but not limited to, trucks, forklifts and office equipment. Leases with an initial term of 12 months or less are not recorded on the balance sheet as we recognize lease expense for these leases on a straight-line basis over the lease term.

Most lease agreements include one or more renewal options, all of which are at our sole discretion. Future renewal options that have not been executed as of the balance sheet date are excluded from right-of-use assets and related lease liabilities. Certain leases also include options to purchase the leased property. The depreciable life of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise. Some of our vehicle lease agreements include provisions for residual value guarantees and any expected payment is included in our lease liability.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Lease Position as of March 31, 2019

The table below presents the lease-related assets and liabilities recorded on the Condensed Consolidated Balance Sheet:

| (in thousands) | Classification | As of March 31, 2019 |
|---------------------------------------|---|-------------------------|
| Assets | | |
| Non-Current | | |
| Operating | Operating lease right-of-use assets | \$ 45,280 |
| Finance | Property and equipment, net | 9,217 |
| Total lease assets | | \$ 54,497 |
| Liabilities | | |
| Current | | |
| Operating | Current maturities of operating lease obligations | \$ 14,241 |
| Financing | Current maturities of finance lease obligations | 4,328 |
| Non-Current | | |
| Operating | Operating lease obligations | 30,682 |
| Financing | Finance lease obligations | 3,974 |
| Total lease liabilities | | \$ 53,225 |
| Weighted-average remaining lease term | | |
| Operating leases | | 4.5 years |
| Finance leases | | 2.3 years |
| Weighted-average discount rate | | |
| Operating leases ⁽¹⁾ | | 5.04% |
| Finance leases | | 4.57% |

⁽¹⁾ Upon adoption of the new lease standard, discount rates used for existing leases were established at January 1, 2019.

Lease Costs

The table below presents certain information related to the lease costs for finance and operating leases during 2019:

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

| (in thousands) | Classification | Three months ended March 31, 2019 |
|--|-----------------------|--------------------------------------|
| Operating lease cost ⁽¹⁾ | Administrative | \$ 4,987 |
| Finance lease cost | | |
| Amortization of leased assets ⁽²⁾ | Cost of sales | 1,478 |
| Interest on capital lease obligations | Interest expense, net | 94 |
| Total lease costs | | \$ 6,559 |

(1) Includes variable lease costs of \$0.5 million and short-term lease costs of \$0.2 million.

(2) Includes variable lease costs of \$0.3 million.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Other Information

The table below presents supplemental cash flow information related to leases during 2019 (in thousands):

| | Three months ended March 31, 2019 |
|---|--------------------------------------|
| Cash paid for amounts included in the measurement of lease liabilities: | |
| Operating cash flows for operating leases | \$ 4,233 |
| Operating cash flows for finance leases | 94 |
| Financing cash flows for finance leases | 1,366 |

Undiscounted Cash Flows

The table below reconciles the undiscounted cash flows for each of the first five years and total of the remaining years for the finance lease obligations and operating lease obligations recorded on the Condensed Consolidated Balance Sheet (in thousands):

| | As of March 31, 2019 | | | |
|--|----------------------|-----------|-----------------|----------------|
| | Related Party | Other | Total Operating | Finance Leases |
| Remainder of 2019 | \$ 774 | \$ 11,595 | \$ 12,369 | \$ 3,947 |
| 2020 | 1,055 | 12,240 | 13,295 | 2,539 |
| 2021 | 910 | 8,042 | 8,952 | 1,596 |
| 2022 | 836 | 4,615 | 5,451 | 663 |
| 2023 | 415 | 3,047 | 3,462 | 284 |
| Thereafter | 823 | 6,007 | 6,830 | 16 |
| Total minimum lease payments | \$ 4,813 | \$ 45,546 | 50,359 | 9,045 |
| Less: Amounts representing executory costs | | | | (255) |
| Less: Amounts representing interest | | | (5,436) | (488) |
| Present value of future minimum lease payments | | | 44,923 | 8,302 |
| Less: Current obligation under leases | | | (14,241) | (4,328) |
| Long-term lease obligations | | | \$ 30,682 | \$ 3,974 |

Disclosures Related to Periods Prior to Adoption of ASC 842 under ASU 2016-02

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

Lease amounts presented as of December 31, 2018 and for the three months ended March 31, 2018 are in accordance with accounting guidance in effect prior to adoption of ASC 842, Leases, on January 1, 2019. Total assets relating to capital leases were approximately \$58.7 million and a total of approximately \$32.0 million were fully depreciated as of December 31, 2018. The net book value of assets under capital leases was approximately \$9.5 million as of December 31, 2018. Amortization of assets held under capital leases is included within cost of sales on the Consolidated Statements of Operations and Comprehensive Income.

Future minimum lease payments under noncancellable operating leases (with initial or remaining lease terms in excess of one year) and future minimum capital lease payments as of December 31, 2018 were as follows (in thousands):

| | Capital Leases | Related Party | Operating Leases | |
|--|----------------|---------------|------------------|-----------------|
| | | | Other | Total Operating |
| 2019 | \$ 5,207 | \$ 1,159 | \$ 14,418 | \$ 15,577 |
| 2020 | 2,253 | 1,184 | 11,293 | 12,477 |
| 2021 | 1,339 | 1,058 | 7,014 | 8,072 |
| 2022 | 452 | 972 | 4,335 | 5,307 |
| 2023 | 93 | 51 | 2,613 | 2,664 |
| Thereafter | | | 4,695 | 4,695 |
| | 9,344 | \$ 4,424 | \$ 44,368 | \$ 48,792 |
| Less: Amounts representing executory costs | (255) | | | |
| Less: Amounts representing interest | (459) | | | |
| Total obligation under capital leases | 8,630 | | | |
| Less: Current portion of capital leases | (4,806) | | | |
| Long term capital lease obligation | \$ 3,824 | | | |

NOTE 8 FAIR VALUE MEASUREMENTS

Assets and Liabilities Measured at Fair Value on a Recurring Basis

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy. During the periods presented, there were no transfers between fair value hierarchical levels.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Assets Measured at Fair Value on a Nonrecurring Basis

Certain assets, specifically other intangible and long-lived assets, are measured at fair value on a nonrecurring basis in periods subsequent to initial recognition. Assets measured at fair value on a nonrecurring basis as of March 31, 2019 and December 31, 2018 are categorized based on the lowest level of significant input to the valuation. The assets are measured at fair value when our impairment assessment indicates a carrying value for each of the assets in excess of the asset's estimated fair value. Undiscounted cash flows, a Level 3 input, are utilized in determining estimated fair values. During each of the three months ended March 31, 2019 and 2018, we did not record any impairments on these assets required to be measured at fair value on a nonrecurring basis.

