

Tower International, Inc.  
Form 10-Q  
July 26, 2016

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 June 30, 2016**

**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 001-34903**

**TOWER INTERNATIONAL, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**27-3679414**

(I.R.S. Employer  
Identification No.)

**17672 Laurel Park Drive North**

**Suite 400 E**

**Livonia, Michigan**

(Address of principal executive offices)

**48152**

(Zip Code)

**(248) 675-6000**

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, 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 and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12(b)-2 of the Securities and Exchange Act.

Large Accelerated Filer ☐ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12(b)-2 of the Securities and Exchange Act).

Yes ☐ No ☒

As of July 20, 2016, there were 21,052,798 shares of the registrant's common stock, \$0.01 par value per share, outstanding.



Tower International, Inc. and Subsidiaries

**Form 10-Q**

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PART 1 — FINANCIAL INFORMATION

ITEM 1. Financial Statements.

**TOWER INTERNATIONAL, INC. AND SUBSIDIARIES**

**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Amounts in thousands, except share data - unaudited)

	June 30, 2016	December 31, 2015
<b>ASSETS</b>		
Cash and cash equivalents	\$51,777	\$ 121,594
Accounts receivable, net of allowance of \$887 and \$1,277	256,684	223,735
Inventories (Note 3)	70,632	66,648
Assets held for sale (Note 4)	102,378	113,664
Prepaid tooling, notes receivable, and other	93,031	68,242
Total current assets	574,502	593,883
Property, plant, and equipment, net	461,488	427,887
Goodwill (Note 6)	59,944	59,340
Deferred tax asset	119,559	127,207
Other assets, net	7,545	7,180
Total assets	\$1,223,038	\$ 1,215,497
<b>LIABILITIES AND EQUITY</b>		
Short-term debt and current maturities of capital lease obligations (Note 8)	\$32,634	\$ 29,492
Accounts payable	296,735	268,008
Accrued liabilities	103,009	100,529
Liabilities held for sale (Note 4)	49,100	44,157
Total current liabilities	481,478	442,186
Long-term debt, net of current maturities (Note 8)	382,823	409,116
Obligations under capital leases, net of current maturities (Note 8)	5,627	5,984
Deferred tax liability	6,600	6,167
Pension liability (Note 11)	61,157	65,621
Other non-current liabilities	74,512	79,704
Total non-current liabilities	530,719	566,592
Total liabilities	1,012,197	1,008,778
Commitments and contingencies (Note 17)		

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Stockholders' equity:

Tower International, Inc.'s stockholders' equity

Preferred stock, \$0.01 par value, 50,000,000 authorized and 0 issued and outstanding	\$-	\$ -
Common stock, \$0.01 par value, 350,000,000 authorized, 22,083,655 issued and 21,165,098 outstanding at June 30, 2016, and 22,003,820 issued and 21,111,610 outstanding at December 31, 2015	221	220
Additional paid in capital	338,923	337,864
Treasury stock, at cost, 918,557 and 892,210 shares as of June 30, 2016 and December 31, 2015	(16,688 )	(16,067 )
Accumulated deficit	(44,722 )	(44,030 )
Accumulated other comprehensive loss (Note 12)	(73,855 )	(80,492 )
Total Tower International, Inc.'s stockholders' equity	203,879	197,495
Noncontrolling interests in subsidiaries (Note 12)	6,962	9,224
Total stockholders' equity	210,841	206,719
Total liabilities and stockholders' equity	\$1,223,038	\$ 1,215,497

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**TOWER INTERNATIONAL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Amounts in thousands, except share and per share amounts - unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Revenues	\$ 505,131	\$ 449,528	\$ 994,325	\$ 898,991
Cost of sales	442,989	388,594	875,094	782,693
Gross profit	62,142	60,934	119,231	116,298
Selling, general, and administrative expenses	32,050	30,301	64,902	59,733
Amortization expense (Note 6)	116	-	232	-
Restructuring and asset impairment charges, net (Note 7)	840	5,266	1,586	6,200
Operating income	29,136	25,367	52,511	50,365
Interest expense	4,987	3,880	12,569	11,598
Interest income	40	3	68	10
Other expense	2,905	-	6,481	-
Income before provision for income taxes, equity in profit of joint venture, and loss from discontinued operations	21,284	21,490	33,529	38,777
Provision for income taxes (Note 10)	6,015	1,951	9,531	3,831
Income from continuing operations	15,269	19,539	23,998	34,946
Loss from discontinued operations, net of tax (Note 4)	(20,021 )	(400 )	(20,366 )	(1,686 )
Net income / (loss)	(4,752 )	19,139	3,632	33,260
Less: Net income attributable to the noncontrolling interests	89	493	95	573
Net income / (loss) attributable to Tower International, Inc.	\$ (4,841 )	\$ 18,646	\$ 3,537	\$ 32,687
Weighted average basic shares outstanding	21,164,505	21,104,735	21,145,588	21,077,633
Weighted average diluted shares outstanding	21,489,161	21,403,354	21,469,818	21,382,041
Basic income per share attributable to Tower International, Inc.:				
Income per share from continuing operations (Note 13)	\$ 0.72	\$ 0.90	\$ 1.13	\$ 1.63
Loss per share from discontinued operations (Note 13)	(0.95 )	(0.02 )	(0.96 )	(0.08 )
Income / (loss) per share (Note 13)	(0.23 )	0.88	0.17	1.55
Diluted income per share attributable to Tower International, Inc.:				
Income per share from continuing operations (Note 13)	\$ 0.71	\$ 0.89	\$ 1.11	\$ 1.61
Loss per share from discontinued operations (Note 13)	(0.93 )	(0.02 )	(0.95 )	(0.08 )

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Income / (loss) per share (Note 13)	(0.23	)	0.87	0.16	1.53
Dividends declared per share	\$ 0.10		\$ -	\$ 0.20	\$ -

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



**TOWER INTERNATIONAL, INC. AND SUBSIDIARIES**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)**

(Amounts in thousands - unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income / (loss)	\$ (4,752 )	\$ 19,139	\$ 3,632	\$ 33,260
Other comprehensive income / (loss), net of tax:				
Foreign currency translation adjustments, net of tax expense / (benefit) of \$2.1 million, \$0 million, (\$1 million), and \$0 million	(1,953 )	1,234	6,444	(9,168 )
Other comprehensive income / (loss), net of tax:	(1,953 )	1,234	6,444	(9,168 )
Comprehensive income / (loss)	(6,705 )	20,373	10,076	24,092
Less: Comprehensive income / (loss) attributable to noncontrolling interests	(118 )	441	(98 )	545
Comprehensive income / (loss) attributable to Tower International, Inc.	\$ (6,587 )	\$ 19,932	\$ 10,174	\$ 23,547

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**TOWER INTERNATIONAL, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(Amounts in thousands - unaudited)**

	Six Months Ended June 30,	
	2016	2015
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 3,632	\$ 33,260
Less: Loss from discontinued operations, net of tax	(20,366 )	(1,686 )
Income from continuing operations	23,998	34,946
Adjustments required to reconcile income from continuing operations to net cash provided by / (used in) continuing operating activities:		
Deferred income tax provision	8,116	107
Depreciation and amortization	35,483	35,846
Non-cash share-based compensation	1,034	1,302
Pension income, net of contributions	(4,467 )	(6,228 )
Change in working capital and other operating items	(41,769 )	(54,056 )
Net cash provided by / (used in) continuing operating activities	\$ 22,395	\$ 11,917
<b>INVESTING ACTIVITIES:</b>		
Cash disbursed for purchases of property, plant, and equipment, net	\$ (60,926 )	\$ (28,233 )
Net cash used in continuing investing activities	\$ (60,926 )	\$ (28,233 )
<b>FINANCING ACTIVITIES:</b>		
Proceeds from borrowings	\$ 295,904	\$ 63,372
Repayments of borrowings	(272,437 )	(62,420 )
Repayments on Term Loan Credit Facility	(50,000 )	(25,000 )
Proceeds from termination of cross currency swaps	-	32,377
Dividend payments to Tower shareholders	(4,229 )	-
Proceeds from stock options exercised	25	148
Purchase of treasury stock	(621 )	(6,549 )
Net cash provided by / (used in) continuing financing activities	\$ (31,358 )	\$ 1,928
<b>Discontinued operations:</b>		
Net cash from discontinued operating activities	\$ 3,074	\$ 7,406
Net cash from discontinued investing activities	(1,907 )	(2,802 )
Net cash from discontinued financing activities	(2,635 )	(2,995 )
Net cash from discontinued operations	\$ (1,468 )	\$ 1,609
Effect of exchange rate changes on continuing cash and cash equivalents	\$ 1,540	\$ (2,499 )

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NET CHANGE IN CASH AND CASH EQUIVALENTS	\$ (69,817 )	\$ (15,278 )
CASH AND CASH EQUIVALENTS:		
Beginning of period	\$ 121,594	\$ 132,684
End of period	\$ 51,777	\$ 117,406
Supplemental Cash Flow Information:		
Interest paid, net of amounts capitalized	\$ 9,699	\$ 10,361
Income taxes paid	2,182	1,732
Non-cash Investing Activities:		
Capital expenditures in liabilities for purchases of property, plant, and equipment	\$ 20,327	\$ 10,699

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

TOWER INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

**Note 1. Organization and Basis of Presentation**

Tower International, Inc. and its subsidiaries (collectively referred to as the “Company” or “Tower International”), is a leading integrated global manufacturer of engineered automotive structural metal components and assemblies, primarily serving original equipment manufacturers (“OEMs”), including Ford, Volkswagen Group, Chrysler, Volvo, Nissan, Fiat, Daimler, Toyota, BMW, and Honda. Products include body structures, assemblies and other chassis, structures, and lower vehicle systems and suspension components for small and large cars, crossovers, pickups, and sport utility vehicles (“SUVs”). Including both wholly owned subsidiaries and majority owned subsidiaries, the Company has strategically located production facilities in the United States, Germany, Brazil, Belgium, Slovakia, China, Italy, Poland, Mexico, and the Czech Republic, supported by engineering and sales locations in the United States, Germany, Italy, Brazil, Japan, China, and India.

The accompanying Condensed Consolidated Financial Statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). 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 the fair presentation of such financial statements. Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the SEC. Although the Company believes that the disclosures are adequate to make the information presented not misleading, these Condensed Consolidated Financial Statements should be read in conjunction with the audited year-end financial statements and the notes thereto included in the most recent Annual Report on Form 10-K filed by the Company with the SEC. The interim results for the periods presented may not be indicative of the Company’s actual annual results.

*Principles of Consolidation*

The Condensed Consolidated Financial Statements include the accounts of the Company and all subsidiaries over which the Company exercises control. All intercompany transactions and balances have been eliminated upon consolidation.

**Note 2. New Accounting Pronouncements**

### *Revenue Recognition*

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*. This ASU outlines a single comprehensive model for entities to utilize to recognize revenue when it transfers goods or services to customers in an amount that reflects the consideration that will be received in exchange for the goods and services. Additional disclosures will also be required to enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In August 2015, the FASB deferred the effective date of this standards update to fiscal years beginning after December 15, 2017, with early adoption permitted on the original effective date of fiscal years beginning after December 15, 2016. In 2016, the FASB issued ASU No. 2016-08, ASU No. 2016-10, ASU No. 2016-11, and ASU 2016-12, all of which amend the implementation guidance and illustrations in the Board's new revenue standard. The Company is currently evaluating significant contracts and assessing any impact to the Consolidated Financial Statements.

### *Inventory*

In July 2015, the FASB issued ASU No. 2015-11, *Inventory: Simplifying the Measurement of Inventory*, which requires entities that measure inventory using first-in, first-out (FIFO) or average cost, to measure inventory at the lower of cost and net realizable value. This ASU is effective prospectively for annual periods beginning after December 15, 2016, and interim periods therein. The Company is assessing the potential impact of this new guidance on its Consolidated Financial Statements, but does not expect a material financial statement impact related to the adoption of this ASU.

### *Leases*

In February 2016, the FASB issued ASU No. 2016-02, *Lease Accounting*. This ASU introduces a lessee model that brings most leases on the balance sheet. Further, the standard also aligns certain of the underlying principles of the new lessor model with those in ASU 2014-09. This new ASU on leases is effective for annual periods beginning after December 15, 2018, and interim periods within those fiscal years. The Company is currently evaluating significant contracts and assessing any impact to the Consolidated Financial Statements.

### *Stock Compensation*

In March 2016, the FASB issued ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects of the accounting for employee share-based payment transactions. This ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods therein. The Company is assessing the potential impact on its Consolidated Financial Statements.

## **Note 3. Inventories**

Inventories are stated at the lower of cost or market. Cost is determined by the first-in, first-out method. Maintenance, repair, and non-productive inventory, which are considered consumables, are expensed when acquired and included in the Condensed Consolidated Statements of Operations as cost of sales. Inventories consist of the following (in thousands):

	June 30, 2016	December 31, 2015
Raw materials	\$ 32,927	\$ 32,553
Work in process	14,702	12,911
Finished goods	23,003	21,184
Total inventory	\$ 70,632	\$ 66,648

## **Note 4. Discontinued Operations and Assets Held for Sale**

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During the second quarter of 2016, the Company's Board of Directors approved a plan to sell the Company's remaining business operations in Brazil and China. At June 30, 2016, all of the Brazilian and Chinese business operations are considered held for sale in accordance with FASB ASC No. 360, *Property, Plant, and Equipment*, and presented as discontinued operations in the Condensed Consolidated Financial Statements, in accordance with FASB ASC No. 205, *Discontinued Operations*.

The following table discloses select financial information of the discontinued operations of the Company's Brazilian and Chinese business operations (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Revenues	\$ 27,781	\$ 67,819	\$ 50,083	\$ 142,359
Income / (loss) from discontinued operations:				
Income / (loss) before provision for income taxes	(19,226 )	470	(19,384 )	(454 )
Provision for income taxes	795	587	982	1,043
Equity in loss of joint venture, net of tax	-	283	-	189
Loss from discontinued operations	\$ (20,021 )	\$ (400 )	\$ (20,366 )	\$ (1,686 )

For the three and six months ended June 30, 2015, the discontinued operations included results from two of the Company's China joint ventures and an operation in Brazil that were sold in the fourth quarter of 2015.

The assets and liabilities held for sale are recorded at the lower of carrying value or fair value less costs to sell and are summarized by category in the following table (in thousands):

	June 30, 2016	December 31, 2015
<b>ASSETS</b>		
Current assets	\$ 56,612	\$ 55,474
Property, plant, and equipment, net	50,023	45,272
Other assets, net	13,843	12,918
Fair value adjustment	(18,100 )	-
Total assets held for sale	\$ 102,378	\$ 113,664
<b>LIABILITIES</b>		
Short-term debt and current maturities of capital lease obligations	\$ 1,259	\$ 886
Accounts payable	41,296	37,039
Total current liabilities	42,555	37,925
Long-term debt, net of current maturities	3,123	3,102
Other non-current liabilities	3,422	3,130
Total non-current liabilities	6,545	6,232
Total liabilities held for sale	\$ 49,100	\$ 44,157

During the second quarter of 2016, the Company recorded a fair value adjustment of \$18.1 million related to the planned sale of the Company's remaining Brazil and China operations. Of that amount, \$15 million represents the cumulative translation adjustment related to Brazil and \$3.1 million reflects a fair value adjustment to the Ningbo joint venture in China.

## Note 5. Tooling

Tooling represents costs incurred by the Company in the development of new tooling used in the manufacture of the Company's products. All pre-production tooling costs incurred for tools that the Company will not own and that will be used in producing products supplied under long-term supply agreements are expensed as incurred, unless the supply agreement provides the Company with the noncancellable right to use the tools or the reimbursement of such costs is contractually guaranteed by the customer. Generally, the customer agrees to reimburse the Company for certain of its tooling costs at the time the customer awards a contract to the Company.

After the part for which tooling has been developed reaches a production-ready status, the Company is reimbursed by its customer for the cost of the tooling, at which time the tooling becomes the property of the customer. The Company has certain other tooling costs related to tools the Company has the contractual right to use during the life of the supply arrangement, which are capitalized and amortized over the life of the related product program. Customer-owned tooling is included in the Condensed Consolidated Balance Sheets in prepaid tooling, notes receivable, and other, while company-owned and other tooling is included in other assets, net.



The components of capitalized tooling costs are as follows (in thousands):

	June 30, 2016	December 31, 2015
Customer-owned tooling, net	\$ 81,897	\$ 58,801
Company-owned tooling	6	16
Total tooling, net	\$ 81,903	\$ 58,817

Any gain recognized, which is defined as the excess of reimbursement over cost, is amortized over the life of the program. If estimated costs are expected to be in excess of reimbursement, a loss is recorded in the period in which the loss is estimated.

## Note 6. Goodwill and Other Intangible Assets

### *Goodwill*

The change in the carrying amount of goodwill is set forth below by reportable segment and on a consolidated basis (in thousands):

	Europe	North America	Consolidated
Balance at December 31, 2015	\$50,890	\$ 8,450	\$ 59,340
Currency translation adjustment	1,158	(554 )	604
Balance at June 30, 2016	\$52,048	\$ 7,896	\$ 59,944

### *Intangibles*

In the North America segment, an intangible asset of \$3.5 million was recorded in 2015, as part of the acquisition of a facility in Mexico. This intangible asset has a definite life and will be amortized on a straight-line basis over seven years, the estimated life of the related asset, which approximates the recognition of related revenues.

The Company incurred amortization expense of \$0.1 million and \$0.2 million, respectively, for the three and six months ended June 30, 2016.

## Note 7. Restructuring and Asset Impairment Charges

As of June 30, 2016, the Company has executed various restructuring plans and may execute additional plans in the future to reduce corporate overhead, to realign manufacturing capacity to prevailing global automotive production levels, and to improve the utilization of remaining facilities. Estimates of restructuring charges are based on

information available at the time such charges are recorded. Due to the inherent uncertainty involved in estimating restructuring expenses, actual amounts paid for such activities may differ from amounts initially recorded. Accordingly, the Company may record revisions of previous estimates by adjusting previously established reserves.

*Restructuring and Asset Impairment Charges*

Net restructuring and asset impairment charges for each of the Company's segments include the following (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Europe	\$ 117	\$ (16	) \$ 117	\$ 84
North America	723	5,282	1,469	6,116
Consolidated	\$ 840	\$ 5,266	\$ 1,586	\$ 6,200

The following table sets forth the Company's net restructuring and asset impairment charges by type for the periods presented (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Employee termination costs	\$ 117	\$ 72	\$ 117	\$ 185
Other exit costs	723	636	1,469	1,457
Asset impairment	-	4,558	-	4,558
Total restructuring expense	\$ 840	\$ 5,266	\$ 1,586	\$ 6,200

The charges incurred during the six months ended June 30, 2016 and 2015 related primarily to the following actions:

#### 2016 Actions

During the three and six months ended June 30, 2016, the charges incurred in the North America segment related to ongoing maintenance expense of facilities closed as a result of prior actions and severance charges to reduce fixed costs. The charges incurred in the Europe segment related to severance charges to reduce fixed costs.

#### 2015 Actions

During the three and six months ended June 30, 2015, the charges incurred in the North America segment related to a liability established to reflect a change in estimated future rents on a previously closed facility, ongoing maintenance expense of facilities closed as a result of prior actions and severance charges to reduce fixed costs. The charges incurred in the Europe segment related to severance charges to reduce fixed costs and a revision of a previous estimate.

#### *Restructuring Reserve*

The table below summarizes the activity in the restructuring reserve by segment, reflected in accrued liabilities, for the above-mentioned actions through June 30, 2016 (in thousands):

	Europe	North America	Consolidated
Balance at December 31, 2015	\$ 99	\$ 213	\$ 312
Payments	(119 )	(50 )	(169 )

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Increase in liability	117	-	117
Balance at June 30, 2016	\$ 97	\$ 163	\$ 260

Except as disclosed in the table above, the Company does not anticipate incurring additional material cash charges associated with the actions described above. The increase in the restructuring reserve set forth in the table above does not agree with the restructuring charges for the period, as certain items are expensed as incurred related to the actions described.

The restructuring reserve decreased during the six months ended June 30, 2016, reflecting primarily payments of other exit costs related to prior accruals, offset partially by accruals for severance.

During the six months ended June 30, 2016, the Company incurred payments related to prior accruals in Europe of \$0.1 million and in North America of \$0.1 million.

**Note 8. Debt****Short-Term Debt**

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

	June 30, 2016	December 31, 2015
Current maturities of debts (excluding capital leases)	\$ 31,647	\$ 28,528
Current maturities of capital leases	987	964
Total short-term debt	\$ 32,634	\$ 29,492

**Long-Term Debt**

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

	June 30, 2016	December 31, 2015
Term Loan Credit Facility (net of discount of \$951 and \$1,222)	\$ 363,924	\$ 415,903
Amended Revolving Credit Facility	24,500	-
Other foreign subsidiary indebtedness	33,280	30,703
Debt issue costs	(7,234)	(8,962)
Total debt	414,470	437,644
Less: Current maturities of debts (excluding capital leases)	(31,647)	(28,528)
Total long-term debt	\$ 382,823	\$ 409,116

*Term Loan Credit Facility*

On April 23, 2013, the Company entered into a Term Loan and Guaranty Agreement (the “Term Loan Credit Agreement”) by and among Tower Automotive Holdings USA, LLC (the “Term Loan Borrower”), the Company, Tower Automotive Holdings I, LLC (“Term Loan Holdco”), Tower Automotive Holdings II(a), LLC, Tower Automotive Holdings II(b), LLC, the subsidiary guarantors named therein, the Lenders from time to time party thereto and Citibank, N.A., as administrative agent for the Lenders (the credit facility evidenced by the Term Loan Credit Agreement and related documentation, the “Term Loan Credit Facility”).

On January 31, 2014, the Company amended the Term Loan Credit Agreement by entering into the Second Refinancing Term Loan Amendment and Additional Term Loan Amendment (“Second Term Loan Amendment”), pursuant to which, among other things, the outstanding term loans under the Term Loan Credit Agreement were refinanced in full and additional term loans in an aggregate principal amount of approximately \$33 million (the “Additional Term Loans”) were disbursed, resulting in an increase in cash and cash equivalents. After giving effect to the disbursement of the Additional Term Loans, there were term loans (the “Term Loans”) in the aggregate principal amount of \$450 million outstanding under the Term Loan Credit Agreement. The maturity date of the Term Loan Credit Facility remains April 23, 2020 and the Term Loans bear interest at (i) the Alternate Base Rate plus a margin of 2.00% or (ii) the Adjusted LIBO Rate (calculated by multiplying the applicable LIBOR rate by a statutory reserve rate, with a floor of 1.00%) plus a margin of 3.00%.

The Term Loan Borrower’s obligations under the Term Loan Credit Facility are guaranteed by the Company on an unsecured basis and guaranteed by Term Loan Holdco and certain of the Company's other direct and indirect domestic subsidiaries on a secured basis (the “Subsidiary Guarantors”). The Term Loan Credit Facility is secured by (i) a first priority security interest in certain assets of the Term Loan Borrower and the Subsidiary Guarantors, other than, inter alia, accounts, chattel paper, inventory, cash deposit accounts, securities accounts, machinery, equipment and real property and all contract rights, and records and proceeds relating to the foregoing and (ii) on a second priority basis to all other assets of the Term Loan Borrower and the Subsidiary Guarantor which have been pledged on a first priority basis to the agent for the benefit of the lenders under the Amended Revolving Credit Facility described below.

The Term Loan Credit Agreement includes customary covenants applicable to certain of the Company’s subsidiaries and includes customary events of default and amounts due there under may be accelerated upon the occurrence of an event of default.

On January 15, 2016, the Company made a \$50 million voluntary repayment on its Term Loan Credit Facility. In connection with this prepayment, the Company accelerated the amortization of the original issue discount and the associated debt issue costs by \$0.7 million.

As of June 30, 2016, the outstanding principal balance of the Term Loan Credit Facility was \$363.9 million (net of a remaining \$1 million original issue discount) and the effective interest rate was 4.00% per annum.

#### *Amended Revolving Credit Facility*

On September 17, 2014, the Company entered into a Third Amended and Restated Revolving Credit and Guaranty Agreement (“Third Amended Revolving Credit Facility Agreement”), by and among Tower Automotive Holdings USA, LLC, the Company, Tower Automotive Holdings I, LLC, Tower Automotive Holdings II(a), LLC, Tower Automotive Holdings II(b), LLC, the subsidiary guarantors named therein, the financial institutions from time to time party thereto as Lenders, and JPMorgan Chase Bank, N.A. as Issuing Lender, as Swing Line Lender, and as Administrative Agent for the Lenders. The Third Amended Revolving Credit Facility Agreement amended and restated, in its entirety, the Second Amended Revolving Credit Facility Agreement, dated as of June 19, 2013, by and among Tower Automotive Holdings USA, LLC (“the Borrower”), its domestic affiliate and domestic subsidiary guarantors named therein, and the lenders party thereto, and the Agent.

The Third Amended Revolving Credit Facility Agreement provides for a cash flow revolving credit facility (the “Amended Revolving Credit Facility”) in the aggregate amount of up to \$200 million. The Third Amended Revolving Credit Facility Agreement also provides for the issuance of letters of credit in an aggregate amount not to exceed \$50 million, provided that the total amount of credit (inclusive of revolving loans and letters of credit) extended under the Third Amended Revolving Credit Facility Agreement is subject to an overall cap, on any date, of \$200 million. The Company may request the issuance of Letters of Credit denominated in Dollars or Euros. The expiration date for the Amended Revolving Credit Facility is September 17, 2019.

Advances under the Amended Revolving Credit Facility bear interest at an alternate base rate plus a base rate margin or LIBOR plus a Eurodollar margin. The applicable margins are determined by the Company’s Total Net Leverage Ratio (as defined in the Third Amended Revolving Credit Facility Agreement). As of June 30, 2016, the applicable margins were 1.50% per annum and 2.50% per annum for base rate and LIBOR based borrowings, respectively, resulting in a weighted average interest rate of 3.78%. The Company will pay a commitment fee at a rate equal to 0.50% per annum on the average daily unused total revolving credit commitment.



The Amended Revolving Credit Facility is guaranteed by the Company on an unsecured basis and is guaranteed by certain of the Company's other direct and indirect domestic subsidiaries on a secured basis. The Amended Revolving Credit Facility is secured (i) by a first priority security interest in certain assets of the Borrower and the Subsidiary Guarantors, including accounts, inventory, chattel paper, cash, deposit accounts, securities accounts, machinery, equipment and real property and all contract rights, and records and proceeds relating to the foregoing and (ii) on a second priority basis to all other assets of the Borrower and the Subsidiary Guarantors. The Borrower's and each Subsidiary Guarantor's pledge of such assets as security for the obligations under the Amended Revolving Credit Facility is evidenced by a Revolving Credit Security Agreement dated as of September 17, 2014, among the Borrower, the guarantors party thereto, and the Agent.

The Third Amended Revolving Credit Facility Agreement contains customary covenants applicable to certain of the Company's subsidiaries and includes customary events of default and amounts due there under may be accelerated upon the occurrence of an event of default.

As of June 30, 2016, there was \$164.7 million of unutilized borrowing availability under the Amended Revolving Credit Facility, of which \$24.5 million of borrowings were outstanding and \$10.8 million letters of credit were outstanding.

**Other Foreign Subsidiary Indebtedness**

As of June 30, 2016, other foreign subsidiary indebtedness of \$33.3 million consisted primarily of receivables factoring in Europe of \$25.8 million and other indebtedness in Europe of \$7.5 million.

The change in foreign subsidiary indebtedness from December 31, 2015 to June 30, 2016 is explained by the following (in thousands):

	Europe
Balance at December 31, 2015	\$ 30,703
Maturities of indebtedness	(694 )
Change in borrowings on credit facilities, net	2,573
Foreign exchange impact	698
Balance at June 30, 2016	\$ 33,280

Generally, borrowings of foreign subsidiaries are made under credit agreements with commercial lenders and are used to fund working capital and other operating requirements.

As of June 30, 2016, the receivables factoring facilities balance available to the Company was \$25.8 million (€23.2 million), of which the entire amount was drawn. These are uncommitted, demand facilities which are subject to termination at the discretion of the banks and bear interest rates based on the average three month EURIBOR plus a spread ranging from 2.50% to 3.00%. The effective annual interest rates as of June 30, 2016 ranged from 2.23% to 2.73%, with a weighted average interest rate of 2.57% per annum. Any receivables factoring under these facilities is with recourse and is secured by the accounts receivable factored. These receivables factoring transactions are recorded in the Company's Condensed Consolidated Balance Sheets in short-term debt and current maturities of capital lease obligations.

As of June 30, 2016, the secured line of credit balance available to the Company was \$8.8 million (€7.9 million), of which no borrowings were outstanding. The facility bears an interest rate based on the EURIBOR plus a spread of 2.15% and has a maturity date of October 2016. The effective annual interest rate as of June 30, 2016 was 1.80% per annum. The facilities are secured by certain accounts receivable related to customer funded tooling, real estate, and other assets, and are subject to negotiated prepayments upon the receipt of funds from completed customer projects.

As of June 30, 2016, the Company's European subsidiaries had borrowings of \$7.5 million (€6.8 million), which had an annual interest rate of 6.25% and a maturity date of November 2017. This term loan is secured by certain machinery and equipment.

As of June 30, 2016, the Company's European subsidiaries had an asset-based revolving credit facility balance available to the Company of \$32.3 million, of which no borrowings were outstanding. This facility bears an interest rate based upon the one month LIBOR plus a spread of 4.00% and has a maturity date of October 2017. Availability on the credit facility is determined based upon the appraised value of certain machinery, equipment, and real estate, subject to a borrowing base availability limitation and customary covenants.

### Covenants

As of June 30, 2016, the Company was in compliance with the financial covenants that govern its credit agreements.

### Capital Leases

The Company had the following capital lease obligations as of the dates presented (in thousands). These capital lease obligations expire in March 2018:

	June 30, 2016	December 31, 2015
Current maturities of capital leases	\$ 987	\$ 964
Non-current maturities of capital leases	5,627	5,984
Total capital leases	\$ 6,614	\$ 6,948

### **Debt Issue Costs**

The Company had debt issuance costs, net of amortization, of \$7.2 million and \$9 million as of June 30, 2016 and December 31, 2015, respectively. These amounts are reflected in the Condensed Consolidated Balance Sheets as a direct deduction from long-term debt, net of current maturities, rather than as an asset, in accordance with ASU No. 2015-03.

The Company incurred interest expense related to the amortization of debt issue costs of \$0.5 million and \$1.5 million during the three and six months ended June 30, 2016, respectively. The Company incurred interest expense related to the amortization of debt issue costs of \$0.5 million and \$1.4 million during the three and six months ended June 30, 2015, respectively.

### **Note 9. Derivative Financial Instruments**

The Company's derivative financial instruments include interest rate and cross currency swaps. The Company does not enter into derivative financial instruments for trading or speculative purposes. On an on-going basis, the Company monitors counterparty credit ratings. The Company considers credit non-performance risk to be low because the Company enters into agreements with commercial institutions that have at least an S&P, or equivalent, investment grade credit rating. On October 17, 2014, the Company entered into a \$200 million variable rate to fixed rate interest rate swap for a portion of the Company's Term Loan and a €157.1 million cross currency swap based on the U.S. dollar / Euro exchange spot rate of \$1.2733 which was the prevailing rate at the time of the transaction. The maturity date for both swap instruments was April 16, 2020.

On January 23, 2015, the Company terminated the cross currency swap entered into on October 17, 2014 and received \$21.9 million in cash proceeds. The Company then entered into a new cross currency swap to hedge its net investment in Europe (U.S. dollar / Euro exchange spot rate was \$1.1265). The Euro notional amount was increased from €157.1 million to €178 million and the interest rate was lowered from 3.97% to 3.70% per annum. Using the proceeds received from the swap termination transaction, the Company made a \$25 million voluntary repayment on its Term Loan Credit Facility on February 2, 2015.

On March 13, 2015, the Company terminated the cross currency swap entered into on January 23, 2015 and received \$10.5 million in cash proceeds. The Company then entered into a new cross currency swap to hedge its net investment in Europe (U.S. dollar / Euro exchange spot rate was \$1.0480). The Euro notional amount of €178 million remained the same but the interest rate was lowered from 3.70% to 3.40% per annum.

On April 16, 2015, the Company reduced the U.S. dollar notional amount on the interest rate swap from \$200 million to \$186.1 million, but the 5.09% interest rate per annum and the maturity date of April 16, 2020 remained the same. The interest rate is fixed at 5.09% per annum, but the fair value of the swap will fluctuate with changes in interest rates.

At June 30, 2016 and December 31, 2015, the U.S. dollar / Euro exchange spot rate was \$1.1104 and \$1.0906, respectively. The following amounts were recorded in the Condensed Consolidated Balance Sheets as being payable to counterparties under FASB ASC No. 815, *Derivatives and Hedging* (in thousands):

	Location	June 30, 2016	December 31, 2015
Net investment hedge	Other non-current liabilities	\$ 11,128	\$ 9,005
Interest rate swap	Other non-current liabilities	6,003	2,592

All derivative instruments are recorded at fair value. Effectiveness for net investment and cash flow hedges is initially assessed at the inception of the hedging relationship and on a quarterly basis thereafter. To the extent that derivative instruments are deemed to be effective, changes in the fair value of derivatives are recognized in the Condensed Consolidated Balance Sheets as accumulated other comprehensive income (“AOCI”), and to the extent they are ineffective or were not designated as part of a hedge transaction, they are recorded in the Condensed Consolidated Statements of Operations as interest expense, net. The cross currency swap qualifies as a net investment hedge of the Company’s European subsidiaries and is accounted for under FASB ASC No. 815. The interest rate swap was not designated as part of a hedge transaction; therefore all changes in fair value are recognized in the Condensed Consolidated Statements of Operations as interest expense, net.

The following table presents the deferred gain reported in AOCI at June 30, 2016 and December 31, 2015 (in thousands):

	Deferred gain in AOCI	
	June 30, 2016	December 31, 2015
Net investment hedge	\$ 26,387	\$ 29,139

Derivative instruments held during the period resulted in the following (income) / expense recorded in income (in thousands):

	(Income) / expense recognized (ineffective portion) Three Months Ended June 30,		(Income) / expense recognized (ineffective portion) Six Months Ended June 30,	
	2016	2015	2016	2015
Net investment hedge	\$ (601 )	\$ (465 )	\$ (629 )	\$ (1,001 )
Interest rate swap	957	(1,166 )	3,411	1,274
Total	\$ 356	\$ (1,631 )	\$ 2,782	\$ 273

## Note 10. Income Taxes

During the three months ended June 30, 2016, the Company recorded income tax expense of \$6 million on \$21.3 million of pre-tax profit from continuing operations for a worldwide effective tax rate of 28.2%. Included in the \$6 million of worldwide tax expense was \$5.5 million of deferred tax expense attributable to U.S. operations.

During the six months ended June 30, 2016, the Company recorded income tax expense of \$9.5 million on \$33.5 million of pre-tax profit from continuing operations for a worldwide effective tax rate of 28.2%. Included in the \$9.5 million of worldwide tax expense was \$7.8 million of deferred tax expense attributable to U.S. operations.

In the fourth quarter of 2015, the Company released the U.S. valuation allowance on its U.S. deferred tax assets. Going forward the Company will book tax expense on its U.S. profits, but this expense will primarily be deferred tax expense until the Company fully utilizes its U.S. tax attributes – mainly net operating loss carryforwards and research tax credits. The Company does not expect to incur material U.S. current (cash) tax expense until 2018 or 2019.

**Note 11. Retirement Plans**

The Company sponsors a pension and various other postretirement benefit plans for its employees. Each plan serves a defined group of employees and has varying levels of Company contributions. The Company's contributions to certain plans may be required by the terms of the Company's collective bargaining agreements.

The following tables provide the components of net periodic pension benefit cost and other post-retirement benefit cost (in thousands):

	Pension Benefits		Other Benefits	
	Three Months Ended June 30,		Three Months Ended June 30,	
	2016	2015	2016	2015
Service cost	\$ 6	\$ 8	\$ 2	\$ 2
Interest cost	1,947	2,375	136	160
Expected return on plan assets (a)	(2,546 )	(3,087 )	-	-
Amortization of prior service credit	(24 )	(24 )	33	33
Net periodic benefit cost / (income)	\$ (617 )	\$ (728 )	\$ 171	\$ 195

	Pension Benefits		Other Benefits	
	Six Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Service cost	\$ 12	\$ 16	\$ 4	\$ 4
Interest cost	3,894	4,750	272	320
Expected return on plan assets (a)	(5,092 )	(6,174 )	-	-
Amortization of prior service credit	(48 )	(48 )	66	66
Net periodic benefit cost / (income)	\$ (1,234 )	\$ (1,456 )	\$ 342	\$ 390

(a) Expected rate of return on plan assets is 7.40% for 2016 and was 7.40% for 2015

The Company expects its minimum pension funding requirements to be \$7.6 million during 2016. During the three and six months ended June 30, 2016, the Company made contributions of \$1.7 million and \$3.2 million, respectively.

Additionally, during the three and six months ended June 30, 2016, the Company contributed \$1.5 million and \$3 million, respectively, to its defined contribution retirement plans.

#### Note 12. Stockholders' Equity and Noncontrolling Interests

The table below provides a reconciliation of the carrying amount of total stockholders' equity, including stockholders' equity attributable to Tower International, Inc. ("Tower") and equity attributable to the noncontrolling interests ("NCI") (in thousands):

	Six Months Ended June 30,					
	2016			2015		
	Tower	NCI	Total	Tower	NCI	Total
Stockholders' equity beginning balance	\$ 197,495	\$ 9,224	\$ 206,719	\$ 43,151	\$ 56,627	\$ 99,778
Net income	3,537	95	3,632	32,687	573	33,260
Other comprehensive income / (loss):						
Foreign currency translation adjustments	6,637	(193 )	6,444	(9,140 )	(28 )	(9,168 )
Total comprehensive income / (loss)	10,174	(98 )	10,076	23,547	545	24,092
Vesting of RSUs	1	-	1	6	-	6
Treasury stock	(621 )	-	(621 )	(6,549 )	-	(6,549 )
Share based compensation expense	1,034	-	1,034	1,302	-	1,302
Proceeds from stock options exercised	25	-	25	148	-	148
Dividend paid	(4,229 )	-	(4,229 )	-	-	-
Noncontrolling interest dividends	-	(2,164 )	(2,164 )	-	-	-



Stockholders' equity ending balance	\$203,879	\$6,962	\$210,841	\$61,605	\$57,172	\$118,777
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On June 17, 2016, the Company announced its Board of Directors' authorization to repurchase up to \$100 million of the Company's issued and outstanding common stock from time to time in the open market, or in privately negotiated transactions (the "Repurchase Program"). As of June 30, 2016, no purchase transactions have settled under the Repurchase Program.

The following table presents the components of accumulated other comprehensive loss (in thousands):

	As of June 30, 2016	As of December 31, 2015	Change
Foreign currency translation adjustments, net of tax of \$6.6 million and \$7.8 million	\$ (33,853	) \$ (40,490	) \$6,637
Defined benefit plans, net of tax of \$13.5 million and \$13.5 million	(40,002	) (40,002	) -
Accumulated other comprehensive loss	\$ (73,855	) \$ (80,492	) \$6,637

The following table presents the changes in accumulated other comprehensive loss by component (in thousands) for the three months ended June 30, 2016:

	Defined Benefit Plan, Net of Tax	Foreign Currency Translation Adjustments	Total
Balance at March 31, 2016	\$ (40,002 )	\$ (32,107 )	\$ (72,109 )
Other comprehensive income before reclassification	-	(1,746 )	(1,746 )
Net current-period other comprehensive income	-	(1,746 )	(1,746 )
Balance at June 30, 2016	\$ (40,002 )	\$ (33,853 )	\$ (73,855 )

The following table presents the changes in accumulated other comprehensive loss by component (in thousands) for the three months ended June 30, 2015:

	Defined Benefit Plan, Net of Tax	Foreign Currency Translation Adjustments	Total
Balance at March 31, 2015	\$ (39,690 )	\$ (17,453 )	\$ (57,143 )
Other comprehensive loss before reclassification	-	1,089	1,089
Net current-period other comprehensive loss	-	1,089	1,089
Balance at June 30, 2015	\$ (39,690 )	\$ (16,364 )	\$ (56,054 )

The following table presents the changes in accumulated other comprehensive loss by component (in thousands) for the six months ended June 30, 2016:

	Defined Benefit Plan, Net of Tax	Foreign Currency Translation Adjustments	Total
Balance at December 31, 2015	\$ (40,002 )	\$ (40,490 )	\$ (80,492 )
Other comprehensive income before reclassification	-	6,637	6,637
Net current-period other comprehensive income	-	6,637	6,637
Balance at June 30, 2016	\$ (40,002 )	\$ (33,853 )	\$ (73,855 )

The following table presents the changes in accumulated other comprehensive loss by component (in thousands) for the six months ended June 30, 2015:

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	Defined Benefit Plan, Net of Tax	Foreign Currency Translation Adjustments	Total
Balance at December 31, 2014	\$ (39,690	) \$ (7,224	) \$(46,914)
Other comprehensive loss before reclassification	-	(9,140	) (9,140 )
Net current-period other comprehensive loss	-	(9,140	) (9,140 )
Balance at June 30, 2015	\$ (39,690	) \$ (16,364	) \$(56,054)

The Company did not reclassify any material items out of accumulated other comprehensive loss during the six months ended June 30, 2016 or June 30, 2015, respectively.

**Note 13. Earnings per Share (“EPS”)**

Basic earnings per share is calculated by dividing the net income attributable to Tower International, Inc. by the weighted average number of common shares outstanding.

The share count for diluted earnings per share is computed on the basis of the weighted average number of common shares outstanding plus the effects of dilutive common stock equivalents (“CSEs”) outstanding during the period. CSEs, which are securities that may entitle the holder to obtain common stock, include outstanding stock options and restricted stock units. When the average price of the common stock during the period exceeds the exercise price of a stock option, the options are considered potentially dilutive CSEs. When there is a loss from continuing operations, potentially dilutive shares are excluded from the computation of earnings per share, as their effect would be anti-dilutive.

The Company included the effects of all dilutive shares for the three and six months ended June 30, 2016 and June 30, 2015.

A summary of the information used to compute basic and diluted net income per share attributable to Tower International, Inc. is shown below (in thousands – except share and per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Income from continuing operations	\$ 15,269	\$ 19,539	\$ 23,998	\$ 34,946
Loss from discontinued operations, net of tax	(20,021 )	(400 )	(20,366 )	(1,686 )
Net income / (loss)	(4,752 )	19,139	3,632	33,260
Less: Net income attributable to the noncontrolling interests	89	493	95	573
Net income / (loss) attributable to Tower International, Inc.	\$ (4,841 )	\$ 18,646	\$ 3,537	\$ 32,687
Basic income / (loss) per share:				
Continuing operations	\$ 0.72	\$ 0.90	\$ 1.13	\$ 1.63
Discontinued operations	(0.95 )	(0.02 )	(0.96 )	(0.08 )
Net income / (loss) attributable to Tower International, Inc.	(0.23 )	0.88	0.17	1.55
Basic weighted average shares outstanding	21,164,505	21,104,735	21,145,588	21,077,633
Diluted income / (loss) per share:				
Continuing operations	\$ 0.71	\$ 0.89	\$ 1.11	\$ 1.61
Discontinued operations	(0.93 )	(0.02 )	(0.95 )	(0.08 )
Net income / (loss) attributable to Tower International, Inc.	(0.23 )	0.87	0.16	1.53
Diluted weighted average shares outstanding	21,489,161	21,403,354	21,469,818	21,382,041

#### Note 14. Share-Based and Long-Term Compensation

## Share-Based Compensation

### *2010 Equity Incentive Plan (“the Plan”)*

The Company adopted an equity incentive plan in connection with its 2010 initial public offering that allows for the grant of stock options, restricted stock awards, other equity-based awards, and certain cash-based awards to be made pursuant to the Plan. The eligibility requirements and terms governing the allocation of any common stock and the receipt of other consideration under the Plan are determined by the Board of Directors and/or its Compensation Committee.

At June 30, 2016, 875,924 shares were available for future grants of options and other types of awards under the Plan.

The following table summarizes the Company's award activity during the six months ended June 30, 2016:

	Options		Restricted Stock Units	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Grant Date Fair Value
Outstanding at:				
December 31, 2015	500,138	\$ 12.17	187,498	\$ 23.59
Granted	-	-	101,810	23.26
Options exercised or RSUs issued	(2,077 )	12.04	(77,158 )	19.87
Forfeited	-	-	(1,094 )	25.54
June 30, 2016	498,061	\$ 12.17	211,056	\$ 24.78

### *Stock Options*

The exercise price of each stock option equals the market price of the Company's common stock on the grant date. Compensation expense is recorded at the grant date fair value and is recognized on a straight-line basis over the applicable vesting periods. The Company's stock options generally vest over three years, with a maximum term of ten years.

The Company calculates the weighted average grant date fair value of each option granted using a Black-Scholes valuation model. During the three and six months ended June 30, 2016, the Company did not recognize any expense relating to the options. During the three and six months ended June 30, 2015, the Company recognized expense relating to the options of \$0 million and \$0.2 million, respectively. The Company did not recognize any tax benefit related to the compensation expense during any of the periods presented. As of March 31, 2015, all of the expense associated with these stock options had been fully recognized.

As of June 30, 2016, the Company had an aggregate of 498,061 stock options that had been granted, but had not yet been exercised. As of June 30, 2016, the remaining average contractual life for these options is approximately 5 years. During the six months ended June 30, 2016, 2,077 options were exercised, which had an aggregate intrinsic value of \$0.1 million. As of June 30, 2016, 498,061 stock options were exercisable, which had an aggregate intrinsic value of \$4.2 million. During the six months ended June 30, 2016, no stock options were granted, forfeited, or expired.

### *Restricted Stock Units ("RSUs")*

The grant date fair value of each RSU equals the market price of the Company's common stock on its date of grant. Compensation expense is recorded at the grant date fair value, less an estimated forfeiture amount, and is recognized on a straight-line basis over the applicable vesting periods. The Company's RSUs generally vest over a three year period.

During the three and six months ended June 30, 2016, the Company recognized expense relating to the RSUs of \$0.5 million and \$1 million, respectively. During the three and six months ended June 30, 2015, the Company recognized expense relating to the RSUs of \$0.5 million and \$1.1 million, respectively. The Company did not recognize any tax benefit related to this compensation expense. As of June 30, 2016, the Company had \$3.4 million of unrecognized compensation expense associated with these RSUs, which will be amortized on a straight-line basis over the next 20 months, on a weighted average basis.

As of June 30, 2016, the Company had an aggregate of 211,056 RSUs that had been granted, but had not yet vested. During the six months ended June 30, 2016, 101,810 RSUs were granted and 1,094 RSUs were forfeited or expired.

During the first six months of 2016, a total of 102,963 RSUs vested, resulting in the issuance of 77,158 shares. The fair value of these shares was \$1.8 million. After offsets for withholding taxes, a total of 51,157 shares of common stock were issued. This total is net of shares repurchased to provide payment for certain individuals' minimum statutory withholding tax. The Company paid \$0.6 million to acquire 26,347 vested shares to cover the minimum statutory withholding taxes.

## Long-Term Compensation

### *Amended and Restated CEO Employment Agreement*

On July 28, 2014, Mark M. Malcolm, the Company's President and Chief Executive Officer, entered into an amended and restated employment agreement (the "Agreement"), by which Mr. Malcolm's employment was extended through December 31, 2016 (the "Retirement Date"). The Agreement provides for a \$3 million transition bonus, for the successful delivery to Tower's Board of Directors of a comprehensive chief executive officer succession and transition plan, and a \$3 million retention bonus. These bonus awards, if earned, will be paid in cash on January 16, 2017, and fall under the guidance of FASB ASC No. 450, *Contingencies*. Per ASC No. 450, a liability should be recorded when a future event is both probable and the amount of the commitment is reasonably estimable.

The Agreement also provides for a stock appreciation bonus payable in cash or shares of common stock, as determined by the Company, if certain price targets related to the per share closing price of the Company's common stock are achieved during the term of the Agreement. The minimum price of the Company's common stock per share needed to achieve the bonus is \$40.59 per share which would result in a payment of \$5 million. The maximum bonus of \$20 million would be achieved if the share price of the Company's common stock exceeded \$55.58 per share.

This stock appreciation bonus falls under the scope of FASB ASC No. 718, *Compensation – Stock Compensation*, because it is a share-based payment transaction in which the Company acquires Mr. Malcolm's services by incurring a liability to Mr. Malcolm and because the amount of the award is based upon the price of the Company's common stock. The Company utilizes the assistance of a third party valuation firm to perform a valuation of the award at the end of each quarterly reporting period which is used to adjust the current and future expense based on changes in the fair value of the obligation, accordingly.

The retention bonus and stock appreciation bonus awards are also subject to payment upon a change in control or termination of employment, if certain criteria are met. The transition bonus would not be paid upon a change in control that is consummated prior to the Retirement Date, but is subject to payment upon a termination of employment, if certain conditions are met. Each of these bonus awards are being accrued and expensed ratably through the Retirement Date.

During the three and six months ended June 30, 2016, the Company recorded income of \$0.7 million and expense of \$0.1 million related to these awards, respectively. In June of 2016, the Company recorded a \$1.4 million adjustment with respect to the fair value of the stock appreciation bonus. As a result of this adjustment, the Company recorded \$0.7 million of income in the second quarter of 2016 related to these awards. During the three and six months ended June 30, 2015, the Company recorded an expense related to these awards of \$0.9 million and \$1.9 million, respectively.



At June 30, 2016, the Company had a liability of \$4.8 million related to these awards. This liability is presented in the Condensed Consolidated Balance Sheets as other current liabilities.

#### *Performance Award Agreements*

Under the provisions of the 2010 Equity Incentive Plan, the Company granted certain awards pursuant to Performance Award Agreements to approximately 80 executives on March 5, 2013. Additional awards were granted on March 6, 2014, March 6, 2015, and March 4, 2016. These awards were designed to provide the executives with an incentive to participate in the long-term success and growth of the Company. The Performance Award Agreements provide for cash-based awards that vest upon payment. Pursuant to meeting the performance conditions set forth in the Performance Award Agreements, each award will be paid three years after it is granted. These awards are also subject to payment upon a change in control or termination of employment, if certain criteria are met. These awards represent unfunded, unsecured obligations of the Company.

#### **2013, 2014, and 2015 Awards**

One half of the awards granted on March 5, 2013, March 6, 2014, and March 6, 2015 will be based upon the Company's Adjusted EPS Growth Rate, which is defined as the Company's cumulative Adjusted EPS for the performance period of the awards, stated in terms of a percentage growth rate. The Company's EPS will be adjusted to exclude the effect of extraordinary, unusual, and/or nonrecurring items and then will be divided by the number of fiscal years in the specified period, stated in terms of a percentage growth rate. The other half of the awards will be based upon the Company's percentile ranking of total shareholder return, compared to a peer group of companies, for the performance period.

Pursuant to meeting the performance conditions set forth in the Performance Award Agreements, the awards granted on March 5, 2013 were paid in the first quarter of 2016. The performance period of the awards granted on March 6, 2014, is January 1, 2014 through December 31, 2016, the performance period of the awards granted on March 6, 2015, is January 1, 2015 through December 31, 2017.

## **2016 Awards**

One half of the awards granted on March 4, 2016 will be based upon the Company's Adjusted EBIT Growth Rate, which is defined as the Company's cumulative Adjusted EBIT for the performance period of the awards, stated in terms of a percentage growth rate. The Company's EBIT will be adjusted to exclude the effect of extraordinary, unusual, and/or nonrecurring items and then will be divided by the number of fiscal years in the specified period, stated in terms of a percentage growth rate. The other half of the awards will be based upon the Company's percentile ranking of total shareholder return, compared to a peer group of companies, for the performance period.

The performance period of the awards granted on March 4, 2016 is January 1, 2016 through December 31, 2018.

During the three and six months ended June 30, 2016, the Company recorded expense related to all performance awards of \$1.7 million and \$3.6 million, respectively. During the three and six months ended June 30, 2015, the Company recorded expense related to all performance awards of \$1.1 million and \$2.1 million, respectively. At June 30, 2016, the Company had a liability of \$6.2 million related to these awards, of which \$4.4 million is payable in March 2017 and is presented as other current liabilities in the Condensed Consolidated Balance Sheet, while the remaining \$1.8 million is presented as other non-current liabilities in the Condensed Consolidated Balance Sheet.

## **Note 15. Segment Information**

The Company defines its operating segments as components of its business where separate financial information is available. The Company's operating segments are routinely evaluated by management. The Company's chief operating decision maker ("CODM") is its Chief Executive Officer.

The Company produces engineered structural metal components and assemblies primarily serving the global automotive industry. The Company's operations have similar economic characteristics and share fundamental characteristics, including the nature of the products, production processes, margins, customers, and distribution channels. The Company's products include body structures stampings, chassis structures (including frames), and complex welded assemblies for small and large cars, crossovers, pickups, and SUVs. The Company is comprised of two operating and reportable segments: Europe and North America. In periods prior to the second quarter of 2016, the Company was comprised of four operating segments: Europe, China, North America, and South America. These operating segments were aggregated into two reportable segments. The International segment consisted of Europe and

China and the Americas segment consisted of North America and South America. The Company's remaining operations in China and Brazil are currently considered as Discontinued Operations, the former International segment only contains Europe, and the former Americas segment only contains North America.

The Company measures segment operating performance based on Adjusted EBITDA. The Company uses segment Adjusted EBITDA as the basis for the CODM to evaluate the performance of each of the Company's reportable segments.

The following is a summary of select data for each of the Company's reportable segments (in thousands):

	Europe	North America	Total
Three Months Ended June 30, 2016:			
Revenues	\$ 175,044	\$ 330,087	\$ 505,131
Adjusted EBITDA	13,708	36,550	50,258
Capital Expenditures	9,642	26,098	35,740
Total Assets (a)	456,484	766,554	1,223,038
Three Months Ended June 30, 2015:			
Revenues	\$ 170,331	\$ 279,197	\$ 449,528
Adjusted EBITDA	14,763	36,749	51,512
Capital Expenditures	3,736	21,022	24,758
Six Months Ended June 30, 2016:			
Revenues	\$ 336,142	\$ 658,183	\$ 994,325
Adjusted EBITDA	25,202	70,151	95,353
Capital Expenditures	14,047	49,309	63,356
Six Months Ended June 30, 2015:			
Revenues	\$ 341,101	\$ 557,890	\$ 898,991
Adjusted EBITDA	28,164	70,449	98,613
Capital Expenditures	9,019	25,967	34,986

(a) As of June 30, 2016, total assets include assets held for sale

Inter-segment sales are not significant for any period presented. Capital expenditures do not equal cash disbursed for purchases of property, plant, and equipment, as presented in the accompanying Condensed Consolidated Statements of Cash Flows, as capital expenditures above include amounts paid and accrued during the periods presented.

