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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Huntsman Corporation	Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
			(Do not check if a smaller reporting company)	
Huntsman International LLC	Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
			(Do not check if a smaller reporting company)	

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

Huntsman Corporation	YES <input type="checkbox"/>	NO <input checked="" type="checkbox"/>
Huntsman International LLC	YES <input type="checkbox"/>	NO <input checked="" type="checkbox"/>

On October 19, 2016, 238,156,779 shares of common stock of Huntsman Corporation were outstanding and 2,728 units of membership interests of Huntsman International LLC were outstanding. There is no trading market for Huntsman International LLC's units of membership interests. All of Huntsman International LLC's units of membership interests are held by Huntsman Corporation.

This Quarterly Report on Form 10-Q presents information for two registrants: Huntsman Corporation and Huntsman International LLC. Huntsman International LLC is a wholly-owned subsidiary of Huntsman Corporation and is the principal operating company of Huntsman Corporation. The information reflected in this Quarterly Report on Form 10-Q is equally applicable to both Huntsman Corporation and Huntsman International LLC, except where otherwise indicated. Huntsman International LLC meets the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q and, to the extent applicable, is therefore filing this form with a reduced disclosure format.

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES
HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES
QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD
ENDED SEPTEMBER 30, 2016**

TABLE OF CONTENTS

		Page
<u>PART I</u>	<u>FINANCIAL INFORMATION</u>	<u>3</u>
<u>ITEM 1.</u>	<u>Condensed Consolidated Financial Statements (Unaudited):</u>	<u>3</u>
	Huntsman Corporation and Subsidiaries:	
	<u>Condensed Consolidated Balance Sheets</u>	<u>3</u>
	<u>Condensed Consolidated Statements of Operations</u>	<u>4</u>
	<u>Condensed Consolidated Statements of Comprehensive Income (Loss)</u>	<u>5</u>
	<u>Condensed Consolidated Statements of Equity</u>	<u>6</u>
	<u>Condensed Consolidated Statements of Cash Flows</u>	<u>7</u>
	Huntsman International LLC and Subsidiaries:	
	<u>Condensed Consolidated Balance Sheets</u>	<u>9</u>
	<u>Condensed Consolidated Statements of Operations</u>	<u>10</u>
	<u>Condensed Consolidated Statements of Comprehensive Income (Loss)</u>	<u>11</u>
	<u>Condensed Consolidated Statements of Equity</u>	<u>12</u>
	<u>Condensed Consolidated Statements of Cash Flows</u>	<u>13</u>
	Huntsman Corporation and Subsidiaries and Huntsman International LLC and Subsidiaries:	
	<u>Notes to Condensed Consolidated Financial Statements</u>	<u>15</u>
<u>ITEM 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>65</u>
<u>ITEM 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>88</u>
<u>ITEM 4.</u>	<u>Controls and Procedures</u>	<u>90</u>
<u>PART II</u>	<u>OTHER INFORMATION</u>	<u>91</u>
<u>ITEM 1.</u>	<u>Legal Proceedings</u>	<u>91</u>
<u>ITEM 1A.</u>	<u>Risk Factors</u>	<u>91</u>
<u>ITEM 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>92</u>
<u>ITEM 6.</u>	<u>Exhibits</u>	<u>93</u>

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****HUNTSMAN CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(In Millions, Except Share and Per Share Amounts)**

	September 30, 2016	December 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents(a)	\$ 439	\$ 257
Restricted cash(a)	11	12
Accounts and notes receivable (net of allowance for doubtful accounts of \$29 and \$26, respectively), (\$473 and \$438 pledged as collateral, respectively)(a)	1,456	1,420
Accounts receivable from affiliates	10	29
Inventories(a)	1,444	1,692
Prepaid expenses	75	112
Current assets held for sale	31	
Other current assets(a)	317	312
Total current assets	3,783	3,834
Property, plant and equipment, net(a)	4,298	4,446
Investment in unconsolidated affiliates	337	347
Intangible assets, net(a)	97	86
Goodwill	123	116
Deferred income taxes	404	418
Noncurrent assets held for sale	90	
Other noncurrent assets(a)	575	573
Total assets	\$ 9,707	\$ 9,820
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable(a)	\$ 999	\$ 1,034
Accounts payable to affiliates	27	27
Accrued liabilities(a)	655	686
Current portion of debt(a)	88	170
Current liabilities held for sale	20	
Total current liabilities	1,789	1,917
Long-term debt(a)	4,468	4,625
Notes payable to affiliates	1	1
Deferred income taxes	471	422
Noncurrent liabilities held for sale	10	
Other noncurrent liabilities(a)	1,197	1,226
Total liabilities	7,936	8,191
Commitments and contingencies (Notes 12 and 13)		
Equity		
Huntsman Corporation stockholders' equity:		
	3	3