Estimated Fair Value of Financial Instruments

Accounts receivable, accounts payable and accrued liabilities as of March 31, 2019 and December 31, 2018 approximate fair value due to the short-term maturities of these financial instruments. The carrying amounts of our long-term debt, including the Term Loan and ABL Revolver as of March 31, 2019 and December 31, 2018, approximate fair value due to the variable rate nature of the agreements. The carrying amounts of our operating lease right-of-use assets and the obligations associated with our operating and finance leases as well as our vehicle and equipment notes approximate fair value as of March 31, 2019 and December 31, 2018. All debt classifications represent Level 2 fair value measurements.

Derivative financial instruments are measured at fair value based on observable market information and appropriate valuation methods. Contingent consideration liabilities arise from future earnout payments to the sellers associated with certain acquisitions and are based on predetermined calculations of certain future results. These future payments are estimated by considering various factors, including business risk and projections. The contingent consideration liabilities are measured at fair value by discounting estimated future payments to their net present value using the appropriate weighted average cost of capital (WACC). The fair values of financial assets and liabilities that are recorded at fair value in the Condensed Consolidated Balance Sheets and not described above were as follows (in thousands):

| | As of March 31, 2019 | | | | As of December 31, 2018 | | | |
|----------------------------------|----------------------|------------------|---------------|-----------|-------------------------|------------------|-----------------|-----------|
| | Total | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 |
| Financial assets: | | | | | | | | |
| Cash equivalents | \$ 71,240 | \$ 71,240 | \$ | \$ | \$ 69,807 | \$ 69,807 | \$ | \$ |
| Derivative financial instruments | 805 | | 805 | | 1,765 | | 1,765 | |
| Total financial assets | \$ 72,045 | \$ 71,240 | \$ 805 | \$ | \$ 71,572 | \$ 69,807 | \$ 1,765 | \$ |
| Financial liabilities: | | | | | | | | |
| Derivative financial instruments | \$ 4,984 | \$ | \$ 4,984 | \$ | \$ 2,275 | \$ | \$ 2,275 | \$ |
| Contingent consideration | 4,977 | | | 4,977 | 5,098 | | | 5,098 |

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

Total financial liabilities \$ 9,961 \$ \$ 4,984 \$ 4,977 \$ 7,373 \$ \$ 2,275 \$ 5,098

The change in fair value of the contingent consideration (a Level 3 input) was as follows (in thousands):

| | |
|--|----------|
| Contingent consideration liability January 1, 2019 | \$ 5,098 |
| Preliminary purchase price | 1,525 |
| Fair value adjustments | (245) |
| Accretion in value | 125 |
| Amounts paid to sellers | (1,526) |
| Contingent consideration liability March 31, 2019 | \$ 4,977 |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The accretion in value of contingent consideration liabilities is included within administrative expenses on the Condensed Consolidated Statements of Operations and Comprehensive Income.

The carrying values and associated fair values of financial assets and liabilities that are not recorded at fair value in the Condensed Consolidated Balance Sheets and not described above include investments which represent a Level 2 fair value measurement and are as follows (in thousands):

| | As of March 31, 2019 | | As of December 31, 2018 | |
|--------------------------|----------------------|------------|-------------------------|------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Financial assets: | | | | |
| Investments | \$ 10,026 | \$ 10,026 | \$ 10,060 | \$ 10,053 |

See Note 4, Investments, for more information on cash equivalents and investments included in the table above. Also see Note 9, Derivatives and Hedging Activities, for more information on derivative financial instruments.

NOTE 9 DERIVATIVES AND HEDGING ACTIVITIES**Cash Flow Hedges of Interest Rate Risk**

Our purpose for using interest rate derivatives is to add stability to interest expense and to manage our exposure to interest rate movements. During the first three months of 2019, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt. To accomplish these objectives, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. As of March 31, 2019, we had two interest rate swaps, each with an associated floor, with a total beginning notional of \$200.0 million, one that amortizes quarterly to \$95.3 million at a maturity date of May 31, 2022 and one that amortizes quarterly to \$93.3 million at a maturity date of April 15, 2025. We also had a forward interest rate swap with an associated floor beginning May 31, 2022 with a beginning notional of \$100.0 million that amortizes quarterly to \$97.0 million at a maturity date of April 15, 2025. Combined, these three swaps serve to hedge \$200.0 million of the variable cash flows on our Term Loan until maturity. The assets and liabilities associated with these derivative instruments are included in other current assets, other non-current assets, other current liabilities, and other long-term liabilities on the Condensed Consolidated Balance Sheets at their fair value amounts as described in Note 8, Fair Value Measurements.

The changes in the fair value of derivatives designated and that qualify as cash flow hedges are recorded in other comprehensive income, net of tax on the Condensed Consolidated Statements of Operations and Comprehensive Income and in accumulated other comprehensive income on the Condensed Consolidated Balance Sheets and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. We had no such changes during the three months ended March 31, 2019 or 2018.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense, net as interest payments are made on our variable-rate debt. Over the next twelve months, we estimate that an additional \$0.1 million will be reclassified as an increase to interest expense, net.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Additionally, we do not use derivatives for trading or speculative purposes and we currently do not have any derivatives that are not designated as hedges. As of March 31, 2019, the Company has not posted any collateral related to these agreements.

NOTE 10 STOCKHOLDERS EQUITY

As of March 31, 2019, we had \$3.2 million in accumulated other comprehensive loss on our Condensed Consolidated Balance Sheet, which represents the effective portion of the unrealized loss on our derivative instruments. For additional information, see Note 9, Derivatives and Hedging Activities.

During the three months ended March 31, 2018, we repurchased 413 thousand shares of our outstanding common stock for an aggregate purchase price of \$24.6 million or \$59.70 average price per share as part of our stock repurchase plan in effect through February 28, 2020, unless extended by our board of directors. We did not repurchase any shares during the three months ended March 31, 2019. The effect of these treasury shares reducing the number of common shares outstanding is reflected in our earnings per share calculation.

NOTE 11 EMPLOYEE BENEFITSHealthcare

Our healthcare benefit expense (net of employee contributions) for all plans was approximately \$4.8 million and \$4.4 million for the three months ended March 31, 2019 and 2018, respectively. An accrual for estimated healthcare claims incurred but not reported (IBNR) is included within accrued compensation on the Condensed Consolidated Balance Sheets and was \$2.7 million and \$2.3 million as of March 31, 2019 and December 31, 2018, respectively.

