

Heatcraft Inc.
Form 424B5
October 25, 2016
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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-214162**

This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933, but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated October 25, 2016

Preliminary prospectus supplement

(To Prospectus dated October 18, 2016)

Lennox International Inc.

\$ **% Notes due**

Interest payable ***and***

Issue Price:

We are offering \$ principal amount of our % notes due , which we refer to in this prospectus supplement as the notes.

Interest will accrue on the notes from , 2016 and we will pay interest on the notes semi-annually on and of each year, beginning , 2017. The notes will mature on , and will be issued only in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

We may redeem the notes, in whole or in part, at any time and from time to time prior to their maturity at the redemption prices set forth under Description of the notes and guarantees Optional redemption. If we experience a Change of Control Triggering Event (as defined under Description of the notes and guarantees Change of control triggering event), we may be required to offer to purchase the notes from holders at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of purchase. See Description of the notes and guarantees Change of control triggering event.

The notes will be our senior unsecured obligations and will rank equally in right of payment to all of our existing and future senior unsecured and unsubordinated indebtedness and will be effectively subordinated to all of our existing and future secured indebtedness to the extent of the value of our assets and the assets of our subsidiaries securing such indebtedness. The notes will be guaranteed on a senior unsecured basis by certain of our subsidiaries. The notes will be structurally subordinated to the indebtedness and other liabilities of our non-guarantor subsidiaries, including all of our foreign subsidiaries. See Description of the notes and guarantees.

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We do not intend to apply for listing of the notes on any securities exchange or any automated quotation system. Currently, there is no public market for the notes.

Investing in the notes involves risks. See Risk factors beginning on page S-7 of this prospectus supplement and the risk factors contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which is incorporated by reference herein, for a discussion of certain risks that you should consider in connection with an investment in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Price to public(1)	Underwriting discount	Proceeds, before expenses, to Lennox
Per Note	%	%	%
Total	\$	\$	\$

(1) Plus accrued interest, if any, from November , 2016, if settlement occurs after that date.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company (DTC) for the benefit of its participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, on or about November , 2016.

Joint Book-Running Managers

J.P. Morgan

October , 2016

Wells Fargo Securities

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Prospectus

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About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering and the notes offered hereby. The second part is the accompanying prospectus, dated October 18, 2016, which we refer to as the accompanying prospectus. The accompanying prospectus contains a general description of our debt securities and gives more general information, some of which may not apply to the notes offered hereby. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document that has previously been filed and is incorporated into this prospectus by reference, on the other hand, the information in this prospectus supplement shall control.

Before you invest in our securities, you should carefully read the registration statement (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus forms a part, this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein. The documents incorporated by reference into this prospectus supplement are described under Information we incorporate by reference.

We have not, and the underwriters have not, authorized any dealer, salesperson or other person to give any information or to make any representation other than those contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectus that we may provide to you and take no responsibility for any other information that others may give to you. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate. Also, this prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom such offer or solicitation is unlawful. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference is accurate on any date after the respective dates of such documents, even though this prospectus supplement and the accompanying prospectus are delivered or securities are sold on a later date. Our business, financial condition and results of operations may have changed since those dates.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus supplement to we, us, our, the Company or Lennox mean Lennox International Inc. and its direct and indirect subsidiaries on a consolidated basis.

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Where you can find more information

We file annual, quarterly and current reports and other information with the Securities and Exchange Commission (the "SEC"). We make available, free of charge through our web site (www.lennoxinternational.com), our annual, quarterly and current reports and amendments to those reports, as soon as reasonably possible after such material is electronically filed with, or furnished to, the SEC. The information on our web site is not a part of, or incorporated by reference into, this prospectus supplement. You may also read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549. You may obtain further information regarding the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers, including Lennox, that file electronically with the SEC.

Information we incorporate by reference

We are incorporating by reference into this prospectus supplement certain information we file with the SEC. This means we are disclosing important information to you by referring you to the documents containing the information. The information we incorporate by reference is considered to be a part of this prospectus supplement. Information that we file later with the SEC that is deemed incorporated by reference into this prospectus supplement (but not information deemed to be furnished to and not filed with the SEC) will automatically update and supersede information previously included.

We are incorporating by reference into this prospectus supplement the documents listed below and any subsequent filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (excluding information deemed to be furnished and not filed with the SEC) until we sell all of the securities we are offering with this prospectus supplement:

Our Annual Report on Form 10-K for the year ended December 31, 2015, including the information specifically incorporated by reference into our Form 10-K from our Definitive Proxy Statement on Schedule 14A, as filed with the SEC on April 1, 2016;

Our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016, June 30, 2016 and September 30, 2016;

Our Current Reports on Form 8-K filed with the SEC on February 10, 2016, May 13, 2016, July 6, 2016, September 2, 2016 and September 19, 2016; and

The description of our common stock contained in our Form 8-A dated July 12, 1999.

You may also obtain a copy of our filings with the SEC at no cost by writing to or telephoning us at the following address:

Investor Relations

Lennox International Inc.

2140 Lake Park Blvd.

Richardson, Texas 75080

(972) 497-5000

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Forward-looking statements

In this prospectus supplement and the accompanying prospectus, including the information we incorporate by reference herein and therein, we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are not historical facts. These statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words anticipate, believe, continue, could, estimate, expect, forecast, goal, objective, plan, potential, predict, projection, should, will or other similar words.

Although we believe that the expectations reflected in those forward-looking statements are based upon reasonable assumptions, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements. You should exercise caution in interpreting and relying on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond our control and that could cause actual results to differ materially from those expressed or implied in the forward-looking statements and could materially affect our actual results or performance.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements:

competition in the heating, ventilation, air conditioning and refrigeration (HVACR) business;

changes in the conditions of the U.S. construction industry;

the impact of weather on our business;

changes in legislation or government regulations or policies;

general economic conditions in the United States and abroad;

foreign currency fluctuations and changes in local government regulation associated with our international operations;

our ability to meet and anticipate customer demands;

increases in prices for commodities and components;

legal claims;

our ability to successfully execute our business strategy;

our ability to successfully realize, complete and integrate acquisitions;

labor relations problems;

litigation, tax and environmental risks;

impairment of the value of our goodwill;

volatility in capital markets;

security breaches and other disruptions or misuse of information systems;

our ability to continue to license or enforce our intellectual property rights.

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We also disclose important factors that could cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements under Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference herein.

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This summary highlights selected information about us. It does not contain all of the information that you should consider before deciding whether to invest in the notes. We encourage you to carefully read this entire prospectus supplement and the accompanying prospectus and the documents that are incorporated herein and therein, especially the Risk factors and the financial statements included or incorporated by reference herein and therein from our annual and quarterly reports filed with the SEC.

The company

We are a leading global provider of climate control solutions and design, manufacture and market a broad range of products for the HVACR markets. We have leveraged our expertise to become an industry leader known for innovation, quality and reliability. Our products and services are sold through multiple distribution channels under various brand names.

We had net sales of approximately \$3.5 billion in 2015. We serve residential customers, which accounted for approximately 54% of our 2015 net sales, and commercial customers, which accounted for approximately 46% of our 2015 net sales. In 2015, approximately 72% of our net sales were attributable to replacement business, and approximately 28% were attributable to new construction.

Approximately 89%, 7%, and 4% of our 2015 net sales were to the Americas, Europe and Asia Pacific, respectively. In this regard, 100% of the net sales of our residential heating and cooling segment were to North America, approximately 82% and 18% of the net sales of our commercial heating and cooling segment were to the Americas and Europe, respectively, and approximately 67%, 20% and 13% of the net sales of our refrigeration segment were to the Americas, Asia Pacific and Europe, respectively.

Shown in the table below are our three business segments, the key products, services and well-known product and brand names within each segment and net sales in 2015 by segment.

Segment	Products & services	Product and brand names	2015 net sales (in millions)
Residential Heating & Cooling	Furnaces, air conditioners, heat pumps, packaged heating and cooling systems, indoor air quality equipment, comfort control products, replacement parts	Lennox, Dave Lennox Signature, Armstrong Air, Ducane, Aire-Flo, Air-Ease, Concord, Magic-Pak, ADP Advanced Distributor Products, iComfort and Lennox PartsPlus	\$ 1,866.9
Commercial Heating & Cooling	Unitary heating and air conditioning equipment, applied systems controls, installation and service of commercial heating and cooling equipment	Lennox, Allied Commercial Magic-Pak, Raider, Landmark, Prodigy, Strategos, Emergence and Lennox National Account Services	887.2
Refrigeration	Condensing units, unit coolers, fluid coolers, air cooled condensers, air handlers, process chillers, controls, compressorized racks, supermarket display cases and systems	Heatcraft Worldwide Refrigeration, Bohn, Larkin, Climate Control, Chandler Refrigeration, Kysor/Warren Friga-Bohn, HK Refrigeration, Hyfra, Kirby, Interlink	713.3
			Total \$ 3,467.4

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Our executive offices are located at 2140 Lake Park Blvd., Richardson, Texas 75080, and our telephone number is (972) 497-5000. Our website is located at www.lennoxinternational.com. Information on or accessible through our website is not part of, or incorporated by reference into, this prospectus supplement, other than documents filed with the SEC that we incorporate by reference.

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The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the notes, see Description of the notes and guarantees.

Issuer	Lennox International Inc.
Notes Offered	\$ aggregate principal amount of % notes due .
Maturity	The notes will mature on , .
Interest	The notes will bear interest from November , 2016 at the rate of % per annum.
Interest Payment Dates	Interest on the notes is payable semi-annually in arrears on and of each year, commencing , 2017.
Ranking	<p>The notes will be our senior unsecured obligations and will be:</p> <p>equal in right of payment to all of our existing and future senior unsecured and unsubordinated indebtedness;</p> <p>senior in right of payment to all of our existing and future subordinated indebtedness;</p> <p>effectively subordinated to all of our existing and future secured indebtedness to the extent of the value of our assets and the assets of our subsidiaries securing such indebtedness; and</p> <p>structurally subordinated to all of the existing and future indebtedness and other liabilities of our non-guarantor subsidiaries.</p>
Subsidiary Guarantees	<p>The notes will be guaranteed, on a senior unsecured basis, by each of our domestic subsidiaries that guarantee payment by us of any indebtedness under our domestic revolving credit facility. A subsidiary's guarantee of the notes is subject to release under certain circumstances, including if such subsidiary no longer guarantees our obligations under any of our other indebtedness and such other guarantees have been released other than through discharges as a result of payment by such guarantor on such guarantees. See Description of the notes and guarantees Subsidiary guarantees.</p> <p>The guarantee of each subsidiary guarantor will be a senior unsecured obligation of that guarantor and will be:</p>

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equal in right of payment to all existing and future senior indebtedness of that guarantor;

senior in right of payment to all existing and future subordinated indebtedness of that guarantor;

effectively subordinated to all existing and future secured indebtedness of that guarantor to the extent of the value of the assets securing such indebtedness; and

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structurally subordinated to all of the existing and future indebtedness and other liabilities of the non-guarantor subsidiaries of the subsidiary guarantors.

The notes will be structurally subordinated to the indebtedness and other liabilities of our non-guarantor subsidiaries. As of September 30, 2016, the indebtedness and other liabilities of our non-guarantor subsidiaries were approximately \$532.7 million (including intercompany indebtedness and liabilities). Our non-guarantor subsidiaries generated approximately 20.2% of our net sales for the fiscal year ended December 31, 2015 and approximately 18.5% of our net sales for the three months ended September 30, 2016. The assets of our non-guarantor subsidiaries (excluding the receivable securitization and goodwill of our non-guarantor subsidiaries) represented approximately 30.5% of our total consolidated assets as of September 30, 2016.

Optional Redemption

We may redeem the notes prior to maturity, in whole or in part, at the redemption prices set forth below:

If the notes are redeemed prior to _____, (the date that is _____ month(s) prior to the stated maturity date for the notes), the notes will be redeemable at a redemption price equal to the greater of the principal amount of such notes and the make-whole price described under Description of the notes and guarantees in this prospectus supplement, plus, in each case, accrued and unpaid interest to the redemption date.

If the notes are redeemed on or after _____, (the date that is _____ month(s) prior to the stated maturity date for the notes), the notes will be redeemable at a redemption price equal to 100% of the principal amount of such notes plus accrued and unpaid interest thereon to but excluding the redemption date.

Change of Control Triggering Event Upon a Change of Control Triggering Event (as defined under Description of the notes and guarantees Change of control triggering event in this prospectus supplement), you will have the right to require us to repurchase all or a portion of your notes at a repurchase price equal to 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest, if any. See Description of the notes and guarantees Change of control triggering event.

Covenants

The indenture governing the notes will contain covenants that, among other things, limit our ability and the ability of the subsidiary guarantors to:

create or incur certain liens;

enter into certain sale and leaseback transactions; and

enter into certain mergers, consolidations and transfers of substantially all of our assets.

Form and Denomination

We will issue the notes in the form of one or more fully registered global notes registered in the name of the nominee of DTC. Beneficial interests in the notes will be shown on, and transfers will be effected through, records maintained by

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DTC and its participants. The notes will be issued only in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. See Description of the notes and guarantees Book-entry system; delivery and form.

Use of Proceeds

We expect to receive net proceeds from the offering of notes of approximately \$ million after deducting the underwriting discounts and the estimated offering expenses. We intend to use the net proceeds of this offering for working capital and other general corporate purposes, which may include repurchasing shares of our common stock or repaying indebtedness. See Use of proceeds in this prospectus supplement.

Risk Factors

You should consider carefully all the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus and, in particular, you should evaluate the specific factors set forth under Risk factors beginning on page S-7 of this prospectus supplement before deciding whether to invest in the notes.

Table of Contents**Summary historical consolidated financial data**

We derived the following summary historical consolidated financial data from our consolidated financial statements as of and for the fiscal years ended December 31, 2011 through 2015 and as and for the nine months ended September 30, 2015 and 2016. Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States. You should read the following summary historical consolidated financial data in conjunction with the financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, which are incorporated by reference in this prospectus supplement and our other filings with the SEC. Interim results for the nine months ended September 30, 2016 are not necessarily indicative of results of operations for the full year.

	Nine months ended September 30,		2015	2014	2013 (audited)	Fiscal year ended December 31,	
	2016 (unaudited)	2015				2012	2011
(in millions, except ratios and per share data)							
Statements of Operations Data:							
Net sales(1)	\$ 2,744.4	\$ 2,633.3	\$ 3,467.4	\$ 3,367.4	\$ 3,199.1	\$ 2,949.4	\$ 2,840.9
Operational income from continuing operations	361.3	284.9	305.4	334.7	289.0	219.1	184.4
Income from continuing operations	237.9	175.8	187.2	208.1	179.9	135.0	111.5
Net income	237.3	175.3	186.6	205.8	171.8	90.0	88.3
Diluted earnings per share from continuing operations	5.39	3.86	4.11	4.28	3.55	2.63	2.09
Dividends declared per share	1.22	1.02	1.38	1.14	0.92	0.76	0.72
Other Financial Data:							
Capital expenditures(2)	\$ 59.4	\$ 47.0	\$ 69.9	\$ 88.4	\$ 78.3	\$ 50.2	\$ 41.4
Research and development expenses(2)	48.4	46.6	62.3	60.7	53.7	49.5	47.0
Ratio of earnings to fixed charges (unaudited)(3)	14.9x	12.9x	10.5x	14.7x	15.2x	9.9x	8.3x

	As of September 30,		2015	2014	2013 (audited)	As of December 31,	
	2016 (unaudited)	2015				2012	2011
(in millions)							
Balance Sheet Data:							
Cash and cash equivalents	\$ 47.8	\$ 35.1	\$ 38.9	\$ 37.5	\$ 38.0	\$ 51.8	\$ 45.0