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Common stock \$0.01 par value, 1,200,000,000 shares authorized, 250,764,002 and 249,483,541 shares issued and 236,316,932 and 237,080,026 shares outstanding, respectively		
Additional paid-in capital	3,445	3,407
Treasury stock, 12,607,223 and 11,162,454 shares, respectively	(150)	(135)
Unearned stock-based compensation	(21)	(17)
Accumulated deficit	(423)	(528)
Accumulated other comprehensive loss	(1,266)	(1,288)
Total Huntsman Corporation stockholders' equity	1,588	1,442
Noncontrolling interests in subsidiaries	183	187
Total equity	1,771	1,629
Total liabilities and equity	\$ 9,707	\$ 9,820

(a)

At September 30, 2016 and December 31, 2015, respectively, \$25 and \$34 of cash and cash equivalents, \$10 and \$12 of restricted cash, \$28 and \$26 of accounts and notes receivable (net), \$42 and \$54 of inventories, \$6 and \$5 of other current assets, \$291 and \$307 of property, plant and equipment (net), \$32 and \$36 of intangible assets (net), \$38 each of other noncurrent assets, \$69 and \$82 of accounts payable, \$30 and \$27 of accrued liabilities, \$20 and \$15 of current portion of debt, \$114 and \$137 of long-term debt, and \$56 and \$54 of other noncurrent liabilities from consolidated variable interest entities are included in the respective balance sheet captions above. See "Note 4. Variable Interest Entities."

See accompanying notes to condensed consolidated financial statements.

Table of Contents

HUNTSMAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In Millions, Except Per Share Amounts)

	Three months ended		Nine months ended	
	September 30,	September 30,	September 30,	September 30,
	2016	2015	2016	2015
Revenues:				
Trade sales, services and fees, net	\$ 2,334	\$ 2,605	\$ 7,167	\$ 7,862
Related party sales	29	33	95	105
Total revenues	2,363	2,638	7,262	7,967
Cost of goods sold	1,965	2,165	5,991	6,495
Gross profit	398	473	1,271	1,472
Operating expenses:				
Selling, general and administrative	221	232	678	727
Research and development	38	41	114	124
Other operating (income) expense, net	(24)	17	(40)	8
Restructuring, impairment and plant closing costs	45	14	87	221
Total expenses	280	304	839	1,080
Operating income	118	169	432	392
Interest expense	(52)	(49)	(152)	(158)
Equity in income of investment in unconsolidated affiliates	1		4	5
Loss on early extinguishment of debt	(1)	(8)	(3)	(31)
Other loss	(2)			(2)
Income from continuing operations before income taxes	64	112	281	206
Income tax benefit (expense)	1	(49)	(58)	(85)
Income from continuing operations	65	63	223	121
Loss from discontinued operations	(1)		(3)	(4)
Net income	64	63	220	117
Net income attributable to noncontrolling interests	(9)	(8)	(22)	(28)
Net income attributable to Huntsman Corporation	\$ 55	\$ 55	\$ 198	\$ 89
Basic income (loss) per share:				
Income from continuing operations attributable to Huntsman Corporation common stockholders	\$ 0.23	\$ 0.23	\$ 0.85	\$ 0.38
Loss from discontinued operations attributable to Huntsman Corporation common stockholders, net of tax			(0.01)	(0.02)
Net income attributable to Huntsman Corporation common stockholders	\$ 0.23	\$ 0.23	\$ 0.84	\$ 0.36

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Weighted average shares	236.3	244.2	236.2	244.1
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Diluted income (loss) per share:

Income from continuing operations attributable to Huntsman Corporation common stockholders	\$ 0.23	\$ 0.22	\$ 0.84	\$ 0.38
Loss from discontinued operations attributable to Huntsman Corporation common stockholders, net of tax			(0.01)	(0.02)
Net income attributable to Huntsman Corporation common stockholders	\$ 0.23	\$ 0.22	\$ 0.83	\$ 0.36

Weighted average shares	240.1	246.6	239.1	247.0
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Income from continuing operations	\$ 56	\$ 55	\$ 201	\$ 93
Loss from discontinued operations, net of tax	(1)		(3)	(4)
Net income	\$ 55	\$ 55	\$ 198	\$ 89

Dividends per share	\$ 0.125	\$ 0.125	\$ 0.375	\$ 0.375
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See accompanying notes to condensed consolidated financial statements.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(In Millions)**