Workers Compensation

Workers compensation expense totaled \$4.2 million and \$3.8 million for the three months ended March 31, 2019 and 2018, respectively. Workers compensation known claims and IBNR reserves included on the Condensed Consolidated Balance Sheets were as follows (in thousands):

| | March 31, 2019 | December 31, 2018 |
|---|-------------------|----------------------|
| Included in other current liabilities | \$ 5,201 | \$ 5,795 |
| Included in other long-term liabilities | 11,138 | 9,447 |
| | \$ 16,339 | \$ 15,242 |

We also had an insurance receivable for claims that exceeded the stop loss limit included on the Condensed Consolidated Balance Sheets. This receivable offsets an equal liability included within the reserve amounts noted

above and was as follows (in thousands):

| | March 31, 2019 | December 31, 2018 |
|--------------------------------------|-------------------|----------------------|
| Included in other non-current assets | \$ 1,905 | \$ 1,888 |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Retirement Plans

We participate in multiple 401(k) plans, whereby we provide a matching contribution of wages deferred by employees and can also make discretionary contributions to each plan. Certain plans allow for discretionary employer contributions only. These plans cover substantially all our eligible employees. We recognized 401(k) plan expenses of \$0.6 million and \$0.4 million during the three months ended March 31, 2019 and 2018, respectively. These expenses are included in administrative expenses on the accompanying Condensed Consolidated Statements of Operations and Comprehensive Income.

Share-Based Compensation

Common Stock Awards

We periodically grant shares of our common stock to our board of directors and our employees. We did not grant any such shares to our board of directors during the three months ended March 31, 2019 or 2018, however we recorded \$0.1 million of compensation expense during the three months ended March 31, 2019 related to prior grants to our board of directors. During the three months ended March 31, 2019 and 2018, we granted approximately 11 thousand and approximately eight thousand shares of our common stock, respectively, to employees and recorded \$1.1 million and \$0.9 million, respectively, of compensation expense associated with non-performance-based awards issued to employees.

During the three months ended March 31, 2019 and 2018, our employees surrendered approximately two hundred and one thousand shares of our common stock, respectively, to satisfy tax withholding obligations arising in connection with the vesting of common stock awards issued under our 2014 Omnibus Incentive Plan. We recognized excess tax benefits of \$0.1 million within the income tax provision in the Condensed Consolidated Statements of Operations and Comprehensive Income for the three months ended March 31, 2018.

As of March 31, 2019, we had \$4.5 million of unrecognized compensation expense related to these nonvested common stock awards issued to the board of directors and our employees. This expense is subject to future adjustments for forfeitures and is expected to be recognized on a straight-line basis over the remaining weighted-average period of 1.8 years. Shares forfeited are returned as treasury shares and available for future issuances. See the table below for changes in shares and related weighted average fair market value per share.

Employees Performance-Based Stock Awards

During the three months ended March 31, 2019, we issued under our 2014 Omnibus Incentive Plan approximately 46 thousand shares of our common stock to certain officers, which vest in two equal installments on each of April 20, 2020 and April 20, 2021. In addition, during the three months ended March 31, 2019, we established, and our Board of Directors approved, performance-based targets in connection with common stock awards to be issued to certain officers in 2020 contingent upon achievement of these targets. Share-based compensation expense associated with these performance-based awards and prior performance-based grants was \$0.7 million and \$0.4 million for the three months ended March 31, 2019 and 2018, respectively.

As of March 31, 2019, we had \$5.8 million of unrecognized compensation expense related to nonvested performance-based common stock awards. This expense is subject to future adjustments for forfeitures and is expected to be recognized over the remaining weighted-average period of 2.1 years using the graded-vesting method. See the table below for changes in shares and related weighted average fair market value per share.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Employees Performance-Based Restricted Stock Units

During 2018, we established, and our board of directors approved, performance-based restricted stock units in connection with common stock awards to be issued to certain employees in 2019 based upon achievement of a performance target. These units will be accounted for as equity-based awards that will be settled with a fixed number of common shares. We recorded \$0.1 million and \$0.9 million in compensation expense associated with these performance-based units during the three months ended March 31, 2019 and 2018, respectively.

As of March 31, 2019, we had \$34 thousand of unrecognized compensation expense related to nonvested performance-based common stock units. This expense is subject to future adjustments for forfeitures and is expected to be recognized on a straight-line basis over the remaining weighted-average period of 0.1 years. See the table below for changes in shares and related weighted average fair market value per share.

Share-Based Compensation Summary

Amounts and changes for each category of equity-based award for employees were as follows:

| | Common Stock Awards | | Performance-Based Stock Awards | | Performance-Based Restricted Stock Units | |
|---|---------------------|--|--------------------------------|--|--|--|
| | Awards | Weighted Average Fair Market Value Per Share | Awards | Weighted Average Fair Market Value Per Share | Units | Weighted Average Fair Market Value Per Share |
| Nonvested awards/units at December 31, 2018 | 173,189 | \$ 47.40 | 115,698 | \$ 52.25 | 13,248 | \$ 56.05 |
| Granted | 10,800 | 45.65 | 82,692 | 45.65 | | |
| Vested | (564) | 54.98 | | | | |
| Forfeited/Cancelled | (445) | 56.05 | (6,697) | 65.60 | (440) | 56.05 |
| Nonvested awards/units at March 31, 2019 | 182,980 | \$ 47.25 | 191,693 | \$ 48.93 | 12,808 | \$ 56.05 |

We recorded the following stock compensation expense by income statement category (in thousands):

Three months ended March 31,

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

| | 2019 | 2018 |
|----------------|----------|----------|
| Cost of sales | \$ 78 | \$ 475 |
| Selling | 44 | 283 |
| Administrative | 1,816 | 1,482 |
| | \$ 1,938 | \$ 2,240 |

Administrative stock compensation expense includes all stock compensation earned by our administrative personnel, while cost of sales and selling stock compensation represents all stock compensation earned by our installation and sales employees, respectively.

NOTE 12 INCOME TAXES

Our provision for income taxes as a percentage of pretax earnings is based on a current estimate of the annual effective income tax rate adjusted to reflect the impact of discrete items.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

During the three months ended March 31, 2019, our effective tax rate was 27.5%. This rate was unfavorably impacted due to separate tax filing entities in a loss position for which a full valuation allowance is required, resulting in no tax benefit for recognized losses.

NOTE 13 RELATED PARTY TRANSACTIONS

We sell installation services to other companies related to us through common or affiliated ownership and/or board of directors and/or management relationships. We also purchase services and materials and pay rent to companies with common or affiliated ownership.

We lease our headquarters and certain other facilities from related parties. See Note 7, Leases, for future minimum lease payments to be paid to these related parties.

The amount of sales to related parties as well as the purchases from and rent expense paid to related parties were as follows (in thousands):

| | Three months ended March 31, | |
|-----------|------------------------------|----------|
| | 2019 | 2018 |
| Sales | \$ 2,661 | \$ 2,893 |
| Purchases | 388 | 363 |
| Rent | 260 | 281 |

As of March 31, 2019 and December 31, 2018, we had related party balances of approximately \$2.0 million and \$2.3 million, respectively, included in accounts receivable on our Condensed Consolidated Balance Sheets. These balances primarily represent trade accounts receivable arising during the normal course of business with various related parties. M/I Homes, Inc., a customer whose Chairman, President and Chief Executive Officer is a member of our board of directors, accounted for \$1.2 million of these balances as of both March 31, 2019 and December 31, 2018, respectively.

NOTE 14 COMMITMENTS AND CONTINGENCIES**Accrued General Liability and Auto Insurance**

Accrued general liability and auto insurance reserves included on the Condensed Consolidated Balance Sheets were as follows (in thousands):

| | March 31, 2019 | December 31, 2018 |
|---------------------------------------|-------------------|----------------------|
| Included in other current liabilities | \$ 1,914 | \$ 1,848 |

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

| | | |
|---|-----------|----------|
| Included in other long-term liabilities | 9,803 | 6,608 |
| | \$ 11,717 | \$ 8,456 |

We also had insurance receivables and an indemnification asset included on the Condensed Consolidated Balance Sheets that, in aggregate, offset an equal liability included within the reserve amounts noted above. The amounts were as follows (in thousands):

| | March 31, 2019 | December 31, 2018 |
|--|-------------------|----------------------|
| Insurance receivable and indemnification asset for claims under a fully insured policy | \$ 2,484 | \$ 2,484 |
| Insurance receivable for claims that exceeded the stop loss limit | 1,613 | 53 |
| Total insurance receivables included in other non-current assets | \$ 4,097 | \$ 2,537 |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Leases

See Note 7, Leases, for further information regarding our lease commitments.

Other Commitments and Contingencies

From time to time, various claims and litigation are asserted or commenced against us principally arising from contractual matters and personnel and employment disputes. In determining loss contingencies, management considers the likelihood of loss as well as the ability to reasonably estimate the amount of such loss or liability. An estimated loss is recorded when it is considered probable that such a liability has been incurred and when the amount of loss can be reasonably estimated. As litigation is subject to inherent uncertainties, we cannot be certain that we will prevail in these matters. However, we do not believe that the ultimate outcome of any pending matters will have a material adverse effect on our consolidated financial position, results of operations or cash flows.

During the year ended December 31, 2018, we entered into an agreement with one of our suppliers to purchase a portion of the insulation materials we utilize across our business. This agreement is effective January 1, 2019 through December 31, 2021 with a purchase obligation of \$16.4 million for 2019, \$21.4 million for 2020 and \$15.0 million for 2021. For the three months ended March 31, 2019, we have satisfied \$1.8 million of our purchase obligation under this agreement. Additionally, we entered into an agreement with a chemical supplier with a purchase obligation of \$0.6 million in 2019. Actual purchases made under this agreement for the three months ended March 31, 2019 was \$0.2 million.

NOTE 15 BUSINESS COMBINATIONS

As part of our ongoing strategy to expand geographically and increase market share in certain markets, we completed one business combination and one insignificant tuck-in acquisition merged into existing operations during the three months ended March 31, 2019 and two business combinations and one insignificant tuck-in acquisition merged into existing operations during the three months ended March 31, 2018, respectively, in which we acquired 100% of the ownership interests in each.

The largest of these acquisitions were 1st State Insulation, LLC (1st State Insulation) in March 2019 and Custom Overhead Door, LLC dba Custom Door & Gate (collectively, CDG) in March 2018. Net Income, as noted below, includes amortization, taxes and interest allocations when appropriate. Below is a summary of each significant acquisition by year, including revenue and net income (loss) since date of acquisition, shown for the year of acquisition (in thousands):

| | | Acquisition | Cash | Seller | Total | Three months ended | |
|----------------------|-----------|-------------|----------|-------------|----------------|--------------------|------------|
| 2019 Acquisitions | Date | Type | Paid | Obligations | Purchase Price | March 31, 2019 | |
| | | | | | | Revenue | Net Income |
| 1st State Insulation | 3/18/2019 | Asset | \$ 5,125 | \$ 1,380 | \$ 6,505 | \$ 488 | \$ 23 |

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

| | Acquisition Date | Acquisition Type | Cash Paid | Seller Obligations | Total Purchase Price | Three months ended March 31, 2018 | |
|-------------------|---------------------|---------------------|------------------|-----------------------|-------------------------|--------------------------------------|-------------------|
| | | | | | | Revenue | Net (Loss) Income |
| 2018 Acquisitions | | | | | | | |
| CDG | 3/19/2018 | Asset | \$ 9,440 | \$ 1,973 | \$ 11,413 | \$ 400 | \$ (15) |
| Other | 1/15/2018 | Asset | 2,065 | 953 | 3,018 | 1,271 | 66 |
| Total | | | \$ 11,505 | \$ 2,926 | \$ 14,431 | \$ 1,671 | \$ 51 |

Acquisition-related costs recorded within administrative expenses on the Condensed Consolidated Statements of Operations and Comprehensive Income amounted to \$0.6 million and \$0.5 million for the three months ended March 31, 2019 and 2018, respectively. The goodwill recognized in conjunction with these business combinations represents the excess cost of the acquired entity over the net amount assigned to assets acquired and liabilities assumed. We expect to deduct approximately \$2.0 million of goodwill for tax purposes as a result of 2019 acquisitions.

Purchase Price Allocations

The estimated fair values of the assets acquired and liabilities assumed for the acquisitions, as well as total purchase prices and cash paid, approximated the following (in thousands):

| | As of March 31, 2019 | | As of March 31, 2018 | | |
|--|----------------------|----------|----------------------|-----------|--|
| | 1st State | CDG | Other | Total | |
| Estimated fair values: | | | | | |
| Accounts receivable | \$ | \$ 1,731 | \$ | \$ 1,731 | |
| Inventories | 291 | 514 | 75 | 589 | |
| Other current assets | | 28 | 12 | 40 | |
| Property and equipment | 989 | 933 | 517 | 1,450 | |
| Intangibles | 3,382 | 3,711 | 1,675 | 5,386 | |
| Goodwill | 1,882 | 4,898 | 764 | 5,662 | |
| Other non-current assets | | 36 | | 36 | |
| Accounts payable and other current liabilities | (39) | (438) | (25) | (463) | |
| Fair value of assets acquired and purchase price | 6,505 | 11,413 | 3,018 | 14,431 | |
| Less seller obligations | 1,380 | 1,973 | 953 | 2,926 | |
| Cash paid | \$ 5,125 | \$ 9,440 | \$ 2,065 | \$ 11,505 | |

Contingent consideration is included as seller obligations in the above table or within fair value of assets acquired if subsequently paid during the period presented. These contingent payments consist primarily of earnouts based on performance that are recorded at fair value at the time of acquisition, and/or non-complete agreements and amounts based on working capital calculations. When these payments are expected to be made over one year from the acquisition date, the contingent consideration is discounted to net present value using our weighted average cost of capital (WACC), when appropriate.

Further adjustments to the allocation for each acquisition still under its measurement period are expected as third-party and internal valuations are finalized, certain tax aspects of the transaction are completed and customary post-closing reviews are concluded during the measurement period attributable to each individual business combination. As a result, insignificant adjustments to the fair value of assets acquired, and in some cases total purchase price, have been made to certain business combinations since the date of acquisition and future adjustments may be made through the end of each measurement period. Goodwill and intangibles per the above table do not agree to the total gross increases of these assets as shown in Note 5, Goodwill and Intangibles, during each of the three months ended March 31, 2019 and 2018 due to minor adjustments to goodwill for the allocation of certain acquisitions still under measurement as well as other immaterial intangible assets added during the ordinary course of business. In addition, goodwill and intangibles increased during each of the three months ended March 31, 2019 and 2018 due to small tuck-in acquisitions merged into existing operations that do not appear in the above table as discussed above.

Table of Contents

INSTALLED BUILDING PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Estimates of acquired intangible assets related to the acquisitions are as follows (in thousands):

| | For the three months ended March 31, | | | |
|-----------------------------|--------------------------------------|--|------------|--|
| | 2019 | | 2018 | |
| | Estimated | Weighted Average Estimated Useful | Estimated | Weighted Average Estimated Useful |
| | Fair Value | Life (yrs.) | Fair Value | Life (yrs.) |
| Acquired intangibles assets | | | | |
| Customer relationships | \$ 2,100 | 8 | \$ 3,441 | 8 |
| Trademarks and trade names | 999 | 15 | 1,695 | 15 |
| Non-competition agreements | 283 | 5 | 250 | 5 |

Pro Forma Information

The unaudited pro forma information for the combined results of the Company has been prepared as if the 2019 acquisitions had taken place on January 1, 2018 and the 2018 acquisitions had taken place on January 1, 2017. The unaudited pro forma information is not necessarily indicative of the results that we would have achieved had the transactions actually taken place on January 1, 2018 and 2017, respectively, and the unaudited pro forma information does not purport to be indicative of future financial operating results (in thousands, except per share data):

| | Unaudited pro forma for the three months ended March 31, | |
|--|---|------------|
| | 2019 | 2018 |
| Net revenue | \$ 344,397 | \$ 322,666 |
| Net income | 8,793 | 7,478 |
| Basic and diluted net income per share | 0.30 | 0.24 |

Unaudited pro forma net income reflects additional intangible asset amortization expense of \$64 thousand and \$1.2 million for the three months ended March 31, 2019 and 2018, respectively, as well as additional income tax (benefit) expense of (\$16) thousand and \$0.4 million for the three months ended March 31, 2019 and 2018, respectively, that would have been recorded had the 2019 acquisitions taken place on January 1, 2018 and the 2018 acquisitions taken place on January 1, 2017.

NOTE 16 INCOME PER COMMON SHARE

Basic net income per common share is calculated by dividing net income by the weighted average shares outstanding during the period, without consideration for common stock equivalents.

Diluted net income per common share is calculated by adjusting weighted average shares outstanding for the dilutive effect of common stock equivalents outstanding for the period, determined using the treasury stock method. Potential common stock is included in the diluted income per common share calculation when dilutive. The dilutive effect of outstanding restricted stock awards after application of the treasury stock method was 127 thousand and 224 thousand shares for the three months ended March 31, 2019 and 2018, respectively. Approximately nine thousand shares of potential common stock was not included in the calculation of diluted net income per common share for the three months ended March 31, 2019 because the effect would have been anti-dilutive.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our consolidated financial statements and related notes in Item 1. Financial Statements of this Form 10-Q, as well as our 2018 Form 10-K.

OVERVIEW

We are one of the nation's largest insulation installers for the residential new construction market and are also a diversified installer of complementary building products, including waterproofing, fire-stopping and fireproofing, garage doors, rain gutters, window blinds, shower doors, closet shelving, mirrors and other products throughout the United States. We offer our portfolio of services for new and existing single-family and multi-family residential and commercial building projects in all 48 continental states and the District of Columbia from our national network of over 175 branch locations. Substantially all of our net revenue comes from service-based installation of these products in the residential new construction, repair and remodel and commercial construction end markets. We believe our business is well positioned to continue to profitably grow due to our strong balance sheet, liquidity and our continuing acquisition strategy.

A large portion of our net revenue comes from the U.S. residential new construction market, which depends upon a number of economic factors including demographic trends, interest rates, consumer confidence, employment rates, housing inventory levels, foreclosure rates, the health of the economy and availability of mortgage financing. The strategic acquisitions of multiple companies over the last several years contributed meaningfully to our consistent increase in net revenue during that time.

The recently passed Tax Cuts and Jobs Act (the "Tax Act") has added additional momentum to the economic landscape. While there have been concerns about the impact of the new tax law on housing, initial readings and reviews are suggesting that it is generally stimulative to the economy. We may adjust our strategies based on housing demand and our performance in each of our markets.

2019 First Quarter Highlights

Net revenue increased 13.4% to \$342.1 million while gross profit increased 11.8% to \$89.4 million during the three months ended March 31, 2019 compared to 2018. This increase in net revenue and gross profit was primarily driven by the continued recovery of the housing markets, the contribution of our recent acquisitions and growth across our end markets and products. The increase in gross profit was partially offset by 2018 materials price inflation and fourth quarter 2018 delays in work completed by certain of our customers, resulting in more of our installation work being completed in the first quarter of 2019 without the benefit of recent selling price increases.

We believe there are several trends that should drive long-term growth in the housing market, even if there are temporary periods of slower or declining growth. These long-term trends include an aging housing stock, population growth, household formation growth and the fact that housing starts are currently below long-term historic averages. We expect that our net revenue, gross profit and operating income will benefit from this growth. While we are actively increasing pricing with our customers, we have realized selling price increases at a slower rate than the increase in material costs. We have been successful negotiating better pricing with our customers in recent months and expect price increase momentum to continue. While we continue to proactively work with customers and suppliers to mitigate these cost impacts, we continue to experience inflation on our materials and it may take until the end of 2019 for us to fully address the current material price environment.

Table of Contents*Net revenue, cost of sales and gross profit*

The components of gross profit were as follows (in thousands):

| | Three months ended March 31, | | |
|---------------|------------------------------|--------|------------|
| | 2019 | Change | 2018 |
| Net revenues | \$ 342,135 | 13.4% | \$ 301,728 |
| Cost of sales | 252,697 | 14.0% | 221,752 |
| Gross profit | \$ 89,438 | 11.8% | \$ 79,976 |

| | | |
|-------------------------|-------|-------|
| Gross profit percentage | 26.1% | 26.5% |
|-------------------------|-------|-------|

Net revenues increased during the three months ending March 31, 2019 compared to 2018, primarily driven by acquisitions, organic growth from our existing branches and increased selling prices. For the three months ended March 31, 2019, on a same branch basis, net revenue improved 7.4%, with approximately 3.4% of this increase attributable to growth in the number of completed jobs with the rest attributable to price gains and more favorable customer and product mix. We also saw organic growth in our large commercial construction end market of 6.6% during the three months ended March 31, 2019 over 2018.

As a percentage of net revenue, gross profit decreased during the three months ended March 31, 2019 compared to 2018 attributable primarily to the impact of 2018 materials price inflation and production delays by certain of our customers which impacted our ability to achieve the full benefit of recent price increases.

Operating expenses

Operating expenses were as follows (in thousands):

| | Three months ended March 31, | | |
|---------------------------------|------------------------------|--------|-----------|
| | 2019 | Change | 2018 |
| Selling | \$ 17,130 | 8.1% | \$ 15,846 |
| Percentage of total net revenue | 5.0% | | 5.3% |
| Administrative | \$ 48,431 | 9.6% | \$ 44,203 |
| Percentage of total net revenue | 14.2% | | 14.6% |
| Amortization | \$ 5,888 | -17.4% | \$ 7,128 |
| Percentage of total net revenue | 1.7% | | 2.4% |

Selling

The dollar increases in selling expenses for the three months ended March 31, 2019 was primarily driven by an increase in selling wages, commissions and bonuses to support our increased net revenue of 13.4%. Selling expense as a percentage of sales decreased slightly for the three months ended March 31, 2019 compared to 2018 primarily due to selling leverage gained through increased net revenue.

Administrative

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

The increase in administrative expenses for the three months ended March 31, 2019 was primarily due to an increase in wages, benefits and facility costs attributable to both acquisitions and organic growth.

Administrative expense decreased as a percentage of sales for the three months ended March 31, 2019 compared to 2018 primarily due to leverage on wages and benefits gained through increased net revenue.

Table of Contents*Other expense*

Other expense, net was as follows (in thousands):

| | Three months ended March 31, | | |
|----------------------------|------------------------------|--------------|-----------------|
| | 2019 | Change | 2018 |
| Interest expense, net | \$ 5,676 | 40.5% | \$ 4,040 |
| Other | 125 | 2.5% | 122 |
| Total other expense | \$ 5,801 | 39.4% | \$ 4,162 |

The increase in interest expense, net during the three months ended March 31, 2019 compared to 2018 was due to increased debt balances associated with our borrowings to support acquisition-related growth.

Income tax provision

Income tax provision and effective tax rates were as follows (in thousands):

| | Three months ended March 31, | |
|----------------------|------------------------------|----------|
| | 2019 | 2018 |
| Income tax provision | \$ 3,354 | \$ 2,243 |
| Effective tax rate | 27.5% | 26.0% |

During the three months ended March 31, 2019, our tax rate was unfavorably impacted due to separate tax filing entities in a loss position for which a full valuation allowance is required, resulting in no tax benefit for recognized losses.

Other comprehensive (loss) income

Other comprehensive (loss) income was as follows (in thousands):

| | Three months ended March 31, | |
|---|------------------------------|----------|
| | 2019 | 2018 |
| Unrealized (loss) gain on cash flow hedge, net of taxes | \$ (2,749) | \$ 1,160 |

During the three months ended March 31, 2019, our cash flow hedge position decreased primarily due to unexpected changes in interest rates. During the three months ended March 31, 2018 we recorded a gain on our cash flow hedge due to favorable interest rate movements.

KEY FACTORS AFFECTING OUR OPERATING RESULTS*Cost of Materials*

We purchase the materials that we install primarily from manufacturers. The industry supply of materials we install was disrupted due to a catastrophic failure at a manufacturer's facility during the fourth quarter of 2017, resulting in insulation material allocation for certain insulation products and, as a result, contributed to increased market pricing throughout 2018. Increased market pricing, regardless of the catalyst, has and could continue to impact our results of operations in 2019, to the extent that price increases cannot be passed on to our customers. We will continue to work with our customers to adjust selling prices to offset these higher costs.

Table of Contents

Labor Costs and Charitable Activities

Our business is labor intensive. While the availability of labor in many markets has continued to tighten as the demand for installers increases, we experienced strong employee retention, turnover and labor efficiency rates in the three months ended March 31, 2019. We believe this is a result of various programs meant to benefit our employees, including our financial wellness plan and longevity stock compensation plan for employees. While improved retention drives lower costs to recruit and train new employees and improves installer productivity, these improvements are somewhat offset by the additional costs of these incentives. We expect to spend more to hire, train and retain installers to support our growing business in 2019, as tight labor availability continues within the construction industry. During the three months ended March 31, 2019, we also launched the Installed Building Products Foundation meant to benefit IBP employees, their families and their communities. We set a goal to donate more than \$1.0 million to not-for-profit entities and individuals in 2019 through the Foundation's programs.

LIQUIDITY AND CAPITAL RESOURCES

Our capital resources primarily consist of cash from operations and borrowings under our credit agreement and capital equipment leases and loans. Our primary capital requirements are to fund working capital needs, operating expenses, acquisitions and capital expenditures and meet required principal and interest payments. We may also use our resources to fund our optional stock repurchase program. Our investments consist of highly liquid instruments primarily including corporate bonds and commercial paper. As of March 31, 2019, we had no outstanding borrowings under our ABL Revolver (as defined below).

Senior Secured Credit Facilities

On April 13, 2017, we entered into a term loan credit agreement (the "Term Loan Agreement"), which provides for our \$300.0 million, seven-year term loan facility (the "Term Loan") amortizing in quarterly principal payments of \$1.0 million. On April 13, 2017, we also entered into an asset-based lending credit agreement (the "ABL Credit Agreement") and together with the Term Loan Agreement, the "Senior Secured Credit Agreements"), which provides for a revolving credit facility up to approximately \$100.0 million and up to \$50.0 million for the issuance of letters of credit (the "ABL Revolver") and together with the Term Loan, the "Senior Secured Credit Facilities").

The Term Loan Agreement was amended on November 30, 2017 to refinance the total principal amount of the Term Loan outstanding immediately prior to the effective date of the amendment on substantially the same terms as the initial Term Loan, except for (i) a decrease in the margins applicable to the base rate and Eurodollar rate loans, (ii) an increase in the cap on permitted indebtedness related to capital expenditures other than finance lease obligations and (iii) the inclusion of a mechanism to establish an alternative Eurodollar rate if certain circumstances have arisen such that the London Interbank Offered Rate may no longer be used. The ABL Credit Agreement was amended in December 2017 to revise the formula for maximum indebtedness incurred by the Company while subject to the terms of such agreement.

On June 19, 2018, we entered into a second amendment to the Term Loan Agreement to (i) extend the maturity date from April 15, 2024 to April 15, 2025 and (ii) increase the aggregate principal amount of the facility from \$297.8 million to \$397.8 million. All other provisions of the Term Loan were unchanged. Also on June 19, 2018, we entered into a third amendment to the ABL Credit Agreement to (i) extend the maturity date from April 13, 2022 to June 19, 2023, (ii) increase the aggregate revolving loan commitments from \$100.0 million to \$150.0 million and (iii) provide enhanced borrowing availability against certain types of accounts receivable.

Table of Contents

Our Senior Secured Credit Facilities bear interest at either the Eurodollar rate (LIBOR) or the base rate (which approximated the prime rate), at our election, plus a margin based on the type of rate applied and leverage ratio. The margin in respect of loans under (i) the Term Loan will be (A) 2.50% in the case of Eurodollar rate loans and (B) 1.50% in the case of base rate loans, and (ii) the ABL Revolver will be (A) 1.25%, 1.50% or 1.75% in the case of Eurodollar rate loans (based on a measure of availability under the agreement) and (B) 0.25%, 0.50% or 0.75% in the case of base rate loans (based on a measure of availability under the agreement).

At March 31, 2019, we were in compliance with all applicable covenants under the Senior Secured Credit Agreements.

Derivative Instruments

As of March 31, 2019, we had two interest rate swaps, each with an associated floor, with a total beginning notional of \$200.0 million, one that amortizes quarterly to \$95.3 million at a maturity date of May 31, 2022 and one that amortizes quarterly to \$93.3 million at a maturity date of April 15, 2025. We also had a forward interest rate swap with an associated floor beginning May 31, 2022 with a beginning notional of \$100.0 million that amortizes quarterly to \$97.0 million at a maturity date of April 15, 2025. Combined, these three swaps serve to hedge \$200.0 million of the variable cash flows on our Term Loan until maturity.

Vehicle and Equipment Notes

We have financing loan agreements with various lenders to provide financing for the purpose of purchasing or leasing vehicles and equipment used in the normal course of business. Vehicles and equipment purchased or leased under each financing arrangement serve as collateral for the note applicable to such financing arrangement. Regular payments are due under each note for a period of typically 60 consecutive months after the incurrence of the obligation.

Total outstanding loan balances relating to our master loan and equipment agreements were \$60.8 million and \$60.4 million as of March 31, 2019 and December 31, 2018, respectively.

Letters of Credit and Bonds

We may use performance bonds to ensure completion of our work on certain larger customer contracts that can span multiple accounting periods. Performance bonds generally do not have stated expiration dates; rather, we are released from the bonds as the contractual performance is completed. In addition, we occasionally use letters of credit and cash to secure our performance under our general liability and workers' compensation insurance programs. Permit and license bonds are typically issued for one year and are required by certain municipalities when we obtain licenses and permits to perform work in their jurisdictions. The following table summarizes our outstanding bonds, letters of credit and cash-collateral (in thousands):

| | As of March 31, 2019 |
|---|-------------------------|
| Performance bonds | \$ 42,613 |
| Insurance letters of credit and cash-collateral | 38,887 |
| Permit and license bonds | 6,884 |

Edgar Filing: Installed Building Products, Inc. - Form 10-Q

| | | |
|-----------------------------------|----|--------|
| Total bonds and letters of credit | \$ | 88,384 |
|-----------------------------------|----|--------|

Table of Contents

In January 2018, we posted \$10.0 million into a trust to serve as additional collateral for our workers' compensation and general liability policies. This \$10.0 million can be converted to a letter of credit at our discretion and is therefore not considered to be restricted cash.

Summary

The following table summarizes our liquidity (in thousands):

| | As of March 31, 2019 | As of December 31, 2018 |
|---|-------------------------|----------------------------|
| Cash and cash equivalents | \$ 88,146 | \$ 90,442 |
| Short-term investments | 10,026 | 10,060 |
| ABL Revolver ⁽¹⁾ | 150,000 | 150,000 |
| Less: outstanding letters of credit and cash-collateral | (28,887) | (28,887) |
| Total liquidity | \$ 219,285 | \$ 221,615 |

- ⁽¹⁾ Liquidity under our ABL Revolver can be limited by certain cash collateral limitations depending upon the status of our borrowing base availability. Liquidity is also reduced by \$10.0 million included within cash and cash equivalents above which was deposited into a trust to serve as additional collateral for our workers' compensation and general liability policies. This amount can be converted to a letter of credit at our discretion and would reduce the availability on our ABL Revolver included in the table above.

We believe that our cash flows from operations, combined with our current cash levels and available borrowing capacity, will be adequate to support our ongoing operations and to fund our debt service requirements, capital expenditures and working capital for at least the next 12 months as evidenced by our net positive cash flows from operations for each of the three months ended March 31, 2019 and 2018.

Historical cash flow information*Cash flows from operating activities*

Net cash provided by operating activities was \$15.9 million and \$6.1 million for the three months ended March 31, 2019 and 2018, respectively. Generally, the primary driver of our cash flows from operating activities is operating income adjusted for certain non-cash items, offset by cash payments for taxes and interest on our outstanding debt. Our cash flows from operations can be impacted by the timing of our cash collections on sales and collection of retainage amounts. In addition, cash flows are seasonally stronger in the third and fourth quarters as a result of increased construction activity.

Cash flows from investing activities

Business Combinations. During the three months ended March 31, 2019 and 2018, we made cash payments of \$5.1 million and \$11.5 million, respectively, on business combinations.

Table of Contents

Capital Expenditures. Total cash paid for property and equipment was \$8.7 million and \$10.2 million for the three months ended March 31, 2019 and 2018, respectively, and was primarily related to purchases of vehicles and various equipment to support our growing operations. We expect to continue to support any increases in 2019 net revenue through further capital expenditures.

Other. During the three months ended March 31, 2019 and 2018, we invested \$7.5 million and \$17.8 million, respectively, in short-term investments consisting primarily of corporate bonds and commercial paper and had \$7.5 million and \$19.0 million in short-term investments that matured during the three months ended March 31, 2019 and 2018, respectively.

Cash flows from financing activities

We utilize our credit facilities to support our operations and continuing acquisitions, fund our stock repurchase program at our discretion and finance our fleet expansion. During the three months ended March 31, 2019 and 2018, we made principal payments of \$3.9 million and \$3.1 million, respectively, on fixed asset loans, made \$1.4 million and \$1.6 million, respectively, in principal payments on our finance leases, and received proceeds of \$4.9 million and \$4.5 million, respectively, from our fixed asset loans, which serve to offset a significant portion of the capital expenditures included in cash flows from investing activities as described above. We also incurred \$2.8 million and \$1.7 million of acquisition-related obligations during the three months ended March 31, 2019 and 2018, respectively. Lastly, we repurchased approximately 413 thousand shares of our common stock for \$24.6 million during the three months ended March 31, 2018 as part of our stock repurchase plan.

Contractual Obligations

We had no significant changes to our obligations during the three months ended March 31, 2019. While the amount of operating lease obligations did not change materially since December 31, 2018, these amounts are now presented on the Condensed Consolidated Balance Sheet as of March 31, 2018 as required by ASC 842. See Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations within our 2018 Form 10-K for additional information on our contractual obligations.

Critical Accounting Policies and Estimates

During the three months ended March 31, 2019, we changed our accounting policy regarding leases upon adoption of ASC 842. See Note 7, Leases, for more information. There have been no other changes to our critical accounting policies and estimates from those previously disclosed in our 2018 Form 10-K.

Recently Adopted Accounting Pronouncements

| Standard | Adoption |
|--|--|
| ASU 2016-02, <i>Leases</i> (Topic 842) | This ASU requires substantially all leases, with the exception of leases with a term of one year or less, to be recorded on the balance sheet as a lease liability measured as the present value of the future lease payments with a corresponding right-of-use asset. This ASU also requires disclosures designed to give financial statement users information on the amount, timing and uncertainty of cash flows. See Note 7, Leases, for further information regarding our lease accounting policies. |

Table of Contents**Forward-Looking Statements**

This report contains forward-looking statements within the meaning of the federal securities laws, including with respect to the housing market, our financial and business model, our efforts to navigate the material pricing environment, our ability to increase selling prices, our material and labor costs, demand for our services and product offerings, expansion of our national footprint and diversification, our ability to capitalize on the new home and commercial construction recovery, our ability to grow and strengthen our market position, our ability to pursue and integrate value-enhancing acquisitions, our ability to improve sales and profitability and expectations for demand for our services and our earnings in 2019. Forward-looking statements may generally be identified by the use of words such as anticipate, believe, estimate, project, predict, possible, forecast, may, could, would, should, shall, plan, and will or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Any forward-looking statements that we make herein and in any future reports and statements are not guarantees of future performance, and actual results may differ materially from those expressed in or suggested by such forward-looking statements as a result of various factors, including, without limitation, general economic and industry conditions, the material price environment, the timing of increases in our selling prices and the factors discussed in the Risk Factors section of our 2018 Form 10-K, as the same may be updated from time to time in our subsequent filings with the SEC. Any forward-looking statement made by the Company in this report speaks only as of the date hereof. New risks and uncertainties arise from time to time and it is impossible for the Company to predict these events or how they may affect it. The Company has no obligation, and does not intend, to update any forward-looking statements after the date hereof, except as required by federal securities laws.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks related to fluctuations in interest rates on our outstanding variable rate debt. As of March 31, 2019, we had approximately \$394.8 million outstanding on the Term Loan, no outstanding borrowings on the ABL Revolver and \$0.2 million outstanding under various finance leases subject to variable interest rates. Upon entering the second amendment to the Term Loan Agreement during the year ended December 31, 2018, we increased the aggregate principal amount of our debt by \$100.0 million. On July 16, 2018, we entered a seven-year interest rate swap with a beginning notional of \$100.0 million that serves to hedge the additional \$100.0 million Term Loan. We also entered into a forward interest rate swap beginning May 31, 2022 with beginning notional of \$100.0 million. All of our derivatives combine to reduce our variable rate debt by \$200.0 million, resulting in total variable rate debt exposed to market risks of \$195.0 million as of March 31, 2019. A hypothetical one percentage point increase (decrease) in interest rates on our variable rate debt would increase (decrease) our annual interest expense by approximately \$2.0 million.

For variable rate debt, interest rate changes generally do not affect the fair value of the debt instrument, but do impact future earnings and cash flows, assuming other factors are held constant. We have not entered into and currently do not hold derivatives for trading or speculative purposes.

Item 4. Controls and Procedures
Evaluation of Disclosure Controls and Procedures

We have evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) as required by Exchange Act Rules 13a-15(e) and 15d-15(e). Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of March 31, 2019.

Table of Contents**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting during the three months ended March 31, 2019 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION**Item 1. Legal Proceedings**

See Part I, Item 1. Financial Statements, Note 14, Commitments and Contingencies Other Commitments and Contingencies, for information about existing legal proceedings.

Item 1A. Risk Factors

There have been no material changes for the three months ended March 31, 2019 from the risk factors as disclosed in our 2018 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table shows the stock repurchase activity for the three months ended March 31, 2019:

| | Total Number of Shares Purchased ⁽¹⁾ | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs ⁽²⁾ |
|-----------------------|--|---------------------------------------|---|--|
| January 1 - 31, 2019 | 198 | \$ 39.70 | | |
| February 1 - 28, 2019 | | | | |
| March 1 - 31, 2019 | | | | |
| | 198 | \$ 39.70 | | \$ 60.6 million |

(1) Represents 198 shares surrendered to the Company by employees to satisfy tax withholding obligations arising in connection with the vesting of 564 shares of restricted stock awarded under our 2014 Omnibus Incentive Plan.

(2) On February 28, 2018, our board of directors authorized a \$50 million stock repurchase program effective March 2, 2018 through February 28, 2019, unless extended by the board of directors. On October 31, 2018, our board of directors approved an additional stock repurchase program, effective November 5, 2018, pursuant to which we may purchase up to an additional \$100 million of our outstanding common stock. The program will

remain in effect until February 28, 2020, unless extended by the board of directors. During the three months ended March 31, 2019, we did not repurchase any shares under our stock repurchase program.

Table of Contents**Item 3. Defaults Upon Senior Securities**

There have been no material defaults in senior securities.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a)(3) Exhibits

The following exhibits are being filed as part of this Quarterly Report on Form 10-Q:

| Exhibit Number | Description |
|----------------|---|
| 31.1* | <u>CEO Certification pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 31.2* | <u>CFO Certification pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.1* | <u>CEO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.2* | <u>CFO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 101.INS** | XBRL Instance Document |
| 101.SCH** | XBRL Taxonomy Extension Schema Document |
| 101.CAL** | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB** | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE** | XBRL Taxonomy Extension Presentation Linkbase Document |
| 101.DEF** | XBRL Taxonomy Extension Definition Linkbase Document |

* Filed herewith.

** Submitted electronically with the report.

Table of Contents

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.

Date: May 3, 2019

INSTALLED BUILDING PRODUCTS, INC.

By: /s/ Jeffrey W. Edwards
Jeffrey W. Edwards
President and Chief Executive Officer

By: /s/ Michael T. Miller
Michael T. Miller
*Executive Vice President and Chief
Financial Officer*