The following is a reconciliation of Adjusted EBITDA to income before provision for income taxes, equity in profit of joint venture, and loss from discontinued operations (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Adjusted EBITDA	\$ 50,258	\$ 51,512	\$ 95,353	\$ 98,613

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Restructuring and asset impairment charges, net	(840 )	(5,266 )	(1,586 )	(6,200 )
Depreciation and amortization	(18,207 )	(17,878 )	(35,483 )	(35,846 )
Acquisition costs and other	(154 )	(117 )	(178 )	(203 )
Long-term compensation expense	(1,921 )	(2,884 )	(5,595 )	(5,999 )
Interest expense, net	(4,947 )	(3,877 )	(12,501 )	(11,588 )
Other expense	(2,905 )	-	(6,481 )	-
Income before provision for income taxes, equity in profit of joint venture, and loss from discontinued operations	\$ 21,284	\$ 21,490	\$ 33,529	\$ 38,777

**Note 16. Fair Value of Financial Instruments**

FASB ASC No. 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants, at the measurement date under current market conditions (an exit price). The exit price is based upon the amount that the holder of the asset or liability would receive or need to pay in an actual transaction or in a hypothetical transaction if an actual transaction does not exist, at the measurement date. In some circumstances, the entry and exit price may be the same; however, they are conceptually different.

Fair value is generally determined based upon quoted market prices in active markets for identical assets or liabilities. If quoted market prices are not available, we use valuation techniques that place greater reliance on observable inputs and less reliance on unobservable inputs. In measuring fair value, we may make adjustments for risks and uncertainties, if a market participant would include such an adjustment in its pricing.

FASB ASC No. 820 establishes a fair value hierarchy that distinguishes between assumptions based upon market data, referred to as observable inputs, and the Company's assumptions, referred to as unobservable inputs. Determining where an asset or liability falls within that hierarchy depends on the lowest level input that is significant to the fair value measurement as a whole. An adjustment to the pricing method used within either Level 1 or Level 2 inputs could generate a fair value measurement that effectively falls in a lower level in the hierarchy. The hierarchy consists of three broad levels as follows:

Level 1: Quoted market prices in active markets for identical assets and liabilities;

Level 2: Inputs, other than Level 1 inputs, that are either directly or indirectly observable; and

Level 3: Unobservable inputs developed using estimates and assumptions that reflect those that market participants would use.

At June 30, 2016, the carrying value and estimated fair value of the Company's total debt was \$421.7 million and \$419.9 million, respectively. At December 31, 2015, the carrying value and estimated fair value of the Company's total debt was \$446.6 million and \$430.2 million, respectively. The majority of the Company's debt at June 30, 2016 and December 31, 2015 was comprised of the Term Loan Credit Facility, which can be traded between financial institutions. Accordingly, this debt has been classified as Level 2. The fair value was determined based upon quoted values. The remainder of the Company's debt, primarily consisting of foreign subsidiary indebtedness, is asset-backed and is classified as Level 3. As this debt carries variable rates and minimal credit risk, the book values approximate the fair values.

The Company has foreign currency exchange hedges and an interest rate swap that were measured at fair value on a recurring basis at June 30, 2016 and December 31, 2015. These instruments are recorded in other assets, net or other non-current liabilities in the Company's Condensed Consolidated Balance Sheets and the fair value is measured using Level 2 observable inputs such as foreign currency exchange rates, swap rates, cross currency basis swap spreads and interest rate spreads. At June 30, 2016, the foreign currency exchange hedge (net investment hedge of the Company's European subsidiaries) and the interest rate swap (not designated for hedge accounting) had liability fair values of \$11.1 million and \$6 million, respectively.

The following table provides each major category of assets and liabilities measured at fair value on a nonrecurring basis during the six months ended June 30, 2016 (in millions):

	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Total gains / (losses)
	<b>Level 1</b>	Level 2	Level 3	
Long-lived assets held for sale	Not applicable	Not applicable	\$ 4.6	\$ (3.1 )
Long-lived assets held for sale	Not applicable	Not applicable	18.6	(15.0 )

In accordance with FASB ASC No. 360, *Property, Plant, & Equipment*, the long-lived assets held for sale related to the Ningbo joint venture in China, with a carrying amount of \$7.7 million were written down to their fair value of \$4.6 million, resulting in a loss of \$3.1 million, which was included in the Company's Condensed Consolidated Statement of Operations for the six months ended June 30, 2016 as loss on discontinued operations, net. The fair value of the assets was determined based upon consideration of the negotiated sales price in the sales agreement.

In accordance with FASB ASC No. 360, *Property, Plant, & Equipment*, the long-lived assets held for sale related to the Company's remaining Brazilian operations, with a carrying amount of \$33.6 million were written down to their fair value of \$18.6 million, resulting in a loss of \$15 million, which was included in the Company's Condensed Consolidated Statement of Operations for the six months ended June 30, 2016 as loss on discontinued operations, net. This fair value adjustment of \$15 million reflects that upon the sale of the Brazil operations, the cumulative translation adjustment will need to be reclassified to earnings.

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities approximate fair value because of the short maturity of these instruments.

#### **Note 17. Commitments and Contingencies**

##### **Environmental Matters**

The Company owns properties which have been affected by environmental releases. The Company is actively involved in investigation and/or remediation at several of these locations.

Accruals for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated. The established liability for environmental matters is based upon management's best estimates, on an undiscounted basis, of expected investigation/ remediation costs related to environmental contamination. It is possible that actual costs associated with these matters will exceed the environmental reserves established by the Company. Inherent uncertainties exist in the estimates, primarily due to unknown environmental conditions, changing governmental regulations, and legal standards regarding liability and evolving technologies for handling site remediation and restoration. At June 30, 2016 and December 31, 2015, the Company had \$1.4 million accrued for environmental matters.

##### **Contingent Matters**

The Company will establish an accrual for matters in which losses are probable and can be reasonably estimated. These types of matters may involve additional claims that, if granted, could require the Company to pay penalties or make other expenditures in amounts that will not be estimable at the time of discovery of the matter. In these cases, a liability will be recorded at the low end of the range if no amount within the range is a better estimate in accordance with FASB ASC No. 450, *Accounting for Contingencies*.

##### **Litigation**



The Company is subject to various legal actions and claims incidental to its business, including potential lawsuits with customers or suppliers. Litigation is subject to many uncertainties and the outcome of individual litigated matters is not probable or estimable. After discussions with counsel litigating these matters, it is the opinion of management that the outcome of such matters will not have a material impact on the Company's financial position, results of operations, or cash flows.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

### **Company Overview**

We are a leading integrated global manufacturer of engineered structural metal components and assemblies primarily serving original equipment manufacturers (“OEMs”). We offer our automotive customers a broad product portfolio, supplying body-structure stampings, frame and other chassis structures, as well as complex welded assemblies, for small and large cars, crossovers, pickups, and sport utility vehicles (“SUVs”). Our products are manufactured at 24 facilities strategically located near our customers in North America and Europe. We support our manufacturing operations through five engineering and sales locations around the world. Our products are offered on a diverse mix of vehicle platforms, reflecting the balanced portfolio approach of our business model and the breadth of our product capabilities. We supply products to approximately 140 vehicle models globally to 11 of the 12 largest OEMs based on 2015 production volumes.

We believe that our engineering, manufacturing, and program management capabilities, our competitive cost, our financial discipline, and our colleague engagement position us for long-term success.

### **Recent Trends**

#### *Production Volumes*

During the second quarter of 2016, industry production volumes increased from 2015 in Europe and North America. According to IHS, industry production is projected to increase in 2016 in Europe and North America.

### **Factors Affecting our Industry, Revenues, and Expenses**

For information regarding factors that affect our industry, revenues, and expenses, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2015.

### **Adjusted EBITDA**

We use the term Adjusted EBITDA throughout this report. We define Adjusted EBITDA as net income / (loss) before interest, taxes, depreciation, amortization, restructuring items, and other adjustments described in the reconciliations provided in this report. Adjusted EBITDA is not a measure of performance defined in accordance with accounting

principles generally accepted in the United States (“U.S. GAAP” or “GAAP”). We use Adjusted EBITDA as a supplement to our GAAP results in evaluating our business.

Adjusted EBITDA is included in this Report because it is one of the principal factors upon which our management assesses performance. Our Chief Executive Officer measures the performance of our segments on the basis of Adjusted EBITDA. As an analytical tool, Adjusted EBITDA assists us in comparing our performance over various reporting periods on a consistent basis because it excludes items that we do not believe reflect our core operating performance.

We believe that Adjusted EBITDA is useful in evaluating our performance as it is a commonly used financial metric for measuring and comparing the operating performance of companies in our industry. We believe that the disclosure of Adjusted EBITDA offers an additional financial metric that, when coupled with the GAAP results and the reconciliation to GAAP results, provides a more complete understanding of our results of operations and the factors and trends affecting our business.

Adjusted EBITDA should not be considered as an alternative to net income / (loss) as an indicator of our performance, as an alternative to net cash provided by operating activities as a measure of liquidity, or as an alternative to any other measure prescribed by GAAP. There are limitations to using non-GAAP measures such as Adjusted EBITDA. Although we believe that Adjusted EBITDA may make an evaluation of our operating performance more consistent because it removes items that do not reflect our core operations, other companies in our industry may define Adjusted EBITDA differently than we do and, as a result, it may not be comparable to similarly titled measures used by other companies in our industry, and Adjusted EBITDA excludes certain financial information that some may consider important in evaluating our performance.

We compensate for these limitations by providing disclosure of the differences between Adjusted EBITDA and GAAP results, including a reconciliation of Adjusted EBITDA to GAAP results, to enable investors to perform their own analysis of our operating results. For a reconciliation of consolidated Adjusted EBITDA to its most directly comparable GAAP measure, net income / (loss), see “Results of Operations” below.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of the income generated by our business or discretionary cash available to us to invest in the growth of our business. Our management compensates for these limitations by analyzing both our GAAP results and Adjusted EBITDA.

### Results of Operations—Three Months Ended June 30, 2016 Compared with the Three Months Ended June 30, 2015

The following table presents production volumes in specified regions, according to the IHS June 2016 issue, for the three months ended June 30, 2016 compared to the three months ended June 30, 2015 (in millions of units produced):

	Europe	North America
Three Months Ended June 30, 2016	5.8	4.7
Three Months Ended June 30, 2015	5.4	4.5
Increase / (Decrease)	0.4	0.2
Percentage change	7 %	3 %

The following table presents select financial information for the three months ended June 30, 2016 and 2015 (in millions):

	Europe Three Months Ended June 30, 2016		North America Three Months Ended June 30, 2015		Consolidated Three Months Ended June 30, 2016	
	2016	2015	2016	2015	2016	2015
Revenues	\$ 175.0	\$ 170.3	\$ 330.1	\$ 279.2	\$ 505.1	\$ 449.5
Cost of sales	157.9	151.4	285.1	237.2	443.0	388.6
Gross profit	17.1	18.9	45.0	42.0	62.1	60.9
Selling, general, and administrative expenses	10.1	9.1	22.0	21.2	32.1	30.3
Amortization expense	-	-	0.1	-	0.1	-
Restructuring and asset impairment charges, net	0.1	-	0.7	5.3	0.8	5.3

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Operating income	\$ 6.9	\$ 9.8	\$ 22.2	\$ 15.6	29.1	25.4
Interest expense, net					4.9	3.9
Other expense					2.9	-
Provision for income taxes					6.0	2.0
Loss from discontinued operations, net of tax					(20.0 )	(0.4 )
Noncontrolling interest, net of tax					0.1	0.5
Net income / (loss) attributable to Tower International, Inc.					\$ (4.8 )	\$ 18.6

*Comparison of Periods – GAAP Analysis of Consolidated Results*

*Revenues*

Total revenues increased during the three months ended June 30, 2016 by \$55.6 million, or 12%, from the three months ended June 30, 2015, reflecting higher volume (\$61.5 million) and favorable foreign exchange (\$3.5 million), offset partially by unfavorable pricing (\$9.4 million).

*Gross Profit*

When we analyze our total gross profit, we separately categorize external factors—volume, product mix, and foreign exchange—from all other factors that impact gross profit, which we refer to as “other factors”. When we refer to “mix” we are referring to the relative composition of revenues and profitability of the products we sell in any given period. When we refer to “pricing and economics” we are referring to (i) the impact of adjustments in the pricing of particular products, which we refer to as product pricing; (ii) the impact of steel price changes, taking into account the component of our product pricing attributable to steel, the cost of steel included in our cost of sales, and the amounts recovered on the sale of offal, which in total we refer to as the net steel impact; and (iii) the impact of inflation and changes in operating costs, such as labor, utilities, and fuel, which we refer to as economics.

Total gross profit increased by \$1.2 million, or 2%, from the three months ended June 30, 2015 to the three months ended June 30, 2016 and our gross profit margin decreased from 13.5% during the 2015 period to 12.3% during the 2016 period. The increase in total gross profit reflects higher volume (\$10 million), offset partially by unfavorable product mix (\$2.8 million). All other factors were net unfavorable (\$6 million). Cost of sales was negatively impacted by unfavorable pricing and economics (\$11.1 million), which was offset partially by favorable efficiencies (\$5.1 million).

Total gross profit was negatively affected by an increase in the depreciation included in cost of sales from \$16.7 million during the three months ended June 30, 2015 to \$17.1 million during the three months ended June 30, 2016.

*Selling, General, and Administrative Expenses ("SG&A")*

Total SG&A increased \$1.8 million, or 6%, from the three months ended June 30, 2015, reflecting higher compensation costs.

*Interest Expense, net*

Interest expense, net, increased \$1 million, or 26%, from the three months ended June 30, 2015, reflecting primarily higher mark-to-market losses on our derivative financial instruments, offset partially by lower interest expense on our Term Loan.

*Other Expense*

Other expense increased \$2.9 million from the three months ended June 30, 2015, reflecting costs incurred during the second quarter of 2016 to support the potential sale of Tower Europe, which is no longer being considered.

*Provision for Income Taxes*

Income tax expense increased \$4 million from the three months ended June 30, 2015 despite a slight \$0.2 million decrease in worldwide pre-tax profit from continuing operations. The primary reason for the increase was during 2015, we did not record deferred income tax expense on our 2015 U.S. profits due to the valuation allowance. In the second quarter of 2016, we recorded \$5.5 million of deferred income tax expense on U.S. profits.

In the fourth quarter of 2015, we released the valuation allowance on most of our U.S. deferred tax assets, as we concluded it was more likely than not we would be able to fully utilize these deferred tax assets in the future. In 2016,

we will begin recording tax expense - primarily deferred tax expense - on our U.S. profits as we utilize our deferred tax assets to reduce our cash tax liability. Until 2018 or 2019, we expect to utilize U.S. tax attributes, such as net operating loss carryforwards and research credits, to eliminate our U.S. cash tax liability on U.S. profits except for an immaterial amount for alternative minimum tax and some state taxes.

*Loss from Discontinued Operations*

During the second quarter of 2016, the Company's Board of Directors approved a plan to sell the Company's remaining business operations in Brazil and China. At June 30, 2016, all of the Brazilian and Chinese business operations are considered held for sale in accordance with FASB ASC No. 360, *Property, Plant, and Equipment*, and presented as discontinued operations in the Condensed Consolidated Financial Statements, in accordance with FASB ASC No. 205, *Discontinued Operations*.

The Company recorded a loss from discontinued operations, net of tax, of \$20 million during the three months ended June 30, 2016, as compared with a loss of \$0.4 million for the three months ended June 30, 2015.

For the three months ended June 30, 2015, the discontinued operations included results from two of our China joint ventures and an operation in Brazil that were sold in the fourth quarter of 2015.

### Comparison of Periods—Non-GAAP Analysis of Adjusted EBITDA

A reconciliation of Adjusted EBITDA to net income attributable to Tower International, Inc. for the periods presented is set forth below (in millions):

	Europe Three Months Ended June 30, 2016		North America Three Months Ended June 30, 2016		Consolidated Three Months Ended June 30, 2016	
	2015		2015		2015	
Adjusted EBITDA	\$ 13.7	\$ 14.8	\$ 36.6	\$ 36.7	\$ 50.3	\$ 51.5
Intercompany charges	0.6	1.6	(0.6 )	(1.6 )	-	-
Restructuring and asset impairment charges, net	(0.1 )	-	(0.7 )	(5.3 )	(0.8 )	(5.3 )
Depreciation and amortization	(7.0 )	(6.6 )	(11.2 )	(11.2 )	(18.2 )	(17.8 )
Acquisition costs and other	(0.3 )	-	-	(0.2 )	(0.3 )	(0.2 )
Long-term non-cash compensation (a)	-	-	(1.9 )	(2.9 )	(1.9 )	(2.9 )
Operating income	\$ 6.9	\$ 9.8	\$ 22.2	\$ 15.5	29.1	25.3
Interest expense, net					(4.9 )	(3.9 )
Other expense (b)					(2.9 )	-
Provision for income taxes					(6.0 )	(2.0 )
Loss from discontinued operations, net of tax					(20.0 )	(0.4 )
Noncontrolling interest, net of tax					(0.1 )	(0.5 )
Net income / (loss) attributable to Tower International, Inc.					\$ (4.8 )	\$ 18.5

Represents the compensation expense related to stock options, restricted stock units, accruals from one-time CEO (a) compensation awards, and certain compensation programs intended to benefit our long-term success and growth.

The compensation charges are incurred during the applicable vesting periods of each program.

(b) Represents costs incurred to support the potential sale of Tower Europe, which is no longer being considered.

The following table presents revenues (a GAAP measure) and Adjusted EBITDA (a non-GAAP measure) for the three months ended June 30, 2016 and 2015 (in millions), as well as an explanation of variances:

	Europe Revenues		North America Revenues		Consolidated Revenues	
	Adjusted EBITDA(c)		Adjusted EBITDA(c)		Adjusted EBITDA(c)	
Three Months Ended June 30, 2016 results	\$ 175.0	\$ 13.7	\$ 330.1	\$ 36.6	\$ 505.1	\$ 50.3
Three Months Ended June 30, 2015 results	170.3	14.8	279.2	36.7	449.5	51.5



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Variance	\$4.7	\$ (1.1 )	\$50.9	\$ (0.1 )	\$55.6	\$ (1.2 )
Variance attributable to:						
Volume and mix	\$4.7	\$ -	\$56.8	\$ 7.2	\$61.5	\$ 7.2
Foreign exchange	3.5	0.4	-	0.1	3.5	0.5
Pricing and economics	(3.5 )	(3.5 )	(5.9 )	(6.1 )	(9.4 )	(9.6 )
Efficiencies	-	3.1	-	2.0	-	5.1
Selling, general, and administrative expenses and other items (d)	-	(1.1 )	-	(3.3 )	-	(4.4 )
Total	\$4.7	\$ (1.1 )	\$50.9	\$ (0.1 )	\$55.6	\$ (1.2 )

(c) We have presented a reconciliation of Adjusted EBITDA to net income / (loss) attributable to Tower International, Inc, above.

When we refer to “selling, general, and administrative expenses and other items”, the “other items” refer to (i) savings (d) which we generate after implementing restructuring actions, (ii) the costs associated with launching new products, and (iii) one-time items which may include reimbursement of costs.

### *Adjusted EBITDA*

When we analyze Adjusted EBITDA, we separately categorize external factors—volume, product mix, and foreign exchange—and all other factors which impact Adjusted EBITDA, which we refer to as “other factors.”

**Consolidated Company:** Consolidated Adjusted EBITDA decreased by \$1.2 million, or 2%, from the three months ended June 30, 2015, despite higher volume (\$10 million) and favorable foreign exchange (\$0.5 million), which were offset partially by unfavorable product mix (\$2.8 million). All other factors were net unfavorable (\$8.9 million). Unfavorable pricing and economics (\$9.6 million) and unfavorable SG&A expenses and other items (\$4.4 million), were offset partially by favorable efficiencies (\$5.1 million).

**Europe Segment:** In our Europe segment, Adjusted EBITDA decreased by \$1.1 million, or 8%, from the three months ended June 30, 2015, despite higher volume (\$0.5 million) and favorable foreign exchange (\$0.4 million), which were offset partially by unfavorable product mix (\$0.5 million). All other factors were net unfavorable (\$1.5 million). Unfavorable pricing and economics (\$3.5 million), principally product pricing and labor costs, and unfavorable SG&A expenses and other items (\$1.1 million), were offset partially by favorable efficiencies (\$3.1 million).

**North America Segment:** In our North America segment, Adjusted EBITDA decreased by \$0.1 million, or 1%, from the three months ended June 30, 2015 despite higher volume (\$9.5 million) and favorable foreign exchange (\$0.1 million), which were offset partially by unfavorable product mix (\$2.3 million). All other factors were net unfavorable (\$7.4 million). Unfavorable pricing and economics (\$6.1 million) and unfavorable SG&A expenses and other items (\$3.3 million), reflecting higher incentive compensation costs and higher overall compensation costs, primarily related to increased engineering, were offset partially by favorable efficiencies (\$2 million).

### **Results of Operations—Six Months Ended June 30, 2016 Compared with the Six Months Ended June 30, 2015**

The following table presents production volumes in specified regions, according to the IHS June 2016 issue, for the six months ended June 30, 2016 compared to the six months ended June 30, 2015 (in millions of units produced):

	Europe	North America
Six months Ended June 30, 2016	11.3	9.2
Six months Ended June 30, 2015	10.8	8.8
Increase / (Decrease)	0.5	0.4
Percentage change	5 %	5 %

According to IHS, full year 2016 vehicle production is expected to increase when compared to 2015 in North America by 4% and Europe by 3%.

The following table presents select financial information for the six months ended June 30, 2016 and 2015 (in millions):

	Europe Six Months Ended June 30, 2016		North America Six Months Ended June 30, 2015		Consolidated Six Months Ended June 30, 2016	
	2016	2015	2016	2015	2016	2015
Revenues	\$ 336.1	\$ 341.1	\$ 658.2	\$ 557.9	\$ 994.3	\$ 899.0
Cost of sales	303.3	304.7	571.8	478.0	875.1	782.7
Gross profit	32.8	36.4	86.4	79.9	119.2	116.3
Selling, general, and administrative expenses	20.1	18.8	44.8	40.9	64.9	59.7
Amortization expense	-	-	0.2	-	0.2	-
Restructuring and asset impairment charges, net	0.1	0.1	1.5	6.1	1.6	6.2
Operating income	\$ 12.6	\$ 17.5	\$ 39.9	\$ 32.9	52.5	50.4
Interest expense, net					12.5	11.6
Other expense					6.5	-
Provision for income taxes					9.5	3.8
Loss from discontinued operations, net of tax					(20.4 )	(1.7 )
Noncontrolling interest, net of tax					0.1	0.6
Net income attributable to Tower International, Inc.					\$ 3.5	\$ 32.7

#### *Comparison of Periods – GAAP Analysis of Consolidated Results*

##### *Revenues*

Total revenues increased during the six months ended June 30, 2016 by \$95.3 million, or 11%, from the six months ended June 30, 2015 reflecting higher volume (\$107.9 million) and favorable foreign exchange (\$0.4 million), offset partially by unfavorable pricing (\$13 million).

##### *Gross Profit*

Total gross profit increased by \$2.9 million, or 2%, from the six months ended June 30, 2015 to the six months ended June 30, 2016 and our gross profit margin decreased from 12.9% during the 2015 period to 12% during the 2016 period. The increase in total gross profit reflects higher volume (\$17.2 million), offset partially by unfavorable product mix (\$4.1 million) and unfavorable foreign exchange (\$1.6 million). All other factors were net unfavorable (\$8.6 million). Cost of sales was positively impacted by favorable efficiencies (\$11.5 million) which were offset by unfavorable pricing and economics (\$17.4 million).

Total gross profit was positively affected by a decrease in the depreciation included in cost of sales from \$33.5 million during the six months ended June 30, 2015 to \$33.1 million during the six months ended June 30, 2016, reflecting primarily favorable foreign exchange.

*Selling, General, and Administrative Expenses*

Total SG&A increased \$5.2 million, or 9%, from the six months ended June 30, 2015, reflecting higher incentive compensation costs and higher overall compensation costs, primarily related to increased engineering in North America.

*Interest Expense, net*

Interest expense, net, increased \$0.9 million, or 8%, from the six months ended June 30, 2015, reflecting primarily higher mark-to-market losses on our derivative financial instruments, offset partially by lower interest expense on our Term Loan.

*Other Expense*

Other expense increased \$6.5 million from the six months ended June 30, 2015, reflecting costs incurred during the six months ended June 30, 2016 to support the potential sale of Tower Europe, which is no longer being considered.

*Provision for Income Taxes*

Income tax expense increased \$5.6 million from the six months ended June 30, 2015. The primary reason for the increase in six month tax expense is attributable to not having to record deferred income tax expense on U.S. profits in 2015 due to the valuation allowance. In the first six months of 2016, we recorded \$7.8 million of deferred income tax expense on U.S. profits.

In the fourth quarter of 2015, we released the valuation allowance on the most of our U.S. deferred tax assets, since we concluded it was more likely than not we would be able to fully utilize these deferred tax assets in the future. In 2016, we will begin recording tax expense - primarily deferred tax expense - on our U.S. profits as we utilize our deferred tax assets to reduce our cash tax liability. Until 2018 or 2019, we expect to utilize U.S. tax attributes, such as net operating loss carryforwards and research credits, to eliminate our U.S. cash tax liability on U.S. profits except for an immaterial amount for alternative minimum tax and some state taxes.

*Loss from Discontinued Operations*

As noted above, during the second quarter of 2016, the Company's Board of Directors approved a plan to sell the Company's remaining business operations in Brazil and China. At June 30, 2016, all of the Brazilian and Chinese business operations are considered held for sale.

The Company recorded a loss from discontinued operations, net of tax, of \$20.4 million during the six months ended June 30, 2016, as compared with a loss of \$1.7 million for the six months ended June 30, 2015.

For the six months ended June 30, 2015, the discontinued operations included results from two of our China joint ventures and an operation in Brazil that were sold in the fourth quarter of 2015.

*Comparison of Periods—Non-GAAP Analysis of Adjusted EBITDA*

A reconciliation of Adjusted EBITDA to net income attributable to Tower International, Inc. for the periods presented is set forth below (in millions):

Europe	North America	Consolidated
Six Months Ended	Six Months Ended	Six Months Ended

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	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Adjusted EBITDA	\$ 25.2	\$ 28.2	\$ 70.2	\$ 70.4	\$ 95.4	\$ 98.6
Intercompany charges	2.2	2.6	(2.2 )	(2.6 )	-	-
Restructuring and asset impairment charges, net	(0.1 )	(0.1 )	(1.5 )	(6.1 )	(1.6 )	(6.2 )
Depreciation and amortization	(13.8 )	(13.2 )	(21.7 )	(22.6 )	(35.5 )	(35.8 )
Acquisition costs and other	(0.3 )	-	-	(0.2 )	(0.3 )	(0.2 )
Long-term non-cash compensation (a)	(0.6 )	-	(4.9 )	(6.0 )	(5.5 )	(6.0 )
Operating income	\$ 12.6	\$ 17.5	\$ 39.9	\$ 32.9	52.5	50.4
Interest expense, net					12.5	11.6
Other expense (b)					6.5	-
Provision for income taxes					9.5	3.8
Loss from discontinued operations, net of tax					(20.4 )	(1.7 )
Noncontrolling interest, net of tax					0.1	0.6
Net income attributable to Tower International, Inc.					\$ 3.5	\$ 32.7

- Represents the compensation expense related to stock options, restricted stock units, accruals from one-time CEO compensation awards, and certain compensation programs intended to benefit our long-term success and growth. The compensation charges are incurred during the applicable vesting periods of each program.
- (b) Represents costs incurred to date to support the potential sale of Tower Europe, which is no longer being considered.

The following table presents revenues (a GAAP measure) and Adjusted EBITDA (a non-GAAP measure) for the six months ended June 30, 2016 and 2015 (in millions), as well as an explanation of variances:

	Europe		North America		Consolidated	
	Revenues	Adjusted EBITDA(c)	Revenues	Adjusted EBITDA(c)	Revenues	Adjusted EBITDA(c)
Six months Ended June 30, 2016 results	\$336.1	\$ 25.2	\$658.2	\$ 70.2	\$994.3	\$ 95.4
Six months Ended June 30, 2015 results	341.1	28.2	557.9	70.4	899.0	98.6
Variance	\$(5.0 )	\$ (3.0 )	\$100.3	\$ (0.2 )	\$95.3	\$ (3.2 )
Variance attributable to:						
Volume and mix	\$(0.6 )	\$ (1.7 )	\$108.5	\$ 14.8	\$107.9	\$ 13.1
Foreign exchange	0.4	0.2	-	0.2	0.4	0.4
Pricing and economics	(4.8 )	(6.9 )	(8.2 )	(10.5 )	(13.0 )	(17.4 )
Efficiencies	-	6.3	-	5.2	-	11.5
Selling, general, and administrative expenses and other items (d)	-	(0.9 )	-	(9.9 )	-	(10.8 )
Total	\$(5.0 )	\$ (3.0 )	\$100.3	\$ (0.2 )	\$95.3	\$ (3.2 )

(c) We have presented a reconciliation of Adjusted EBITDA to net income / (loss) attributable to Tower International, Inc. above.

When we refer to “selling, general, and administrative expenses and other items”, the “other items” refer to (i) savings (d) which we generate after implementing restructuring actions, (ii) the costs associated with launching new products, and (iii) one-time items which may include reimbursement of costs.

### Adjusted EBITDA

When we analyze Adjusted EBITDA, we separately categorize external factors—volume, product mix, and foreign exchange—and all other factors which impact Adjusted EBITDA, which we refer to as “other factors.”

**Consolidated Company:** Consolidated Adjusted EBITDA decreased by \$3.2 million, or 3%, from the six months ended June 30, 2015, despite higher volume (\$17.2 million) and favorable foreign exchange (\$0.4 million), which were offset partially by unfavorable product mix (\$4.1 million). All other factors were net unfavorable (\$16.7 million). Unfavorable pricing and economics (\$17.4 million) and unfavorable SG&A expenses and other items (\$10.8 million) were partially offset by favorable efficiencies (\$11.5 million).

**Europe Segment:** In our Europe segment, Adjusted EBITDA decreased by \$3 million, or 11%, from the six months ended June 30, 2015, reflecting lower volume (\$1.2 million) and unfavorable product mix (\$0.5 million), which were



offset partially by favorable foreign exchange (\$0.2 million). All other factors were net unfavorable (\$1.5 million). Unfavorable pricing and economics (\$6.9 million), principally product pricing and labor costs, and unfavorable SG&A expenses and other items (\$0.9 million), were offset partially by favorable efficiencies (\$6.3 million).

**North America Segment:** In our North America segment, Adjusted EBITDA decreased by \$0.2 million, or 1%, from the six months ended June 30, 2015, despite higher volume (\$18.4 million) and favorable foreign exchange (\$0.2 million), which were offset partially by unfavorable product mix (\$3.6 million). All other factors were net unfavorable (\$15.2 million). Unfavorable pricing and economics (\$10.5 million) and unfavorable SG&A expenses and other items (\$9.9 million), reflecting primarily higher launch costs, higher incentive compensation costs and higher overall compensation costs, primarily related to increased engineering, were offset partially by favorable efficiencies (\$5.2 million).

## Restructuring

The following table sets forth our net restructuring and asset impairment charges by type for the periods presented (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Employee termination costs	\$ 0.1	\$ 0.1	\$ 0.1	\$ 0.2
Other exit costs	0.7	0.6	1.5	1.4
Asset impairment charges	-	4.6	-	4.6
Total restructuring charges, net	\$ 0.8	\$ 5.3	\$ 1.6	\$ 6.2

We restructure our global operations in an effort to align our capacity with demand and to reduce our costs. Restructuring costs include employee termination benefits and other incremental costs resulting from restructuring activities. These incremental costs principally include equipment and personnel relocation costs. Restructuring costs are recognized in our Condensed Consolidated Financial Statements in accordance with FASB ASC No. 420, *Exit or Disposal Obligations*, and are presented in our Condensed Consolidated Statement of Operations as restructuring and asset impairment charges, net. We believe the restructuring actions discussed below will help our efficiency and results of operations on a going forward basis.

The charges incurred in our North America segment during the three and six months ended June 30, 2016 related to ongoing maintenance expense of facilities closed as a result of prior actions and severance charges to reduce fixed costs. The charges incurred in our Europe segment for the three and six months ended June 30, 2016 related to severance charges in Europe to reduce fixed costs.

We expect to continue to incur additional restructuring expense in 2016 related primarily to previously announced restructuring actions; however, we do not anticipate any additional expense that will be significant, with respect to previously announced actions. We may engage in new actions if business conditions warrant further actions.

## Liquidity and Capital Resources

### General

We generally expect to fund expenditures for operations, administrative expenses, capital expenditures, dividend payments, and debt service obligations with internally generated funds from operations and we generally expect to satisfy working capital needs from time-to-time with borrowings under our revolving credit facility or cash on hand.

As of June 30, 2016, we had available liquidity of approximately \$257.6 million, which we believe is adequate to fund our working capital requirements for at least the next twelve months. We believe that we will be able to meet our debt service obligations and fund operating requirements for at least the next twelve months with cash flow from operations, cash on hand, potential operating lease arrangements, and borrowings under our revolving credit facility.

On June 17, 2016, we announced our Board of Directors' authorization to repurchase up to \$100 million of the Company's issued and outstanding common stock from time to time in the open market, or in privately negotiated transactions. We expect to fund such repurchases from cash flow from operations, cash on hand, potential operating lease arrangements, and borrowings under our revolving credit facility.

### *Cash Flows and Working Capital*

The following table shows the components of our cash flows from continuing operations for the periods presented (in millions):

	Six Months Ended June 30,	
	2016	2015
Net cash provided by / (used in):		
Operating activities	\$ 22.4	\$ 11.9
Investing activities	(60.9 )	(28.2 )
Financing activities	(31.4 )	1.9

### *Net Cash Provided by Operating Activities*

Net cash generated from operating activities was \$22.4 million during the six months ended June 30, 2016, compared to \$11.9 million during the six months ended June 30, 2015. The primary reason for this increase was the favorable fluctuation in working capital items.

*Net Cash Used in Investing Activities*

Net cash utilized in investing activities was \$60.9 million during the six months ended June 30, 2016, compared to \$28.2 million during the six months ended June 30, 2015. The \$32.7 million increase in cash utilized was attributable primarily to increased capital expenditures related to the timing of program launches.

*Net Cash Provided by / (Used in) Financing Activities*

Net cash utilized in financing activities was \$31.4 million during the six months ended June 30, 2016, compared to cash generated of \$1.9 million during the six months ended June 30, 2015. This decrease was attributable primarily to the repayment of \$50 million on the Term Loan Credit Facility during the first quarter of 2016 and dividend payments during the first and second quarters of 2016, offset partially by higher borrowings.

***Working Capital***

We manage our working capital by monitoring key metrics principally associated with inventory, accounts receivable, and accounts payable. Our quarterly average inventory days on hand decreased to 14 days during the second quarter of 2016 from 15 days during the first quarter of 2016. Our inventory levels increased from \$66.6 million at December 31, 2015 to \$70.6 million at June 30, 2016, primarily due to the ramp up of production on recently awarded business.

Our accounts receivable balance increased from \$223.7 million as of December 31, 2015 to \$256.7 million as of June 30, 2016. The increase reflects the timing of customer payments consistent with normal seasonality.

Our accounts payable balance increased from \$268 million as of December 31, 2015 to \$296.7 million as of June 30, 2016. The change reflects primarily the increase of trade accounts payable, reflecting primarily the matching of terms with our customers and vendors.

Our working capital usage is seasonal in nature. During the first half of the year, production and sales typically increase substantially, which causes our working capital to increase because our accounts receivable and inventory increase. In addition, we make our annual incentive bonus plan payments during the second quarter. In the second half of the year, production and sales typically decline as a result of scheduled customer shutdowns. The lower production and sales generally result in a reduction of accounts receivables and inventory, which decreases our working capital.

Our working capital is also impacted by our net position in regard to customer funded tooling with our customers. Tooling costs represent costs incurred by us in the development of new tooling used in the manufacture of our

products. Generally, when a customer awards a contract to us, the customer agrees to reimburse us for certain of our tooling costs. As the tooling is developed, we experience cash outflows because we bear the costs and we typically do not receive reimbursement from our customers until the manufacture of the particular program commences. This timing delay causes our working capital to fluctuate between periods due to the timing of the cash inflows and outflows.

On June 30, 2016 and December 31, 2015 we had working capital balances of \$93 million and \$151.7 million, respectively. This decrease is related primarily to our using cash on hand to make a \$50 million voluntary repayment on our Term Loan Credit Facility during the first quarter of 2016.

### *Sources and Uses of Liquidity*

Our available liquidity at June 30, 2016 was approximately \$257.6 million, which consisted of \$51.8 million of cash on hand, and unutilized borrowing availability under our U.S. and foreign credit facilities of \$164.7 million and \$41.1 million, respectively. A portion of our cash balance is located at foreign subsidiaries and is presently being used to fund operations at and investment in those locations. As of December 31, 2015 we had available liquidity of \$350.6 million.

As of June 30, 2016, we had short-term debt, excluding capital leases, of \$31.6 million, of which \$25.8 million related to receivables factoring in Europe, \$4.5 million related to current maturities of our Term Loan Credit Facility, and \$1.3 million related to indebtedness in Europe. Historically, we have been successful in renewing this debt as it becomes due, but we cannot provide assurance that this debt will continue to be renewed or, if renewed, that this debt will continue to be renewed under the same terms. The receivables factoring in Europe consists of uncommitted demand facilities, which are subject to termination at the discretion of the banks, although we have not experienced any terminations by the banks.

Pursuant to the Board of Directors' declaration on October 16, 2015, the Company commenced payment of a quarterly dividend of \$0.10 per common share. During the three and six months ended June 30, 2016, the Company paid dividends of \$2.1 million and \$4.2 million, respectively.

As noted above, on June 17, 2016, the Company announced its Board of Directors' authorization to repurchase up to \$100 million of the Company's issued and outstanding common stock from time to time in the open market, or in privately negotiated transactions. As of June 30, 2016, no purchase transactions have settled under the Repurchase Program.

#### *Free Cash Flow and Adjusted Free Cash Flow*

Free cash flow and adjusted free cash flow are non-GAAP measures. Free cash flow is defined as cash provided by continuing operating activities less cash disbursed for purchases of property, plant, and equipment. Adjusted free cash flow is defined as free cash flow excluding cash received or disbursed for customer tooling. We believe these metrics provide useful information to our investors because management regularly reviews these metrics as important indicators of how much cash is generated by our normal business operations, net of capital expenditures and cash provided or disbursed for customer-owned tooling, and makes decisions based upon them. Management also views these metrics as a measure of cash available to reduce debt and grow the business. Free cash flow and adjusted free cash flow are calculated as follows (in millions):

	Six Months Ended June 30,	
	2016	2015
Net cash provided by continuing operating activities	\$22.4	\$11.9
Cash disbursed for purchases of property, plant, and equipment, net	(60.9)	(28.2)
Free cash flow	(38.5)	(16.3)
Less: Net cash disbursed for customer-owned tooling	(20.8)	(20.5)
Adjusted free cash flow	\$(17.7)	\$4.2

Adjusted free cash flow was negative \$17.7 million during the first six months of 2016, compared to positive \$4.2 million during the six months ended June 30, 2015. The \$21.9 million difference in adjusted free cash flow reflects primarily increased capital expenditures and the unfavorable fluctuation in working capital items.

#### *Debt*

As of June 30, 2016, we had outstanding indebtedness, excluding capital lease obligations, of approximately \$414.5 million, which consisted of the following:

\$363.9 million (net of a \$1 million original issue discount) indebtedness outstanding under our Term Loan Credit Facility

- \$24.5 million indebtedness outstanding under our Amended Credit Revolving Facility
  - \$33.3 million of foreign subsidiary indebtedness
- \$7.2 million of debt issue costs netted against our indebtedness

In January 2016, the Company made a \$50 million voluntary repayment on the Term Loan Credit Facility.

#### *Term Loan Credit Facility*

On April 23, 2013, we and our subsidiaries, Tower Automotive Holdings USA, LLC, Tower Automotive Holdings I, LLC, Tower Automotive Holdings II(a) LLC, Tower Automotive Holdings II(b) LLC and the domestic subsidiary and domestic affiliate guarantors named therein, entered into a Term Loan and Guaranty Agreement (the “Term Loan Credit Agreement”) whereby we obtained a term loan of \$420 million. The maturity date for the initial term loan disbursed under the Term Loan Credit Agreement was April 23, 2020.

On January 31, 2014, we amended the Term Loan Credit Agreement by entering into the Second Refinancing Term Loan Amendment and Additional Term Loan Amendment (the “Second Term Loan Amendment”), pursuant to which, among other things, the outstanding term loans under the Term Loan Credit Agreement were refinanced in full, and additional term loans in an aggregate principal amount of approximately \$33 million (the “Additional Term Loans”) were disbursed. After giving effect to the disbursement of the Additional Term Loans, there were term loans (the “Term Loans”) in the aggregate principal amount of \$450 million outstanding under the Term Loan Credit Agreement. The term loans bear interest at (i) the Alternate Base Rate plus a margin of 2.00% or (ii) the Adjusted LIBO Rate (calculated by multiplying the applicable LIBOR rate by a statutory reserve rate, with a floor of 1.00%) plus a margin of 3.00%.

Our Term Loan Credit Facility contains customary covenants applicable to certain of our subsidiaries, including a financial covenant (the “Total Net Leverage Ratio”) based on the ratio of Total Net Debt to Consolidated EBITDA (each as defined in the Term Loan Credit Agreement). As of the last day of each fiscal quarter, we are required to maintain a Total Net Leverage Ratio of not more than 3.75 to 1.00 on a rolling four quarter basis. Our financial condition and liquidity would be adversely impacted by the violation of any of our covenants.

#### *Amended Revolving Credit Facility*

On September 17, 2014, we entered into a Third Amended and Restated Revolving Credit and Guaranty Agreement (“Third Amended Revolving Credit Facility Agreement”) by and among Tower Automotive Holdings USA, LLC, us, Tower Automotive Holdings I, LLC, Tower Automotive Holdings II(a), LLC, Tower Automotive Holdings II(b), LLC, the subsidiary guarantors named therein, the financial institutions from time to time party thereto as Lenders, and JPMorgan Chase Bank, N.A. as Issuing Lender, as Swing Line Lender, and as Administrative Agent for the Lenders.

The Third Amended Revolving Credit Facility Agreement amended and restated, in its entirety, the Second Amended Revolving Credit Facility Agreement, dated as of June 19, 2013, by and among the Borrower, its domestic affiliate and domestic subsidiary guarantors named therein, and the lenders party thereto, and the Agent. The Third Amended Revolving Credit Facility Agreement provides for a cash flow revolving credit facility (the “Amended Revolving Credit Facility”) in the aggregate amount of up to \$200 million. Our Third Amended Revolving Credit Facility Agreement also provides for the issuance of letters of credit in an aggregate amount not to exceed \$50 million, provided that the total amount of credit (inclusive of revolving loans and letters of credit) extended under our Third Amended Revolving Credit Facility Agreement is subject to an overall cap, on any date, of \$200 million. We may request the issuance of Letters of Credit denominated in Dollars or Euros. As of June 30, 2016, we had \$24.5 million of borrowings outstanding under our Amended Revolving Credit Facility and \$10.8 million of letters of credit outstanding under the Third Amended Revolving Credit Facility Agreement. Thus, we could have borrowed an additional \$164.7 million under the Third Amended Revolving Credit Facility Agreement as of June 30, 2016, calculated as follows (in millions):

Total Revolving Credit Commitment	\$200.0
Borrowings on Amended Revolving Credit Facility	24.5
Letter of credit outstanding	10.8
Availability on Third Amended Revolving Credit Facility Agreement	\$164.7

Advances under our Amended Revolving Credit Facility bear interest at a base rate plus a margin or at LIBOR plus a margin. The applicable margin is determined by our Total Net Leverage Ratio. The applicable margin for the base rate based borrowings as of June 30, 2016 was 1.50%. The applicable margin for the LIBOR based borrowings as of June 30, 2016 was 2.50%. Borrowings outstanding under our Amended Revolving Credit Facility may vary significantly from time to time, depending on our cash needs at any given time. Our Amended Revolving Credit Facility matures on September 17, 2019.



Our Amended Revolving Credit Facility Agreement contains customary covenants applicable to certain of our subsidiaries, including financial maintenance covenant ratios requiring the Borrower and the Guarantors to maintain a ratio, as of the last day of any fiscal quarter, of (i) consolidated adjusted EBITDA to consolidated interest charges of not less than 2.75 to 1.00 on a rolling four quarter basis; and (ii) total net debt to consolidated adjusted EBITDA not to exceed 3.50 to 1.00 on a rolling four quarter basis.

As of June 30, 2016, we were in compliance with the financial covenants that govern our credit agreements.

*Foreign Subsidiary Indebtedness*

Our foreign subsidiary indebtedness consists primarily of borrowings in Europe and receivables factoring in Europe, which is described above.

*Capital and Operating Leases*

We maintain capital leases primarily for a manufacturing facility and certain manufacturing equipment. We have several operating leases, including leases for office and manufacturing facilities, as well as certain equipment, with lease terms expiring between the years 2017 and 2026. As of December 31, 2015, our total future operating lease payments amounted to \$108.7 million and the present value of minimum lease payments under our capital leases amounted to \$6.9 million. As of December 31, 2015, we were committed to making lease payments during 2016 of not less than \$24.8 million on our operating leases and not less than \$1.3 million on our capital leases.

*Off-Balance Sheet Obligations*

In addition to the operating leases described above, our off-balance sheet obligations consist of obligations under our Third Amended Revolving Credit Facility. As of June 30, 2016, letters of credit outstanding were \$10.8 million under the Third Amended Revolving Credit Facility.

*Net Debt*

Net debt is a non-GAAP measure that represents total debt less cash and cash equivalents. We regard net debt as a useful measure of our outstanding debt obligations. Our use of the term “net debt” should not be understood to mean that we will use any cash on hand to repay debt. Net debt is calculated as follows (in millions):

	As of June 30, 2016	As of December 31, 2015
Total debt, including capital leases and net of debt issue costs	\$ 421.1	\$ 444.6
Less: Cash and cash equivalents	51.8	121.6
Add: Cash attributable to discontinued operations	-	8.7
Net debt	\$ 369.3	\$ 331.7

As of June 30, 2016, our net debt was \$369.3 million, compared to \$331.7 million as of December 31, 2015. The \$37.6 million change reflects primarily higher working capital requirements, higher capital expenditures, and dividend payments.

## Disclosure Regarding Forward-Looking Statements

This report contains statements which constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements relating to trends in the operations, financial results, business and products of our Company, and anticipated production trends. The forward-looking statements can be identified by words such as “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, “project”, and other similar expressions and statements regarding our intent, belief, current plans, or expectations. Our forward looking statements also include, without limitation, statements regarding our anticipated future financial condition, operating results, free cash flows, adjusted free cash flows, net debt leverage, Adjusted EBITDA, and business and financing plans and models. Forward-looking statements are made as of the date of this report and are based upon management’s current expectations and beliefs concerning future developments and their potential effects on us. Such forward-looking statements are not guarantees of future performance. The following important factors, as well as those important factors described elsewhere in this report or in our Annual Report on Form 10-K for the year ended December 31, 2015, could cause our actual results to differ materially from estimates or expectations reflected in such forward-looking statements:

- global automobile production volumes;
- the financial condition of our customers and suppliers;

• our ability to make scheduled payments of principal or interest on our indebtedness and comply with the covenants and restrictions contained in the instruments governing our indebtedness;

- our ability to refinance our indebtedness;

risks associated with non-U.S. operations, including foreign exchange risks and economic uncertainty in some regions;

- any increase in the expense and funding requirements of our pension and postretirement benefits;
- our customers' ability to obtain equity and debt financing for their businesses;
- our dependence on our large customers;
- pricing pressure from our customers;
- our ability to integrate acquired businesses;

risks associated with business divestitures including volatility in the capital markets, the capacity of potential bidders to finance transactions and the difficulty of predicting the outcome of negotiations; and

- costs or liabilities related to environmental and safety regulations.

Any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

This report also contains estimates and other statistical data made by independent parties and by us relating to market size and growth and other data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified the statistical and other industry data generated by independent parties that are contained in this report and, accordingly, we cannot assure you of the accuracy or completeness of such data. In addition, projections, assumptions, and estimates of our future performance and the future performance of the industries in which we operate are necessarily subject to a high degree of uncertainty and risk.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

Market risk is the potential loss arising from adverse changes in market rates and prices. We are exposed to market risk throughout the normal course of our business operations due to our purchases of steel, our sales of scrap steel, our ongoing investing and financing activities, and our exposure to foreign currency exchange rates. We have established policies and procedures to govern our management of market risks.

#### *Commodity Pricing Risk*

Steel is the primary raw material that we use. We purchase a portion of our steel from certain of our customers through various OEM resale programs. The purchases through customer resale programs have buffered the impact of price swings associated with the procurement of steel. The remainder of our steel purchasing requirements is met through contracts with steel mills. At times, we may be unable to either avoid increases in steel prices or pass through any price increases to our customers. We refer to the “net steel impact” as the combination of the change in steel prices that are reflected in the price of our products, the change in the cost to procure steel from the mill, and the change in our recovery of offal. Our strategy is to be economically neutral to steel pricing by having these factors offset each other. While we strive to achieve a neutral net steel impact, we are not always successful in achieving that goal, in large part due to timing differences. The timing of a change in the price of steel may occur in separate periods and if a change occurs, that change may have a disproportionate effect, within any fiscal period, on our product pricing. Depending upon when a steel price change or offal price change occurs, that change may have a disproportionate effect, within any particular fiscal period, on our product pricing, our steel costs and the results of our sales of offal. Net imbalances in any one particular fiscal period may be reversed in a subsequent fiscal period, although we cannot provide assurances that, or when, these reversals will occur. Over the past several years, we have not experienced a material net impact from these factors.

### *Interest Rate Risk*

At June 30, 2016, we had total debt, excluding capital leases, of \$414.5 million (net of a \$1 million discount), consisting of variable rate debt of \$221.4 million (53%) and fixed rate debt of \$193.1 million (47%), taking into account our \$186.1 million variable rate to fixed rate swap. Assuming no changes in the monthly average variable rate debt levels of \$232.9 million for the six months ended June 30, 2016, we estimate that a hypothetical change of 100 basis points in the LIBOR and alternative base rate would not have a significant impact on interest expense due to the LIBOR floor in our Term Loan.

On October 17, 2014, we entered into a \$200 million variable rate to fixed interest rate swap for a portion of our Term Loan. The maturity date for this swap instrument is April 16, 2020. The interest rate was fixed at 5.09% per annum but the fair value of the swap will fluctuate with changes in interest rates.

On April 16, 2015, the U.S. dollar notional amount of \$200 million was reduced to \$186.1 million, but the 5.09% interest rate per annum and maturity date of April 16, 2020 remained the same. The interest rate is fixed at 5.09% per annum, but the fair value of the swap will fluctuate with changes in interest rates.

### *Foreign Exchange Risk*

A significant portion of our revenues is derived from manufacturing operations in Europe. The results of operations and financial condition of our non-United States businesses are principally measured in their respective local currency and translated into U.S. dollars. The effects of foreign currency fluctuations in Europe are mitigated by the fact that expenses are generally incurred in the same currency in which revenues are generated, since we strive to manufacture our products in close proximity to our customers. Nevertheless, the reported income of our foreign subsidiaries will be higher or lower depending on a weakening or strengthening of the U.S. dollar against the respective foreign currencies.

Assets located in our foreign facilities are translated into U.S. dollars at foreign currency exchange rates in effect as of the end of each reporting period. The effect of such translations is reflected as a separate component of consolidated stockholders' equity. As a result, our consolidated stockholders' equity will fluctuate, depending upon the weakening or strengthening of the U.S. dollar against the respective foreign currencies.

Our strategy for managing currency risk relies primarily upon conducting business in a foreign country in that country's currency. We may, from time to time, also participate in hedging programs intended to reduce our exposure to currency fluctuations. We believe that the effect of a 100 basis point movement in foreign currency rates against the

U.S. dollar would not have materially impacted the results of our operations, our cash flows, or our stockholders' equity for the six months ended June 30, 2016.

On January 23, 2015, we terminated the existing cross currency swap entered into on October 17, 2014 and then we entered into a €178 million cross currency swap based on the U.S. Dollar / Euro exchange rate of \$1.1265 which was the prevailing rate at the time of the transaction to hedge our net investment in our European subsidiaries. The maturity date for this swap instrument was April 16, 2020. The Euro notional amount was increased from €157.1 million to €178 million and the interest rate was lowered from 3.97% to 3.70%, per annum.

On March 13, 2015, we terminated the existing cross currency swap entered into on January 23, 2015 and then we entered into a new cross currency swap based on the U.S. dollar / Euro exchange spot rate of \$1.0480. The maturity date for this swap instrument is April 16, 2020. The Euro notional amount remained the same but the interest rate was lowered from 3.70% to 3.40% per annum.

### *Inflation*

Over time, we may experience a rise in inflationary pressures impacting certain commodities, such as petroleum-based products, ferrous metals, base metals, and certain chemicals. Additionally, because we purchase various types of equipment, raw materials, and component parts from our suppliers, we may be adversely impacted by their inability to adequately mitigate inflationary, industry, or economic pressures. The overall condition of our supply base may possibly lead to delivery delays, production issues, or delivery of non-conforming products by our suppliers in the future. As such, we continue to monitor our vendor base for the best sources of supply and we continue to work with those vendors and customers to mitigate the impact of inflationary pressures.

**Item 4. Controls and Procedures.**

*Evaluation of Disclosure Controls and Procedures*

As required by Rule 13a-15 under the Securities Exchange Act of 1934 (the “Exchange Act”), management, with the participation of the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2016. Based upon that evaluation, the CEO and the CFO have concluded that, as of June 30, 2016, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting*

There has not been any change in our internal control over financial reporting that occurred during the quarter ended June 30, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



## PART II — OTHER INFORMATION

**Item 1A. Risk Factors.**

There have been no material changes in our risk factors disclosed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2015.

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

Period	Total Number of Shares (or Units) Purchased	Weighted Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plan or Program (1)	Dollar Value of Shares that May Yet Be Purchased Under Plan or Program (2)
April 1 to April 30, 2016	-	\$ -	-	\$ -
May 1 to May 31, 2016	-	-	-	-
June 1 to June 30, 2016	-	-	-	100,000,000
Total	-	\$ -	-	\$ 100,000,000

- (1) In future periods, this column will reflect shares reported as purchases by the Company pursuant to the Repurchase Program announced on June 17, 2016. No shares were purchased during the periods presented.

- (2) This column includes the approximate dollar value of shares that remain authorized for repurchase under the Company's Repurchase Program announced on June 17, 2016. Subject to applicable legal restrictions, shares may be repurchased in open market transactions, privately negotiated transactions, or in such other manner as shall be determined by the Chief Executive Officer, the Chief Financial Officer (the "Proper Officers"), or their designee. The timing, manner, price, and amount of repurchases will be determined at the Proper Officer's discretion and the Repurchase Program shall terminate on the earlier of (i) the first date on which a total of \$100 million of the Company's shares of common stock shall have been purchased and (ii) such other date as shall be determined by the Company's Board of Directors.



**Item 6. Exhibits.**

31.1 Rule 13a-14(a) Certification of the Chief Executive Officer

31.2 Rule 13a-14(a) Certification of the Chief Financial Officer

32.1 Section 1350 Certification of the Chief Executive Officer \*

32.2 Section 1350 Certification of the Chief Financial Officer \*

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Scheme Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

\*Furnished, not filed

SIGNATURES

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

Tower International,  
Inc.

Date: July 26, 2016 /s/ James C. Gouin  
James C. Gouin  
Chief Financial Officer