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net income	\$ 64	\$ 63	\$ 220	\$ 117
Other comprehensive income (loss), net of tax:				
Foreign currency translations adjustments	15	(96)	(11)	(238)
Pension and other postretirement benefits adjustments	11	14	35	36
Other, net	4	(6)	(2)	3
Other comprehensive income (loss), net of tax	30	(88)	22	(199)
Comprehensive income (loss)	94	(25)	242	(82)
Comprehensive income attributable to noncontrolling interests	(9)	(6)	(22)	(21)
Comprehensive income (loss) attributable to Huntsman Corporation	\$ 85	\$ (31)	\$ 220	\$ (103)

See accompanying notes to condensed consolidated financial statements.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF EQUITY****(In Millions, Except Share Amounts)****Huntsman Corporation Stockholders' Equity**

	Shares		Additional	Unearned	Accumulated	Accumulated	Noncontrolling	Total	
	Common	Common	paid-in	Treasury	stock-based	other	interests in	equity	
	stock	stock	capital	stock	compensation	loss	subsidiaries		
						deficit			
Balance, January 1, 2016	237,080,026	\$ 3	\$ 3,407	\$ (135)	\$ (17)	\$ (528)	\$ (1,288)	\$ 187	\$ 1,629
Net income						198		22	220
Other comprehensive income							22		22
Issuance of nonvested stock awards			17		(17)				
Vesting of stock awards	895,660		2						2
Recognition of stock-based compensation			7		13				20
Repurchase and cancellation of stock awards	(249,155)					(3)			(3)
Stock options exercised	35,170								
Dividends paid to noncontrolling interests								(26)	(26)
Treasury stock repurchased	(1,444,769)		15	(15)					
Excess tax shortfall related to stock-based compensation			(3)						(3)
Dividends declared on common stock						(90)			(90)
Balance, September 30, 2016	236,316,932	\$ 3	\$ 3,445	\$ (150)	\$ (21)	\$ (423)	\$ (1,266)	\$ 183	\$ 1,771
Balance, January 1, 2015	243,416,979	\$ 3	\$ 3,385	\$ (50)	\$ (14)	\$ (493)	\$ (1,053)	\$ 173	\$ 1,951
Net income						89		28	117
Other comprehensive loss							(192)	(7)	(199)
Issuance of nonvested stock awards			19		(19)				
Vesting of stock awards	1,037,743		6						6
Recognition of stock-based compensation			7		12				19
Repurchase and cancellation of stock awards	(304,340)					(7)			(7)
Stock options exercised	48,572		1						1
Dividends paid to noncontrolling interests								(6)	(6)
Excess tax benefit related to stock-based compensation			1						1
Dividends declared on common stock						(92)			(92)
Balance, September 30, 2015	244,198,954	\$ 3	\$ 3,419	\$ (50)	\$ (21)	\$ (503)	\$ (1,245)	\$ 188	\$ 1,791

See accompanying notes to condensed consolidated financial statements.

Table of Contents

HUNTSMAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Millions)

	Nine months ended September 30,	
	2016	2015
Operating Activities:		
Net income	\$ 220	\$ 117
Adjustments to reconcile net income to net cash provided by operating activities: Equity in income of investment in unconsolidated affiliates	(4)	(5)
Depreciation and amortization	322	297
Gain on disposal of businesses/assets, net	(22)	
Loss on early extinguishment of debt	3	31
Noncash interest expense	11	9
Noncash restructuring and impairment charges	11	87
Deferred income taxes	65	(51)
Noncash (gain) loss on foreign currency transactions	(3)	12
Stock-based compensation	25	21
Portion of insurance proceeds representing cash provided by investing activities	(8)	
Other, net	2	2
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts and notes receivable	(6)	(53)
Inventories	246	46
Prepaid expenses	(7)	(13)
Other current assets	(12)	50
Other noncurrent assets	(20)	(92)
Accounts payable	(16)	(111)
Accrued liabilities	39	74
Other noncurrent liabilities	2	(34)
Net cash provided by operating activities	848	387
Investing Activities:		
Capital expenditures	(290)	(454)
Insurance proceeds for recovery of property damage	8	
Cash received from unconsolidated affiliates	25	33
Investment in unconsolidated affiliates	(23)	(38)
Acquisition of business, net of cash acquired		(14)
Cash received from purchase price adjustment for business acquired		18
Proceeds from sale of businesses/assets	9	1
Cash received from termination of cross-currency interest rate contracts		66
Change in restricted cash	1	5
Net cash used in investing activities	(270)	(383)

(continued)

Table of Contents

HUNTSMAN CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(In Millions)

	Nine months ended September 30,	
	2016	2015

Financing Activities: