PUBLIC CO MANAGEMENT CORP
Form 8-K/A
February 14, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 3

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 1, 2004

PUBLIC COMPANY MANAGEMENT CORPORATION

(Exact name of registrant as specified in its charter)

Nevada	000-50098	88-0493734
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5770 El Camino Road, Las Vegas, Nevada 89118

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code (702) 222-9076

MYOFFIZ, INC.

(Former name or former address,

if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ]

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ]

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ]

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ]

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Report on Form 8-K/A, Amendment No. 3 is being filed to revise the audited financial statements, update Item 2.01 Completion of Acquisition or Disposition of Assets, update Legal Proceedings, take into account the revised financials in the Management s Discussion and Analysis or Plan of Operations section, updated Item 3.02 Unregistered Sales of Equity Securities, update Item 5.01 Changes in Control of Registrant, and include Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

Item 1.01 Entry Into a Material Definitive Agreement.

On October 1, 2004, MyOffiz, Inc. (the Registrant) entered into an Exchange Agreement (the Agreement) with GoPublicToday.com, a Nevada corporation (GPT), Pubco White Papers, Inc., a Nevada corporation (PWP), Nevada Fund, a Nevada corporation (NF), Public Company Management Services, Inc., a Nevada corporation (PCMS) (the Subsidiaries), and the majority shareholders of GPT, PWP, NF or PCMS, Brock Family Trust (the Trust), and Stephen Brock. The Trust and NF are the majority shareholders of GPT. The Trust is the majority shareholder of NF and the sole shareholder of PCMS. Stephen Brock is the sole shareholder of PWP.

Pursuant to the Agreement, the Registrant acquired 5,000,000 shares of common stock (or approximately 92.1%) of GPT, 5,000,000 shares of common stock (or 100%) of PWP, 5,000,000 shares of common stock (or approximately 98.0%) of NF, and 5,000,000 shares of common stock (or 100%) of PCMS in exchange for an aggregate of 15,326,650 newly issued treasury shares of the Registrant s common stock. The transaction is referred to herein as the Acquisition.

Prior to the Acquisition, GPT provided services to the Registrant in connection with the Registrant becoming a publicly traded company. PCMS provided compliance services to the Registrant in connection with the Registrant maintaining its status as a publicly traded company.

Item 2.01 Completion of Acquisition or Disposition of Assets

On October 1, 2004, the Registrant acquired approximately 92.1% of GPT, 100% of PWP, approximately 98.0% of NF, and 100% of PCMS in exchange for 15,326,650 newly issued treasury shares of the Registrant s common stock. There were 19,920,000 shares of the Registrant s common stock issued and outstanding immediately after the Acquisition. The Registrant acquired the shares of GPT from the Trust and NF, the shares of NF and PCMS from the Trust, and the shares of PWP from Stephen Brock. NF and Stephen Brock transferred their interest in the Registrant to the Trust. GPT, PWP, NF and PCMS are collectively referred to herein as the Subsidiaries. Prior to the Acquisition, certain of the Subsidiaries conducted business operations, which business operations they will continue subsequent to the Acquisition.

Subsequent to the Acquisition, the Registrant acquired the minority interests in the Subsidiaries in exchange for an aggregate of 404,624 shares of the Registrant s common stock.

The Registrant is a holding company for, and will conduct its operations (discussed below) through, the Subsidiaries. As a result of the Acquisition of the Subsidiaries and the continuation of their business operations, the Registrant has changed its business focus. The term Company as used herein shall include a reference to the Registrant, GPT, PWP, NF, and PCMS unless otherwise stated.

DESCRIPTION OF THE PRINCIPAL PRODUCTS AND SERVICES

The Company is a management and consulting firm that focuses its products and services on private and small public companies that, as determined by the Company s management, have the following characteristics:

o

development stage or early stage companies with a business plan that provides a definable path to profitable growth in no more than three to five years;

o

companies that operate in established markets or in market segments having a reasonable probability of marketing success;

o

companies that can support favorable financial expectations including the return on investment being sought by the Company s management; and

o

companies that have an experienced management team.

As such, the Company believes that it will enable its stockholders to indirectly participate in private equity investments in a way not typically available to most investors due to the private nature of most of our Portfolio Companies (as defined below), the size of the financial commitments often required in order to participate in such investments, and/or the experience, skill and time commitment required to identify and take advantage of these opportunities.

The Company is composed of four (4) subsidiaries, GoPublicToday.com (GPT), Pubco White Papers, Inc.(PWP), Nevada Fund (NF), and Public Company Management Services, Inc. (PCMS). GPT is an investment advisor regulated by the State of Nevada. PWP serves as an informational resource for private and small public companies as well as a marketing company for the Registrant s products and services. NF is an investment vehicle that holds equity investments in various public companies. PCMS is a strategic project management company. The Company believes that collectively the Subsidiaries provide solutions for private companies

The Company actively works with private companies seeking to be publicly traded. The Company facilitates the process for these clients to convert from a private company to a public company and to maintain their public status once converted. In addition, the Company provides its clients with white papers that address critical issues and questions facing public companies traded on the OTCBB or the Pink Sheets, private companies looking to go public, and market participants in general.

GoPublicToday.com (GPT)

GPT is a Nevada corporation that was organized on May 26, 2000. On May 4, 2001, GPT became a registered investment advisor regulated by the Securities and Exchange Commission (the Commission   or the   SEC). In June 2004, the Commission informed GPT that GPT was not required to be registered with the Commission as an investment advisor. The Nevada Secretary of State, Securities Division (the   Division) requested that GPT register with the Division as an investment advisor. The Division approved GPT s application on June 18, 2004. GPT withdrew its registration with the SEC on June 25, 2004.

GPT is a registered investment advisory firm that specializes in direct public offering programs. GPT provides a full spectrum of financial advisory services, including business plan reviews, to a client base that includes emerging companies as well as established entities. GPT facilitates the process for its private company clients (Portfolio Companies) to convert to public companies and to maintain their public status once converted. GPT accepts a large portion of its fee in the form of equity in the Portfolio Companies. With a vested interest in the success of the Portfolio Companies, GPT considers itself a partner in their growth.

GPT conducts a business plan review (the   Review) as its first step in providing services to Portfolio Companies. The Review enables GPT to assess the Portfolio Companies and their potential in the marketplace. GPT s next step is to facilitate the process for Portfolio Companies to convert to public companies by registering securities under the Securities Act of 1933 (the   Securities Act) and obtaining a listing of such securities on the OTCBB. GPT provides (or contracts with other Subsidiaries or third parties unrelated to GPT or the Company to provide) the following services that facilitate this process:

o

reviewing and changing the client s mix of debt and to meet the goals and objectives of the client s management team;

o

performing due diligence review of the client s management;

o

engaging PWP to prepare a business plan for the client in the event that the client does not have an up-to-date and accurate business plan;

o

developing a peer group of public companies for the client based on SIC Codes;

o

conducting a comparison analysis to determine a potential initial trading price;

o

facilitating negotiations between Portfolio Companies and independent public accountants to conduct an audit;

o

overseeing state blue sky filings;

o

negotiating with attorneys to provide legal work regarding corporate and securities matters;

o

overseeing compliance with the filing requirements of the Securities and Exchange Act of 1934 (the Exchange Act);

o

identifying a brokerage firm that will make a market in the clients securities

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assisting the client and the brokerage firm in completing Form 2c-11 for filing with the National Association of Securities Dealers (the NASD) for quotation on the OTCBB;

o

requiring Portfolio Companies to enter into a one-year corporate administration and compliance contract with PCMS regarding their Exchange Act reporting requirements; and

o

submitting reports on the Commission s Edgar database.

GPT also provides (or contracts with related parties or third parties unrelated to GPT to provide) significant management assistance services in the areas of financial oversight, strategic growth planning, and legal, financial consulting or other services to such clients management teams. GPT plays a role in setting corporate strategies and advising Portfolio Companies regarding important decisions affecting their businesses, including analyzing potential acquisitions, recruiting key managers, and evaluating strategic opportunities.

In certain instances, GPT may contract with M & A Capital Advisers, LLC (M & A Capital), a licensed broker-dealer, to assist Portfolio Companies in their efforts to raise money through an offering pursuant to Regulation D of the Securities Act. Stephen Brock, the Registrant s President, is the majority owner of M&A Capital.

GPT also plans to operate under the assumed name Foreign Company Listing (FCL). GPT plans for FCL to assist non-US companies to get listed and trading in the United States via a Form 20-F registration statement. The SEC provides a separate integrated disclosure system for foreign private issuers for this type of registration. FCL will facilitate the preparation of the registration statement as well as all ancillary regulatory and compliance issues related to companies that have registered on Form 20-F. As of the filing of this report, GPT has not provided any of the services that it contemplates will be provided under the assumed name FCL.

<u>PubCo White Papers, Inc. (PWP</u>)

PWP is a Nevada corporation that was organized on July 22, 2003. PWP offers white papers critical issues and questions facing public companies traded on the OTCBB or the Pink Sheets, private companies looking to go public, and market participants in general. PWP also markets the products and services provided by the Subsidiaries. The white papers address a wide range of topics including regulatory, strategic planning and financing issues that impact the market and provide a source of access to information about the capital markets in the US.

PWP created the website, PubcoWhitePapers.com, to provide an easily assessable destination to the information companies need to go public, stay public, and access the funding that they need to reach their potential. PWP categorizes the information into topic areas to make it easier for visitors to find the information sought. Visitors may email PWP concerning topics that are not listed. This provides a channel to open dialogue with not only white paper customers but also potential clients for other services within the PCMC network. PWP continuously seeks ways to educate business owners on the possibilities that the US capital markets afford.

Nevada Fund (NF)

NF is a Nevada corporation that was organized on August 20, 1998. NF has primarily been a vehicle for the acquisition of debt or equity in various public companies in exchange for cash.

Public Company Management Services, Inc. (PCMS)

PCMS is a Nevada corporation that was organized on July 16, 2004. PCMS functions as a strategic project management firm providing a suite of professional services available to companies trading on the OTCBB or the Pink Sheets, private companies, and other market participants. PCMS contracts with clients to provide services for one (1) year. PCMS offers small public companies access to a broad range of professional services such as financial consultants, attorneys, certified public accountants and boutique investment bankers. PCMS s services are designed with small companies in mind. The services are geared toward assisting in corporate administration and coordinating compliance with the appropriate rules and regulations pertaining to public companies. PCMS offers the following corporate administration and compliance management services:

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Sarbanes-Oxley Readiness Services;

o

Corporate Governance Assessment;

o

Regulatory Risks (PATRIOT, HIPAA, SAS 70, GLB);

o

Human Resource Compliance; and

o

Federal and State Securities Regulations

COMPETITIVE BUSINESS CONDITIONS

The number of companies going public and requiring access to capital has significantly increased in years. There is also significant growth in the use of the Internet for offering efficient business-to-business commerce. The market for capital and financing resources for emerging growth companies is intensely competitive.

We compete with a large number of consulting firms, investment banks, merchant banks, and other companies, as well as traditional financial services companies such as commercial banks and other sources of consulting in connection with our investment activity. Many of these entities have greater financial and managerial resources than we do. Numerous smaller competitors also exist in this industry. They tend to be: (i) specialized and only offer one type of financing service; (ii) traditional and only provide non- Internet, face-to-face operations, or (iii) small scale and only able to accommodate a few clients each year. We compete with these entities primarily on the basis of the quality of our services, the experience and contacts of our management team, our investment analysis and decision-making processes, and the engagement terms we offer our Portfolio Companies concerning our fees which we receive partly in cash and partly in equity. The Company believes that it fills a void and provides a market niche for privately-held companies seeking to be publicly traded in the US. The Company offers a variety of financial consulting services targeted toward this market. However, there can be no assurance that we will be able to successfully compete or that our existing or potential competitors will not develop products or services equal to or better than those marketed by us.

DEPENDENCE ON ONE OR A FEW CUSTOMERS

The Company was dependent on one customer who accounted for 44.5% of total revenues in 2004. However, the Company has since ceased performing services for that customer and currently relies on many different clients for its revenues.

PATENTS, TRADEMARKS & LICENSES

The Company does not own any patents or trademarks. GPT is licensed as an investment advisor in the State of Nevada.

NEED FOR GOVERNMENTAL APPROVAL AND THE EFFECTS OF REGULATIONS

GPT is regulated by the Division as an investment advisor under Nevada s Uniform Securities Act. GPT was subject to examination prior to becoming licensed. The Administrator of the Division without previous notice, may examine GPT s records in order to determine compliance with the Uniform Securities Act. In the event that GPT is not in compliance with the Nevada Act, the Administrator may suspend or revoke GPT s license or impose fines on GPT.

EMPLOYEES

Stephen Brock, our sole director, is also our only employee. Mr. Brock serves as our President, Secretary and Treasurer on a full-time basis.

DESCRIPTION OF PROPERTY

Stephen Brock, our President, Secretary and Treasurer provides office space to us at 5770 El Camino Road, Las Vegas, Nevada 89118 at the cost of $1,500 per month, on a month to month basis.

LEGAL PROCEEDINGS

On July 27, 2004, NF and Stephen Brock filed a lawsuit in the District Court of Clark County, Nevada against Ugomedia Interactive Corporation (Ugomedia) for breach of contract. On February 27, 2003, Ugomedia executed a convertible promissory note in favor of NF in the principal amount of $175,000, bearing interest at a rate of six percent (6%) per annum. The entire outstanding principal and accrued interest became due and payable on February 27, 2004. Despite repeated demands for payment, Ugomedia failed and refused to pay NF any part of the sums due and owing.

On June 14, 2004, GPT sent a demand letter to Terrax, Inc. (Terrax). Terrax signed a contract for services with GPT in March 2002. The contract terms stipulated a cash payment of $75,000 payable in increments and an equity payment of 500,000 shares of restricted common stock of Terrax. In April 2002, GPT assisted Terrax in an offering in Nevada that was exempt under Rule 504 of Regulation D of the Securities Act. Although the client transferred the stock and made a partial payment, the full obligations of the contract were not and are still not paid in full. A settlement was entered into between GPT and Terrax in February 2005, whereby the Company agreed to withdraw the Company s lawsuit in return for the 500,000 restricted shares which were issued to GPT becoming free trading, as well as various other stipulations by Terrax including Terrax agreeing to pay the balance of the contract owed to GPT in advance of any filings made by GPT to take Terrax from trading on the pinksheets to trading on the OTCBB.

GPT also sent a demand letter to Escape International, Inc. (Escape) in June 2004. Escape contracted with GPT in February 2004 for GPT to assist Escape in filing a Form SB-2 registration statement under the Securities Act. The contract provided for a cash payment in the amount of $75,000 of which $10,000 was paid and an equity payment of 500,000 shares of restricted common stock of Escape. GPT performed (or contracted with third parties to perform) numerous services on behalf of Escape including but not limited to a business plan review, establishing a Nevada corporation, corporate record book development, and drafting private placement documents for an initial founders round. Escape has not issued the restricted stock to GPT. GPT is seeking to recover its unpaid fees pursuant to the contract. The Company has filed a Complaint against Escape in the District Court of Clark County, Nevada. Escape has filed an Answer to that Complaint on January 20, 2005.

RELATED PARTY TRANSACTIONS

Prior to the Acquisition, GPT provided services to the Registrant in connection with the Registrant becoming a publicly traded company. PCMS provided compliance services to the Registrant in connection with the Registrant maintaining its status as a publicly traded company.

Stephen Brock, our President, Secretary and Treasurer, provides office space to us at $1,500 per month on a month to month basis. The Company has no lease with Mr. Brock.

Mr. Brock launched M & A Capital as a broker/dealer in 2004. Mr. Brock is the General Partner of Brock Family LP, which manages M & A Capital. M & A Capital provides capital raising services and facilitates Reverse Listings. In that regard, the Company periodically evaluates with M & A Capital potential acquisitions, financing transactions, initial public offerings, reverse listings, strategic alliances, and sale opportunities involving the Company s client companies. Such transactions could have an impact on the valuation of the Company. These transactions and activities are generally not disclosed to the Company s stockholders and the investing public until such time as the transactions are publicly announced or completed, as the case may be.

The Subsidiaries routinely engage in intercompany transactions. For example, NF, PWP and PCMS leverage off of GPT to provide to them with support services, financing, development, equipment, staff and incubation services for the mutual development of each of the business plans.

The Company owned two properties, which were both originally purchased by GPT. However, one of the properties which GPT owned in Nevada, was sold on February 11, 2005. The other property, still owned by the Company, is located in Brianhead, Utah, and is held in the name of the Company s Chief Executive Officer, Stephen Brock, although it is owned by GPT. That property is used as a part-time residence by the Company s Chief Executive Officer and as a backup office for the Company s corporate offices.

In June 2004, GPT purchased a new truck from an auto dealer, which is used by the Company s Chief Executive Officer, Stephen Brock, which was financed in sixty (60) equal monthly installments of $905, including interest at 4.99%. The truck is held Mr. Brock s, name, but is owned by the Company.

In October 2004, the Company issued 20,000 free trading shares of Common Stock to one of the Company s Attorneys, Michael T. Williams, pursuant to an S-8 Registration Statement.

In December 2004, the Company s Chief Executive Officer, Stephen Brock, was issued 500,000 restricted shares of the Company s Common Stock in consideration of services provided to the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Public Company Management Corporation, referred to herein as we , our , us , the Company or PCMC), is a Neva corporation that was organized on October 26, 2000 as MyOffiz, Inc. On October 1, 2004, PCMC acquired the following companies:

o

Pubco White Papers, Inc., a Nevada corporation (PWP)

o

GoPublicToday.com, a Nevada corporation (GPT)

o

Public Company Management Services, Inc., a Nevada corporation (PCMS)

o

Nevada Fund, a Nevada corporation (NF)

The transaction is referred to herein as the Acquisition. PCMC is a holding company for PWP, GPT, PCMS and NF, each of which operates a separate line of business. The terms Company, we, our, or us as used herein refer to PCM PWP, GPT, PCMS and NF, collectively, unless otherwise stated. PWP, GPT, PCMS and NF are collectively referred to herein as the Subsidiaries.

As a result of the Acquisition and a change in business focus, the Company changed its name to Public Company Management Corporation on November 18, 2004. The Company is an education, management and consulting firm that helps small businesses create long-term value for their companies, shareholders and partners by participating in public capital markets. The Company focuses on serving private and small public companies that, as determined by our management, have the following characteristics:

o

development stage or early stage companies with a business plan that provides a definable path to profitable growth in no more than three to five years;

o

companies that operate in established markets or in market segments having a reasonable probability of marketing success;

o

companies that can support favorable financial expectations including the return on investment being sought by the Company s management; and

o

companies that have an experienced management team.

Although PCMC remains as the legal reporting entity, the Subsidiaries (whose fiscal years end on September 30) are considered the accounting acquirer for financial reporting purposes; therefore, our results of operation and financial condition provided for in this Management s Discussion and Analysis relate to the consolidated financial statements for the Subsidiaries for the fiscal year ended September 2004.

OPERATING RESULTS

On October 1, 2004, the Company acquired the Subsidiaries in an Acquisition that is being accounted for as a reverse merger and recapitalization whereby the operating companies, the Subsidiaries, are the continuing entities for all accounting purposes. The audited financial statements discussed in under this heading Management s Discussion and Analysis include a consolidated balance sheet of the Subsidiaries (referred to in the financial statements as Public Company Management Corporation or PCMC) as of September 30, 2004, and the related consolidated statements of operations, stockholders equity, and cash flows for the nine-month period ended September 30, 2004, and the year ended December 31, 2003. During 2004, the Subsidiaries and the Company changed their fiscal year end from June

30 and December 31, respectively, to September 30.

NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2004 - AUDITED

Revenues were $2,089,919 for the nine-month period ended September 30, 2004. Revenues were attributable to stock compensation received for service contracts and consulting income.

Selling, general and administrative (SG&A) expense and depreciation and amortization expense were $689,902 and $33,366, respectively, for the nine-month period ended September 30, 2004. Net income from operations was $1,366,651 for the nine-month period ended September 30, 2004.

Other income was $522,828 for the nine-month period ended September 30, 2004, consisting of unrealized gain on holding marketable securities of $375,729, realized gain on sale of marketable securities of $146,588, interest income of $13,401 and gain on sale of vehicle of $929 which were offset by interest expense of $13,819.

Net income before income taxes was $1,889,479 for the nine-month period ended September 30, 2004. Deferred income tax expense was $640,427 for the nine-month period ended September 30, 2004.

Net income was $1,249,052 for the nine-month period ended September 30, 2004. Net income was primarily attributable to revenues from stock compensation received for service contracts and consulting income that were offset by SG&A expense and depreciation and amortization expense.

FISCAL YEAR ENDED DECEMBER 31, 2003 - AUDITED

Revenues were $376,896 for the fiscal year ended December 31, 2003. Revenues were attributable to stock compensation received for service contracts and consulting income.

SG&A expense and depreciation and amortization expense were $389,359 and $24,445, respectively, for the fiscal year ended December 31, 2003. Net loss from operations was $36,908 for the fiscal year ended December 31, 2003.

Other income was $89,443 for the fiscal year ended December 31, 2003, consisting of unrealized loss on holding marketable securities of $84,306, realized gain on sale of marketable securities of $183,542, and interest income of $14 which were offset by interest expense of $9,807.

Net income was $52,535 for the fiscal year ended December 31, 2003. Net income was primarily attributable to revenues from stock compensation received for service contracts and consulting income that were offset by SG&A expense and depreciation and amortization expense.

LIQUIDITY AND CAPITAL RESOURCES

Total current assets were $2,468,809 as of September 30, 2004, consisting of marketable securities of $1,532,970, net accounts receivable of $219,330, notes receivable of $550,000, cash of $153,509, and other current assets of $13,000. Marketable securities represent investments in securities that are traded on either the over-the-counter Bulletin Board (the OTCBB) or the Pink Sheets, some of which are restricted stock. As such, they have limited liquidity and may be subject to huge price swings as discussed below in the section entitled Risk Factors . In addition, sales of marketable securities by us may exert down pressure on the securities which could result in our selling marketable securities at prices much less than the value as of September 30, 2004. Notes receivable are due from three (3) of our small or medium-sized clients. Repayment of the notes is highly speculative as discussed below in the section entitled Risk Factors .

Total current liabilities were $1,041,986 as of September 30, 2004, consisting of deferred income tax of $643,827, deferred revenues of $228,333, bank lines of credit of $88,126, accounts payable of $67,434, and current portion of installment note payable of $14,266.

As of September 30, 2004, we had working capital of $1,426,823, and the ratio of current assets to current liabilities was 2.37 to 1.

Net cash used in operating activities was $151,669 during the nine-month period ended September 30, 2004, resulting from adjustments to net income of $1,249,052 for unrealized gain on holding marketable securities of $(375,729), deferred income tax of $640,427, gain on sale of marketable securities of $(146,588), depreciation and amortization of $33,366, and gain on sale of vehicle of $(929) as well as changes in marketable securities of $(827,695), deferred revenue of $(99,167), accounts receivable of $(450,000), notes receivable of $(219,330), accounts payable of $57,925, and other current assets of $(13,000).

Net cash provided by investing activities was $66,303 during the nine-month period ended September 30, 2004, consisting of proceeds from sale of marketable securities of $217,080, construction of current website of $(56,439), purchase of furniture and equipment of $(55,658), purchase of real estate of (38,405), and purchase of marketable securities of $(230).

Net cash provided by financing activities was $232,148 during the nine-month period ended September 30, 2004, consisting primarily of capital contributions of $196,487, new truck purchase financing of $43,997, payments on installment note of ($15,824), and net change in bank line of credit of $7,488.

The Company has two bank lines of credit. $45,000 is owed to Bank of America, which is the credit limit. The interest rate is at bank s prime + 2%, there is no collateral, and the line expires April 25, 2005. $43,126 is owed to Wells Fargo, against a $43,500 credit limit. The interest rate is at bank s prime + 7.75%, there is no collateral, and the line renews annually in June.

The Company will need to raise $1.5 million of additional financing during the next twelve (12) months to fully implement its business plan. The Company intends to raise additional capital in one or more private placements of its Common Stock including this Offering. The Company does not have any commitments or identified sources of additional capital from third parties or from its officers, directors or majority shareholders. There is no assurance that additional financing will be available on favorable terms, if at all. If the Company is unable to raise such additional financing to fully implement its business plan, it will have a material adverse effect on the Company s business, results of operation and financial condition.

RISK FACTORS

WE NEED TO RAISE A SUBSTANTIAL AMOUNT OF ADDITIONAL FINANCING. It is imperative that we raise $1.5 million of additional capital to fully implement our business plan. The Company intends to raise the additional capital in one or more private placements. The Company does not have any commitments or identified sources of additional capital from third parties or from its officers, directors or majority shareholders. There is no assurance that additional financing will be available on favorable terms, if at all. If the Company is unable to raise such additional financing, it would have a materially adverse effect upon the Company s ability to implement its business plan, and may cause the Company to curtail or scale back its current operations.

MOST OF OUR ASSETS CONSIST OF MARKETABLE SECURITIES IN COMPANIES TRADED ON THE OTCBB OR THE PINK SHEETS, THE VALUE OF WHICH IS SUBJECT TO SIGNIFICANT FLUCTUATION. Most of or our assets consist of marketable securities of companies traded on the OTCBB or the Pink Sheets. Some of the marketable securities are restricted securities. The marketable securities we hold have limited liquidity and may be subject to huge price swings. In addition, sales of marketable securities by us may exert downward pressure on the securities which could result in our selling marketable securities at prices much less than the value as of September 30, 2004. Fluctuations in the market price and valuations of our holdings in such other companies, which are partially dependent on market and other conditions that are beyond our control, may result in fluctuations of the market price of our common stock.

A SIGNIFICANT PORTION OF OUR MARKETABLE SECURITIES ARE RESTRICTED SECURITIES UNDER RULE 144 OF THE SECURITIES ACT OF 1933. A significant portion of the marketable securities that we hold are considered restricted securities under Rule 144 under the Securities Act of 1933 (the Act or the Securities Act). We may not sell restricted securities except pursuant to an effective registration statement or an applicable exemption from registration, including an exemption under Rule 144. Sales under Rule 144 are subject to certain manner of sale provisions, notice requirements and the availability of current public information about the company whose securities we intend to sell under Rule 144. In the event that we cannot sell our marketable securities pursuant to an effective registration statement or an applicable exemption from registration, we will not be able to liquidate our position with respect to such securities, which could have a material adverse effect on our business, results of operation and financial condition.

ONE OF OUR CUSTOMERS ACCOUNTED FOR 44.5% OF OUR REVENUES IN 2004. In 2004, Acies, Inc., one of our customers, accounted for 44.5% of our revenues. This client has subsequently ceased being the Company s client, and we do not anticipate receiving any additional revenue from this client moving forward. Because we are no longer performing services for a client which accounted for 44.5% of revenues in 2004, the Company s revenues may decrease for 2005, due to the loss of this client. If the Company is unable to find additional clients to make up for the loss in revenue due to the loss of this client it would have a material adverse affect on or business, results of operation and financial condition and would cause a decrease in the value of the Company s common stock.

WE MAY BE REQUIRED TO REGISTER AS AN INVESTMENT COMPANY UNDER THE 1940 ACT. The Company believes that it is primarily engaged in the business of providing consulting services and that the ownership of securities is an incidental result of such business operations. If, however, the Commission determines that we meet the definition of an investment company, we may be required to register under the Investment Company Act 1940 (the 1940 Act). Such registration is expensive and could substantially alter our business model. There can be no assurance that the Commission will not require us to register under the 1940 Act, or, if required to do so, that we will be able to complete such registration process in a timely manner, if at all, or at a reasonable cost. If the Commission requires us to register under the 1940 Act, it would have a material adverse effect on our business, results of operation, financial condition and your investment in the Company.

WE INVEST IN PRIVATE COMPANIES WHICH INVOLVES A HIGH DEGREE OF RISK. Our business operations will consist primarily of working with small private companies in which we will take an equity investment in the form of restricted securities as part of our fee. Working with, and investing in, private companies involve a high degree of business and financial risk. These risks can result in substantial losses. Accordingly our business activities should be considered speculative. There is generally no publicly available information about the companies with which we work, and we rely significantly on the diligence of our management team to obtain information in connection with our engagement decisions. Typically, such companies depend on the management talents and efforts of one person or a group of persons for their success, and the death, disability or resignation of one or more of these persons could have a material adverse impact on such companies that in turn would have a material adverse impact on investment in such companies. In addition, smaller businesses often have narrower product lines and smaller market shares than their competition. Such companies may also experience substantial variations in operating results. These companies may be more vulnerable to customer preferences, market conditions or economic downturns, which may adversely affect the return on, or the recovery of, our investment in such businesses. The illiquidity of the restricted securities that we accept as part of our fee limits our ability to dispose of these investments at times when it may be advantageous for us to do so.

THERE IS UNCERTAINTY REGARDING THE VALUE OF OUR PRIVATELY-HELD SECURITIES. We value our privately held equity based on a determination of their fair value made in good faith in accordance with our established guidelines. Initially, the fair value of each such security is based upon its original cost. Cost is also the primary factor used to determine fair value on an ongoing basis until significant developments or other factors affecting the investment (such as results of subsequent financings, the availability of market quotations, the portfolio company s operations and changes in general market conditions) provide a basis for value other than cost. Due to the uncertainty inherent in valuing securities that are not publicly traded, our determinations of fair value may differ significantly from the values that would exist if a ready market for these securities existed.

WE LEND MONEY TO SMALL AND MEDIUM-SIZED COMPANIES THAT MAY INVOLVE A HIGHER RISK OF DEFAULT. We may make loans to small and medium-sized private companies for the payment of our fees which may involve a higher degree of default risk than deferring fees or lending to larger, more established companies. We primarily lend to and will continue to lend to companies that may have limited financial resources. For example, 3 of our clients owed us an aggregate of $550,000 with interest ranging from 4% to 6% per year, the repayment of which is speculative as of September 30, 2004. Numerous factors may affect the borrower s ability to make scheduled interest payments and ultimately to repay our loan, including the borrower s failure to meet its business plan, a downturn in its industry or negative economic conditions. Our securities are typically junior to any bank debt that our clients have, and our loans are often unsecured. To the extent that we have a secured position in a company, our claims to any collateral will be subordinated to the claims of any senior lenders. Deterioration in a borrower s financial condition and prospects may be accompanied by deterioration in any collateral for the loan. In the event that our clients default on the notes, it will have a material adverse effect on our business, results of operation and financial condition.

WE DEPEND HEAVILY ON STEPHEN BROCK. The success of the Company heavily depends upon the personal efforts and abilities of Stephen Brock, a director of the Company and the Company s President, Secretary and Treasurer. The Company has not entered into employment agreement with Mr. Brock. Mr. Brock may voluntarily terminate his services at any time. The loss of Mr. Brock could have a material adverse effect on our business, results of operations or financial condition. In addition, the absence of Mr. Brock will force us to seek a replacement who may have less experience or who may not understand our business as well, or we may not be able to find a suitable replacement.

WE DEPEND HEAVILY ON STEPHEN BROCK AND HIS TEAM OF ADVISORS TO MAKE INVESTMENT DECISIONS. We work with companies selected by Stephen Brock, our President. Our stockholders have no right or power to take part in our management and do not receive the detailed financial information made available to our team by Portfolio Companies in connection with the review of possible engagements. Accordingly, investors must be willing to entrust all management aspects to Mr. Brock and other members of our management team. Although Mr. Brock and other members of the team have previous experience making and managing private equity investments, there can be no assurance that our management will be successful in making or managing such investments. In the event that Mr. Brock and his advisors make poor investment decisions, it will have a material adverse effect on our business, results of operations and financial condition.

STEPHEN BROCK S INTERESTS MAY CONFLICT WITH OUR INTERESTS. Our President, Stephen Brock, is also involved in other investment banking and business activities in addition to the duties he fulfills for us including M&A Capital Advisers, LLC, an investment banking firm focused on merging public companies and private companies together and raising money through non-registered private placements. Mr. Brock s interests and the interests of other investment banking and business activities in which he participates may conflict with our interests particularly regarding the selection of engagements and the allocation of Mr. Brock s time.

WE DO NOT ANTICIPATE PAYING DIVIDENDS IN THE NEAR FUTURE. To date, the Company has not paid any dividends on its common stock. We intend to reinvest our cash earnings, if any, in the company with the goal of increasing the value per share for the shareholders of the Company. We do not expect to pay cash dividends in the near future.

OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS WILL DEPEND ON OUR ABILITY TO MANAGE FUTURE GROWTH EFFECTIVELY. We expect our company to grow significantly in the years ahead. Our ability to sustain continued growth depends on our ability to identify and evaluate, and our ability to finance and work with, companies that meet our criteria. Accomplishing such a result is largely a function of our management of the consulting process and the availability of suitable companies in the marketplace with which to work. Any failure to manage effectively our future growth could have a material adverse effect on our business, financial condition and results of operations.

WE OPERATE IN A COMPETITIVE MARKET FOR OPPORTUNITIES. We compete with a large number of investment banks and other consulting firms, as well as traditional financial services companies such as commercial banks and other sources of financing in connection with our business activity. We also compete with media and educational companies, and compliance vendors. The Company s relative position in the industry is insignificant and most of our competitors have substantially greater resources than we do. Increased competition would make it more difficult for us to make investments with attractive return characteristics.

INVESTMENTS IN SECURITIES OF SMALL-CAPITALIZATION PUBLIC COMPANIES MAY INVOLVE A HIGHER DEGREE OF RISK THAN OTHER INVESTMENTS. We intend to accept a portion of our fee for services in securities of private companies seeking to become small-capitalization public companies. Often times there is no market for such securities, or, if there is a market, it is illiquid and/or sporadic. As a result, investments in such securities may involve greater risks than other investments. Because these companies often have fewer shares outstanding than larger companies, it may be more difficult for us to buy or sell significant amounts of their shares without an unfavorable impact on prevailing prices. In addition, small-capitalization public companies are typically subject to a greater degree of change in earnings and business prospects than are larger, more established public companies. There is typically less publicly available information concerning small-capitalization companies than for larger, more established companies. If there is no market for the securities that we hold or such markets are illiquid or sporadic, it will have a material adverse effect on our ability to buy or sell such securities even if our management believes it is advisable to do so.

ECONOMIC RECESSIONS OR DOWNTURNS COULD IMPAIR OUR CLIENT COMPANIES AND HARM OUR OPERATING RESULTS. Many of the companies in which we have worked with or will work with may be susceptible to economic slowdowns or recessions. An economic slowdown may impact the ability of a company to engage in a liquidity event. These conditions could lead to financial losses in and a decrease in revenues, net income and assets. Unfavorable economic conditions also could increase our operational costs.

Our business of positioning private companies for liquidity events via getting publicly listed and trading also may be impacted by current and future market and economic conditions. Significant changes in the public equity markets could have an effect on the valuations of private companies and on the potential for liquidity events involving such companies. This could affect the amount and timing of gains realized on the equity portion of our fee.

WE HAVE A LIMITED OPERATING HISTORY UPON WHICH YOU CAN EVALUATE OUR BUSINESS. We have only recently elected to reformulate our business model and we have only a limited history of operations upon which you can evaluate our business as such. In addition, at least one of our subsidiaries is less than a year old.

CHANGES IN LAWS OR REGULATIONS THAT GOVERN US COULD HAVE A MATERIAL ADVERSE IMPACT ON OUR OPERATIONS. GPT is regulated by the State of Nevada Secretary of State, Securities Division as an investment advisor under Nevada s Uniform Securities Act. These laws and regulations may be changed from time to time, and interpretations of the relevant laws and regulations are also subject to change. Changes in the laws or regulations that govern us may significantly affect our business.

PROVISIONS OF OUR CERTIFICATE OF INCORPORATION AND BYLAWS COULD DETER TAKEOVER ATTEMPTS. Our charter, bylaws and Nevada law contain provisions that may have the effect of discouraging, delaying or making more difficult a change in control and preventing the removal of incumbent directors. The existence of these provisions may negatively impact the price of our stock and may discourage third-party bids. These provisions may reduce any premiums over market price paid to our stockholders for their shares of our stock.

STEPHEN BROCK CAN VOTE AN AGGREGATE OF 75.8% OF OUR OUTSTANDING COMMON STOCK AND CAN EXERCISE CONTROL OVER CORPORATE DECISIONS. Stephen Brock, a director of the Company and the Company s President, Secretary, and Treasurer beneficially owns approximately 75.8% of the issued and outstanding shares of our common stock. Mr. Brock indirectly owns these shares through the Trust and GPT. Accordingly, Mr. Brock will exercise control in determining the outcome of all corporate transactions or other matters, including mergers, consolidations and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. The interests of Mr. Brock may differ from the interests of the other stockholders and thus result in corporate decisions that are adverse to other shareholders.

WE MAY NOT BE ABLE TO PROTECT OUR INTELLECTUAL PROPERTY. The greatest product to any information based organization is the intellectual property created and branded for distribution both as a service and as a component to business activity. It is considered very close to improbable that we would be able to protect the intellectual property rights upon which our business relies.

In an effort to protect and/or curtail our intellectual property, we may pursue certain trademarks, including current brand names, Internet domain names, Web site designs, programs and certain subscriber lists which make up the intellectual property we view as important to our core business. It may be possible for a third party to copy or otherwise obtain or use our intellectual property without authorization or to develop similar technology independently. There can also be no assurance that our business activities will not infringe upon the proprietary rights of others, or that other parties will not assert infringement claims against us, including claims that by, directly or indirectly, providing hyperlink text links to Web sites operated by third parties, we have infringed upon the proprietary rights of other third parties. Due to the global nature of the Internet, there can be no assurance that obtaining trademark protection in the United States will prevent infringements on our trademarks by parties in other countries. We have not sought or obtained any patents on our proprietary software and data processing applications.

THIRD PARTY SERVICES AND INFORMATION POSTED ON OUR WEBSITES COULD CREATE LIABILITY. Associated risks with the interrelatedness of information via the Internet can prove a risk in utilizing online information or services provided by third parties or us. Because materials may be downloaded by the public on Internet services offered by us or the Internet access providers with whom we have relationships, and because third party information may be posted by third parties on our Web site through discussion forums and otherwise, there is the potential that claims will be made against us for defamation, negligence, copyright or trademark infringement or other theories. Such claims have been brought against providers of online services in the past. The imposition of liability based on such claims could materially and adversely impact the business. Even to the extent such claims do not result in liability, we could incur significant costs in investigating and defending against such claims. The imposition to us of potential liability for information or services carried on or disseminated through our Web site could require implementation of measures to reduce exposure to such liability, which may require the expenditure of substantial resources and limit the attractiveness of services to members and users. We may post news clippings from other news Web sites on our Web sites with links to the source site. Most publishers currently encourage this practice, although certain publishers may request that we cease posting their stories. We will comply with their request in each case. To the extent that a large majority of news publishers prohibit posting of their stories on our Web sites or begin charging royalty fees for such stories, our Web site traffic could decrease or our costs could increase, thereby adversely impacting our profitability. Our general liability insurance will not cover all potential claims to which we are exposed or may not be adequate to indemnify us for all liability that may be imposed. Any imposition of liability that is not covered by insurance or is in excess of insurance coverage could have a material adverse effect on our business, results of operations and financial condition.

CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with accounting principals generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of any contingent assets and liabilities. On an on-going basis, we evaluate our estimates. We base our estimates on various assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements:

Revenue Recognition. Revenue is recognized when the earning process is complete and the risks and rewards of ownership have transferred to the customer, which is generally considered to have occurred upon performance and acceptance of the services provided. The services provided sometimes take several months. For some of the services contracts, there are two specifically-identifiable events which may be separated: the initial private fund-raising effort and the public market listing effort. Revenues under the total contract has been allocated 20% to the private fund-raising effort and 80% to the public market listing effort, and these portions of each total contract are recognized in the period when each identifiable event is completed.

Revenues are not recognized for the value of securities received as payment for services when there is no public trading market and there have been no recent private sales of the security.

Valuation of marketable securities. Marketable securities are classified as trading securities, which are carried at their fair value based upon quoted market prices of those investments at each period-end. Accordingly, net realized and unrealized gains and losses on trading securities are included in net income.

Item 3.02 Unregistered Sales of Equity Securities

In October 2004, the Registrant issued 15,326,650 shares of Common Stock in a transaction that was not registered under the Securities Act of 1933 (the Act) to the Trust pursuant to the Acquisition. The Company claims an exemption from registration afforded by Section 4(2) of the Act since the foregoing issuance did not involve a public offering, the recipient took the shares for investment and not resale and the Company took appropriate measures to restrict transfer. No underwriters or agents were involved in the foregoing issuance and no underwriting discounts or commissions were paid by the Company.

In December 2004, the Company issued 59,835 shares to an entity in connection with the conversion of warrants purchased from MyOffiz prior to the Acquisition. The Company claims an exemption from registration afforded by Section 4(2) of the Act since the foregoing issuance did not involve a public offering, the recipient took the shares for investment and not resale and the Company took appropriate measures to restrict transfer. No underwriters or agents were involved in the foregoing issuance and no underwriting discounts or commissions were paid by the Company.

In December 2004, pursuant to consulting agreements between the Company and eighteen individuals and one company, we agreed to issue 1,565,000 shares of common stock in exchange for services rendered on behalf of the Company, which included 500,000 restricted shares which were issued to the Company s Chief Executive Officer, Stephen Brock. The Company claims an exemption from registration afforded by Section 4(2) of the Act since the foregoing issuance did not involve a public offering, the recipient took the shares for investment and not resale and the

Company took appropriate measures to restrict transfer. No underwriters or agents were involved in the foregoing issuance and no underwriting discounts or commissions were paid by the Company.

Registered Sales of Equity Securities.

In October 2004, the Company issued 20,000 free trading shares of Common Stock to one of the Company s Attorneys, Michael T. Williams, pursuant to an S-8 Registration Statement.

In October 2004, the Company agreed to issue two individuals 150,000 free trading shares of the Company s common stock in connection with services provided to the Company, pursuant to an S-8 Registration Statement. These shares have not been issued by the Company.

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

Certain errors, resulting in an understatement of previously reported net income and overstatement of previously reported paid in capital as of September 30, 2004, were discovered by the Company s management on February 11, 2005, in the ordinary course of business, subsequent to the Company' issuing the original report.

The Company became aware of the errors in the September 30, 2004, financial statements in connection with the preparation of the December 31, 2004 financial statements. For instance, during the preparation of the December 31, 2004 financials, the Company became aware of the fact that the stock prices for Urbanalien Corporation, which the Company used in its September 30, 2004 calculations, were misstated on Nasdaq.com. The Company has discussed all of the matters disclosed in the attached revised financials with its independent auditor prior to this filing.

Adjustments have been made as of September 30, 2004, to correct the following errors:

On the Company s previous financial statements, the Company s holdings of Urbanalien Corporation stock were incorrectly valued, using $.51 instead of the more accurate $.03 per share, which accounted for a $399,360 drop in total unrealized holding gains.

The Company s holdings of Winfield Financial Group, Inc. stock were overstated by 400,000 shares. The subsequent change to the restated financial statements lowered their valuation by $140,000 at the $.35 market price.

Acies Corporation paid the Company $450,000 during fiscal 2004 for services which was incorrectly included as a capital contribution instead of revenues.

The Company s holdings of 212,222 shares of Nevwest Securities at $.09 per share were incorrectly not counted during the original audit.

Two real estate investments and two additional real estate purchase deposits totaling $275,000 original cost and $158,832 in mortgage debt were incorrectly not included in the financial statements as originally presented.

Accounts receivable contained errors in the priced values of securities to be received for services under the revenue recognition policy that records revenues based on the extent of services performed each accounting period.

(In thousands of USD, except per share amounts, unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	September 26, 2015	September 27, 2014	**September 26, 2015**	September 27, 2014
Net sales	**$215,510**	$217,608	**$647,844**	$645,375
Cost of sales	**129,328**	130,228	**400,051**	396,506
Gross profit	**86,182**	87,380	**247,793**	248,869
Selling, general and administrative expenses	**37,002**	36,647	**112,119**	109,146
Research and development expenses	**7,479**	7,449	**22,224**	22,833
Pension settlement expense	**30,194**	—	**30,194**	—
Amortization of intangibles	**2,923**	3,154	**8,953**	9,451
	77,598	47,250	**173,490**	141,430
Operating income	**8,584**	40,130	**74,303**	107,439
Interest expense	**922**	1,292	**3,021**	3,736
Foreign exchange (gain) loss	**(3,549)**	(101)	**(1,724)**	2,022
Other (income) expense, net	**(1,430)**	(2,261)	**(3,758)**	(4,893)
Income before income taxes	**12,641**	41,200	**76,764**	106,574
Income taxes	**1,317**	11,260	**16,761**	26,667
Net income	**$11,324**	$29,940	**$60,003**	$79,907
Net income per share (see Note 7):				
Basic	**$.50**	$1.33	**$2.65**	$3.55
Diluted	**$.50**	$1.32	**$2.64**	$3.52
Weighted average shares and equivalent shares outstanding:				
Basic	**22,581**	22,536	**22,623**	22,536
Diluted	**22,693**	22,689	**22,771**	22,722
Cash dividends paid per common share	**$0.29**	$0.25	**$0.79**	$0.69

See accompanying notes.

LITTELFUSE, INC.

Consolidated Statements of Comprehensive Income

(In thousands of USD, unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	September 26, 2015	September 27, 2014	**September 26, 2015**	September 27, 2014
Net income	**$11,324**	$ 29,940	**$60,003**	$ 79,907
Other comprehensive income (loss):				
Pension liability adjustments (net of tax of $7 and $39, for the three months ended 2015 and 2014, and $49 and $178 for the nine months ended 2015 and 2014, respectively)	**(16)**	(63)	**(140)**	(243)
Reclassification adjustments to expense, (net of tax of $1,244 and $0, for the three months ended 2015 and 2014, and $746 and $0 for the nine months ended 2015 and 2014, respectively)	**(514)**	**67**	**1,457**	**242**
Reclassification of pension settlement costs to expense (net of tax of $11,742 for the three and nine months ended 2015)	**21,124**	**—**	**21,124**	**—**
Unrealized (loss) gain on investments	**(3,354)**	(1,773)	**(18)**	1,811
Foreign currency translation adjustments	**(26,377)**	(14,962)	**(36,530)**	(15,273)
Comprehensive income	**$2,187**	$ 13,209	**$45,896**	$ 66,444

See accompanying notes.

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LITTELFUSE, INC.

Consolidated Statements of Cash Flows

(In thousands of USD, unaudited)

	For the Nine Months Ended	
	September 26, 2015	September 27, 2014
Operating activities:		
Net income	**$60,003**	$79,907
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	**22,154**	21,736
Amortization of intangibles	**8,952**	9,451
Stock-based compensation	**7,997**	7,168
Non-cash inventory charge	**—**	2,769
Excess tax benefit on share-based compensation	**(1,500)**	(2,477)
Net loss on pension settlement, net of tax	**19,472**	—
Loss on sale of assets	**308**	673
Changes in operating assets and liabilities:		
Accounts receivable	**(18,274)**	(9,728)
Inventories	**(4,203)**	(4,118)
Accounts payable	**4,216**	3,024
Accrued expenses (including post-retirement)	**6,577**	(7,080)
Accrued payroll and severance	**3,598**	(1,198)
Accrued taxes	**4,006**	5,756
Prepaid expenses and other	**277**	(2,052)
Net cash provided by operating activities	**113,583**	103,831
Investing activities:		
Acquisition of business, net of cash acquired	**—**	(52,768)
Purchases of property, plant, and equipment	**(35,016)**	(19,422)
Decrease in entrusted loan receivable	**5,930**	—
Proceeds from maturities of short-term investments	**—**	6,770
Proceeds from sale of assets	**38**	72
Net cash used in investing activities	**(29,048)**	(65,348)
FINANCING activities:		
Proceeds from revolving credit facility	**49,000**	97,500
Payments of revolving credit facility	**(25,000)**	(37,000)
Payments of term loan	**(3,750)**	(3,750)
Payments of entrusted loan	**(5,930)**	—
Debt issuance costs	**(42)**	(108)
Cash dividends paid	**(17,864)**	(15,543)
Purchases of common stock	**(31,252)**	(14,283)

Proceeds from exercise of stock options	**6,186**	12,170
Excess tax benefit on share-based compensation	**1,500**	2,477
Net cash (used in) provided by financing activities	**(27,152)**	41,463
Effect of exchange rate changes on cash and cash equivalents	**(18,314)**	(6,862)
Increase in cash and cash equivalents	**39,069**	73,084
Cash and cash equivalents at beginning of period	**297,571**	305,192
Cash and cash equivalents at end of period	**$336,640**	$ 378,276

See accompanying notes.

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Notes to CONDENSED Consolidated Financial Statements (Unaudited)

1. Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements of Littelfuse, Inc. and its subsidiaries (the "company") have been prepared in accordance with U.S. *Generally Accepted Accounting Principles* (GAAP) for interim financial information, the instructions to Form 10-Q and Article 10 of Regulations S-X. Accordingly, certain information and disclosures normally included in the consolidated balance sheet, statements of net income and comprehensive income and cash flows prepared in conformity with U.S. GAAP have been condensed or omitted as permitted by such rules and regulations, although the company believes that the disclosures made are adequate to make the information not misleading. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the period ended September 26, 2015 are not necessarily indicative of the results that may be expected for the year ending January 2, 2016. For further information, refer to the company's consolidated financial statements and the notes thereto incorporated by reference in the company's Annual Report on Form 10-K for the year ended December 27, 2014. The company evaluated subsequent events through the date of its financial statements when filed with the Securities and Exchange Commission ("SEC").

2. Acquisition of Business

SymCom, Inc.

On January 3, 2014, the company acquired 100% of SymCom, Inc. ("SymCom") for $52.8 million net of cash acquired. Located in Rapid City, South Dakota, SymCom provides overload relays and pump controllers primarily to the industrial market. The acquisition allows the company to strengthen its position in the relay products market by adding new products and new customers within its Electrical business unit segment. The company funded the acquisition with available cash and proceeds from credit facilities.

The following table sets forth the final purchase price allocation for SymCom acquisition-date net assets, in accordance with the purchase method of accounting with adjustments to record the acquired net assets at their estimated fair values.

SymCom final purchase price allocation (in thousands):

Cash	$325

Current assets, net	9,154
Property, plant and equipment	11,193
Goodwill	15,018
Trademarks	17,020
Patents	1,500
Other non-current assets	20
Current liabilities	(1,137)
	$53,093

All SymCom goodwill and other assets and liabilities were recorded in the Electrical business unit segment and reflected in the Americas geographical area. The trademarks are being amortized over 15 to 20 years. The patents are being amortized over 16 to 17 years. The goodwill resulting from this acquisition consists largely of the company's expected future product sales and synergies from combining SymCom's products with the company's existing electrical product offerings. Goodwill for the above acquisition is expected to be deductible for tax purposes.

As required by purchase accounting rules, the company recorded a $2.8 million step-up of inventory to its fair value as of the acquisition date based on the preliminary valuation. During the first six months of 2014, as a portion of this inventory was sold, cost of goods sold included a $2.8 million non-cash charge for this step-up.

Pro forma financial information is not presented for the SymCom acquisition due to amounts not being materially different than actual results.

Notes to CONDENSED Consolidated Financial Statements (Unaudited)

3. Inventories

The components of inventories at September 26, 2015 and December 27, 2014 are as follows (in thousands):

	September 26, 2015	December 27, 2014
Raw material	**$ 34,235**	$ 29,756
Work in process	**16,443**	15,164
Finished goods	**48,525**	52,471
Total inventories	**$ 99,203**	$ 97,391

4. Other Investments

The company’s other investments represent shares of Polytronics Technology Corporation Ltd. (“Polytronics”), a Taiwanese company. The Polytronics investment was acquired as part of the Heinrich Companies acquisition in 2004. The fair value of the Polytronics investment was €10.0 million (approximately $11.2 million) at September 26, 2015 and €9.9 million (approximately $12.1 million) at December 27, 2014. Included in 2015 other comprehensive income is an unrealized loss of less than $0.1 million, due to the decrease in fair market value of the Polytronics investment. The remaining movement was due to the impact of changes in exchange rates.

5. Debt

The carrying amounts of debt at September 26, 2015 and December 27, 2014 are as follows (in thousands):

	September 26, 2015	December 27, 2014
Term loan	**$ 90,000**	$ 93,750
Revolving credit facility	**107,500**	83,500
Entrusted loan	**11,517**	17,908
Total debt	**209,017**	195,158
Less: Current maturities	**117,500**	88,500

Total long-term debt	**$ 91,517**	**$ 106,658**

The company currently has a credit agreement with J.P Morgan Securities LLC for up to $375.0 million which consists of an unsecured revolving credit facility of $275.0 million and an unsecured term loan of $100.0 million. The credit agreement, effective May 31, 2013, is for a five year period. The company incurred debt issuance costs of $0.1 million which will be amortized over the life of the existing credit agreement. As of September 26, 2015, the company had available $167.4 million of borrowing capacity under the revolving credit agreement at an interest rate of LIBOR plus 1.0% (1.19% as of September 26, 2015). At September 26, 2015, the company was in compliance with all covenants under the revolving credit facility.

Entrusted Loan

During the fourth quarter of 2014, the company entered into an entrusted loan arrangement ("Entrusted Loan") of RMB 110.0 million (approximately $17.9 million) between two of its China legal entities, Littelfuse Semiconductor (Wuxi) Company (the "*Lender*") and Suzhou Littelfuse OVS Ltd. (the "*Borrower*"), utilizing Bank of America, N.A., Shanghai Branch as agent. Direct borrowing and lending between two commonly owned commercial entities is strictly forbidden under China's regulations requiring the use of a third party agent to enable loans between Chinese legal entities. As a result, the Entrusted Loan is reflected as both a long-term asset and long-term debt on the company's Consolidated Balance Sheets and is reflected in the investing and financing activities in its Consolidated Statements of Cash Flows. Interest expense and interest income will be recorded between the lender and borrower with no net impact on the company's Consolidated Statements of Income since the amounts will be offsetting. The loan interest rate per annum is 5.25%. The Entrusted Loan is used to finance the operation and working capital needs of the borrower and matures in November 2019.

Notes to CONDENSED Consolidated Financial Statements (Unaudited)

6. Fair Value of Assets and Liabilities

In determining fair value, the company uses various valuation approaches within the fair value measurement framework. Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability.

Applicable accounting literature establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Applicable accounting literature defines levels within the hierarchy based on the reliability of inputs as follows:

Level 1—Valuations based on unadjusted quoted prices for identical assets or liabilities in active markets;

Level 2—Valuations based on quoted prices for similar assets or liabilities or identical assets or liabilities in less active markets, such as dealer or broker markets; and

Level 3—Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable, such as pricing models, discounted cash flow models and similar techniques not based on market, exchange, dealer or broker-traded transactions.

Following is a description of the valuation methodologies used for instruments measured at fair value and their classification in the valuation hierarchy.

Investment in Polytronics

The company holds an investment in the equity securities of Polytronics as described in Note 4. Equity securities listed on a national market or exchange are valued at the last sales price. Such securities are classified within Level 1 of the valuation hierarchy.

There were no changes during the nine months ended September 26, 2015 to the company's valuation techniques used to measure asset and liability fair values on a recurring basis. As of September 26, 2015 and December 27, 2014 the company held no non-financial assets or liabilities that are required to be measured at fair value on a recurring basis.

The following table presents assets measured at fair value by classification within the fair value hierarchy as of September 26, 2015 (in thousands):

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Investment in Polytronics	$11,196	$ —	$ —	$11,196
Total	$11,196	$ —	$ —	$11,196

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Notes to CONDENSED Consolidated Financial Statements (Unaudited)

6. Fair Value of Assets and Liabilities, continued

The following table presents assets measured at fair value by classification within the fair value hierarchy as of December 27, 2014 (in thousands):

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Investment in Polytronics	$12,056	$ —	$ —	$12,056
Total	$12,056	$ —	$ —	$12,056

The company’s other financial instruments include cash and cash equivalents, short-term investments, accounts receivable, accounts payable and debt. The carrying amounts of cash and cash equivalents, short-term investments, accounts receivable and accounts payable approximate their fair values. The company’s debt fair value approximates book value at September 26, 2015 and December 27, 2014, respectively, as the variable interest rates fluctuate along with market interest rates.

7. Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share for the periods ended September 26, 2015 and September 27, 2014 (in thousands except per share amounts).

	For the Three Months Ended	For the Nine Months Ended

	September 26, 2015	September 27, 2014	**September 26, 2015**	September 27, 2014
Net income	**$11,324**	$ 29,940	**$60,003**	$ 79,907
Average shares outstanding - Basic	**22,581**	22,536	**22,623**	22,536
Net effect of dilutive stock options and restricted share units	**112**	153	**148**	186
Average shares - Diluted	**22,693**	22,689	**22,771**	22,722
Net income per share:				
Basic	**$.50**	$ 1.33	**$2.65**	$ 3.55
Diluted	**$.50**	$ 1.32	**$2.64**	$ 3.52

Potential shares of common stock relating to stock options excluded from the earnings per share calculation because their effect would be anti-dilutive were 144,031 and 64,520 for the three months ended September 26, 2015 and September 27, 2014, respectively, and 108,193 and 36,698 for the nine months ended September 26, 2015 and September 27, 2014, respectively.

8. Income Taxes

The effective tax rate for the third quarter of 2015 was 10.4% compared to an effective tax rate of 27.3% in the third quarter of 2014. The effective tax rate for the nine months ended September 26, 2015 was 21.8% as compared to an effective tax rate of 25.0% for the nine months ended September 27, 2014. The effective tax rates for both the third

Notes to CONDENSED Consolidated Financial Statements (Unaudited)

8. Income taxes, continued

quarter and nine month periods of 2015 and 2014 are lower than the U.S. statutory tax rate primarily due to the result of income earned in lower tax jurisdictions and, with respect to the 2015 periods, the impact of the pension settlement partially offset by the impact from the restructuring of the legal ownership of the company's Mexican manufacturing operations as of June 28, 2015.

The following tables set forth the components of pre-tax income/(expense) and the effective tax rates for the three and nine months ended September 26, 2015 (in thousands).

	For the Three Months ended September 26, 2015		
Pre-tax income/(expense) category	Pre-tax income/(expense) amount	Income tax (expense)/benefit	Effective tax rate
Pension settlement	$(30,194)	$ 10,722	35.5 %
Legal restructuring tax impact	—	(1,949)	—
All other income/(expense)	42,835	(10,090)	23.6 %
Total consolidated	$12,641	$ (1,317)	10.4 %

	For the Nine Months ended September 26, 2015		
Pre-tax income/(expense) category	Pre-tax income/(expense) amount	Income tax (expense)/benefit	Effective tax rate
Pension settlement	$(30,194)	$ 10,722	35.5 %
Legal restructuring tax impact	—	(1,949)	—
All other income/(expense)	106,958	(25,534)	23.9 %
Total consolidated	$76,764	$ (16,761)	21.8 %

9. Pensions

The components of net periodic benefit cost for the three and nine months ended September 26, 2015, compared with the three and nine months ended September 27, 2014, were (in thousands):

	U.S. Pension Benefits				Foreign Plans			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 26, 2015	September 27, 2014	**September 26, 2015**	September 27, 2014	**September 26, 2015**	September 27, 2014	**September 26, 2015**	September 27, 2014
Service cost	**$250**	$ 150	**$750**	$ 450	**$314**	$ 311	**$944**	$ 933
Interest cost	**1,032**	971	**3,094**	2,913	**512**	591	**1,538**	1,774
Expected return on plan assets	**(917)**	(1,412)	**(2,749)**	(4,234)	**(599)**	(572)	**(1,800)**	(1,718)
Amortization of net loss	**290**	137	**870**	411	**62**	47	**185**	142
Total cost (credit) of the plan	**655**	(154)	**1,965**	(460)	**289**	377	**867**	1,131
Expected plan participants' contribution	**-**	-	**-**	-	**-**	-	**-**	-
Net periodic benefit cost (credit)	**655**	(154)	**1,965**	(460)	**289**	377	**867**	1,131
Settlement charge	**30,194**	-	**30,194**	-	**-**	-	**-**	-
Total pension cost (credit)	**$30,849**	$ (154)	**$32,159**	$ (460)	**$289**	$ 377	**$867**	$ 1,131

The expected rate of return assumption on domestic pension assets is 3.90% and 6.75% in 2015 and 2014, respectively. The expected return on foreign pension assets is 5.39% and 5.14% in 2015 and 2014, respectively.

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Notes to CONDENSED Consolidated Financial Statements (Unaudited)

9. Pensions, continued

U.S. Defined Benefit Pension Plan Termination

The company received approval from the IRS on April 14, 2015 on its Application for Determination for Terminating Plan to terminate the U.S. defined benefit pension plan, the Littelfuse Inc. Retirement Plan, effective July 30, 2014. All plan liabilities were settled (either via lump sum payout or purchase of a group annuity contract) in the third quarter of 2015. A cash contribution of $9.1 million was made by the company to the U.S. defined benefit pension plan's trust in the third quarter of 2015 to fully fund the plan on a buyout basis. The settlement of the plan's liabilities resulted in a pre-tax settlement charge of $30.2 million in the third quarter of 2015.

10. Business Unit Segment Information

The company and its subsidiaries design, manufacture and sell circuit protection devices throughout the world. The company reports its operations by the following business unit segments: Electronics, Automotive, and Electrical. Each operating segment is directly responsible for sales, marketing and research and development. Manufacturing, purchasing, logistics, customer service, finance, information technology and human resources are shared functions that are allocated back to the three operating segments. The CEO allocates resources to and assesses the performance of each operating segment using information about its revenue and operating income (loss) before interest and taxes, but does not evaluate the operating segments using discrete balance sheet information.

Sales, marketing and research and development expenses are charged directly into each operating segment. All other functions are shared by the operating segments and expenses for these shared functions are allocated to the operating segments and included in the operating results reported below. The company does not report inter-segment revenue because the operating segments do not record it. The company does not allocate interest and other income, interest expense, or taxes to operating segments. Although the CEO uses operating income (loss) to evaluate the segments, operating costs included in one segment may benefit other segments. Except as discussed above, the accounting policies for segment reporting are the same as for the company as a whole.

An operating segment is defined as a component of an enterprise that engages in business activities from which it may earn revenues and incur expenses, and about which separate financial information is regularly evaluated by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources. The CODM is the company's President and

Chief Executive Officer (“CEO”).

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Notes to CONDENSED Consolidated Financial Statements (Unaudited)

10. Business Unit Segment Information, continued

Business unit segment information for the three and nine months ended September 26, 2014 and September 27, 2014 are summarized as follows (in thousands):

	For the Three Months Ended		For the Nine Months Ended	
	September 26, 2015	September 27, 2014	**September 26, 2015**	September 27, 2014
Net sales				
Electronics	**$102,616**	$107,754	**$307,549**	$313,726
Automotive	**81,475**	80,639	**251,464**	245,083
Electrical	**31,419**	29,215	**88,831**	86,566
Total net sales	**$215,510**	$217,608	**$647,844**	$645,375
Depreciation and amortization				
Electronics	**$5,811**	$5,582	**$17,384**	$16,482
Automotive	**3,244**	3,435	**9,883**	10,609
Electrical	**1,260**	1,414	**3,839**	4,096
Total depreciation and amortization	**$10,315**	$10,431	**$31,106**	$31,187
Operating income (loss)				
Electronics	**$20,923**	$25,800	**$61,755**	$70,805
Automotive	**15,253**	12,227	**39,123**	35,158
Electrical	**5,781**	3,224	**13,220**	7,541
Other(1)	**(33,373)**	(1,121)	**(39,795)**	(6,065)
Total operating income	**8,584**	40,130	**74,303**	107,439
Interest expense	**922**	1,292	**3,021**	3,736
Foreign exchange (gain) loss	**(3,549)**	(101)	**(1,724)**	2,022
Other (income) expense, net	**(1,430)**	(2,261)	**(3,758)**	(4,893)
Income before income taxes	**$12,641**	$41,200	**$76,764**	$106,574

(1) For the three months ended September 26, 2015, "Other" consists of restructuring costs ($2.1 million), acquisition expenses ($0.3 million), pension settlement and wind-up costs ($30.9 million), and other ($0.1 million). For the nine months ended September 26, 2015, "Other" consist of restructuring costs ($6.8 million), acquisition expenses ($0.7 million), pension settlement and wind-up costs ($32.2 million) and other ($0.1 million).

The company’s significant net sales by country for the three and nine months ended September 26, 2015 and September 27, 2014 are summarized as follows (in thousands):

	For the Three Months Ended[a]		For the Nine Months Ended[a]	
	September 26, 2015	September 27, 2014	**September 26, 2015**	September 27, 2014
United States	**$85,049**	$85,326	**$258,030**	$243,979
China	**49,345**	45,905	**143,694**	134,166
Other countries	**81,116**	86,377	**246,120**	267,230
Total	**$215,510**	$217,608	**$647,844**	$645,375

(a) Sales by country represent sales to customer or distributor locations.

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Notes to CONDENSED Consolidated Financial Statements (Unaudited)

10. Business Unit Segment Information, continued

The company's significant long-lived assets and additions to long-lived assets by country as of September 26, 2015 and December 27, 2014 are summarized as follows (in thousands):

	Long-lived assets[b]	
	September 26, 2015	December 27, 2014
United States	**$27,250**	$34,179
Mexico	**13,613**	47,936
China	**37,900**	40,981
Other countries	**84,002**	35,544
Total	**$162,765**	$158,640

(b) Long-lived assets consists of net property, plant and equipment.

The company's additions to long-lived assets for the nine months ended September 26, 2015 and September 27, 2014 are summarized as follows (in thousands):

	Additions to long-lived assets	
	September 26, 2015	September 27, 2014
United States	**$8,367**	$ 5,215
Mexico	**6,518**	5,784
China	**5,159**	3,461
Other countries	**15,082**	4,962
Total	**$35,126**	$ 19,422

11. Accumulated Other Comprehensive Income (Loss) (AOCI)

The following table sets forth the changes in the components of AOCI by component (in thousands):

AOCI component	Balance at December 27, 2014	Other comprehensive income (loss) activity	Reclassification adjustment for expense included in net income	Reclassification adjustment for pension settlement expense included in net income	**Balance at September 27, 2015**
Pension liability adjustment[(a)]	$ (29,615)	$ (140)	$ 1,457	$ 21,124	**$ (7,174)**
Unrealized gain (loss) on investments[(b)]	10,791	(18)	—	—	**10,773**
Foreign currency translation adjustment	(2,302)	(36,530)	—	—	**(38,832)**
AOCI (loss) income	$ (21,126)	$ (36,688)	$ 1,457	$ 21,124	**$ (35,233)**

(a) Balances are net of tax of $3,115 and $12,587 for 2015 and 2014, respectively.

(b) Balances are net of tax of $0 and $0 for 2015 and 2014, respectively.

12. Subsequent Event

On October 1, 2015, the company acquired Sigmar S.r.1. (“Sigmar”), an Italian company that produces sensors used in gas and diesel engine fuel systems, as well as urea level and quality sensors used in diesel emission reduction systems. Sigmar has annual revenues of approximately $6 million and will be reported in the Automotive business segment.

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

Littelfuse Overview

Littelfuse, Inc. and its subsidiaries (the "company" or "Littelfuse") is the worldwide leader in circuit protection offering the industry's broadest and deepest portfolio of circuit protection products and solutions. The company's devices protect products in virtually every market that uses electrical energy, from consumer electronics to automobiles to industrial equipment. The company's worldwide revenue in 2014 was $852.0 million and net earnings were $99.4 million. The company conducts its business through three reportable segments, which are defined by markets and consist of Electronics, Automotive, and Electrical. The company's customer base includes original equipment manufacturers, tier one automotive suppliers and distributors.

In addition to protecting and growing its core circuit protection business, Littelfuse has been investing in power control and sensing technologies. These newer platforms combined with the company's strong balance sheet and operating cash flow, provide opportunities for increased organic and acquisition growth. In 2012, the company set a five-year strategic plan to grow annual sales at 15% per year; 5% organically and 10% through acquisitions.

To maximize shareholder value, the company's primary strategic goals are to:

Grow organically faster than its markets;

Double the pace of acquisitions;

Sustain high-teens operating margins;

Improve return on investment; and

Return excess cash to shareholders.

The company serves markets that are directly impacted by global economic trends with significant exposures to the consumer electronics, automotive, industrial and mining end markets. The company's results will be impacted positively or negatively by changes in these end markets.

Electronics Segment

The Electronics segment sells passive and semiconductor components and modules as well as sensors primarily into the global consumer electronics, general industrial and telecommunications markets. The core electronics markets are characterized by significant Asia competition and price erosion. As a result, the company is focusing additional efforts on higher growth, less price sensitive niche markets (such as LED lighting) and higher-power industrial applications.

Automotive Segment

The Automotive segment is comprised of passenger vehicle circuit protection, commercial vehicle products and sensors for vehicle applications. The primary growth drivers for these businesses are increasing global demand for passenger and commercial vehicles and increasing content per vehicle for both circuit protection and sensing products. The move away from internal combustion engines to hybrid and electric drive systems that require more circuit protection is expected to be an additional growth driver.

Electrical Segment

The Electrical segment derives its revenues from power fuses, protection relays and custom products selling primarily into the industrial, mining, solar and oil and gas markets. Custom products sales, after several years of strong growth, declined due to the completion of several large Canadian potash mining projects. The company has expanded this business by moving into new markets such as non-potash mining and oil and gas. Protection relay sales have also slowed due to the general slowdown in the global mining market.

The following table is a summary of the company's net sales by business unit and geography:

Net Sales by Business Unit and Geography (in thousands, unaudited)

	Third Quarter			Year-to-Date		
	2015	2014	% Change	**2015**	2014	% Change
Business Unit						
Electronics	**$102,616**	$107,754	(5 %)	**$307,549**	$313,726	(2 %)
Automotive	**81,475**	80,639	1 %	**251,464**	245,083	3 %
Electrical	**31,419**	29,215	8 %	**88,831**	86,566	3 %
Total	**$215,510**	$217,608	(1 %)	**$647,844**	$645,375	0 %
Geography[(a)]						
Americas	**$98,974**	$97,903	1 %	**$299,061**	$282,928	6 %
Europe	**37,520**	39,568	(5 %)	**115,613**	127,791	(10 %)
Asia-Pacific	**79,016**	80,137	(1 %)	**233,170**	234,656	(1 %)
Total	**$215,510**	$217,608	(1 %)	**$647,844**	$645,375	0 %

(a) Sales by geography represent sales to customer or distributor locations.

Results of Operations – Third Quarter, 2015 compared to 2014

The following table summarizes the company's consolidated results of operations for the periods presented. During the third quarter of 2015, there was approximately $33.4 million of special charges ($39.8 million year-to-date) primarily consisting of $1.2 million ($3.1 million year-to-date) related to the company's transfer of its reed sensor manufacturing from the U.S. to the Philippines, $0.9 million ($3.8 million year-to-date) related to internal legal restructuring costs, $0.3 million ($0.7 million year-to-date) related to acquisition costs and $30.8 million ($32.2 million year-to-date) of expenses related to the wind down and settlement of the U.S. pension as described in Note 9.

(In thousands, unaudited)	Third Quarter			Year-to-Date		
	2015	2014	% Change	**2015**	2014	% Change
Sales	**$215,510**	$217,608	(1 %)	**$647,844**	$645,375	0 %
Gross Profit	**86,182**	87,380	(1 %)	**247,793**	248,869	(0 %)

Operating expense	**77,598**	47,250	64 %	**173,490**	141,430	23 %
Operating income	**8,584**	40,130	(79 %)	**74,303**	107,439	(31 %)
Other (income) expense, net	**(4,057)**	(1,070)	279 %	**(2,461)**	865	(385 %)
Income before income taxes	**12,641**	41,200	(69 %)	**76,764**	106,574	(28 %)
Net income	**$11,324**	$29,940	(62 %)	**$60,003**	$79,907	(25 %)

Net sales decreased $2.1 million or 1% to $215.5 million in the third quarter of 2015 compared to $217.6 million in the third quarter of 2014 due primarily to $9.9 million in unfavorable foreign currency effects in the third quarter of 2015 as compared to the third quarter of 2014. The unfavorable foreign currency impact primarily resulted from sales denominated in the euro. Excluding currency effects, net sales increased $7.8 million or 4% year-over-year. This increase resulted from continued growth in automotive and improvement in the electrical business, offset by lower electronics sales.

Electronics sales decreased $5.1 million or 5% to $102.6 million in the third quarter of 2015 compared to $107.8 million in the third quarter of 2014 due to capacity constraints for sensor products as they are being transferred to the Philippines as well as a slightly weaker-than-normal seasonal ramp up for core products. The electronics segment experienced $3.2 million in unfavorable currency effects in the third quarter of 2015 primarily from sales denominated in euros. Excluding currency effects, net sales decreased $2.0 million or 2% year-over-year.

Automotive sales increased $0.8 million or 1% to $81.5 million in the third quarter of 2015 compared to $80.6 million in the third quarter of 2014 due to strong growth for sensors offset by lower fuse sales and a decline in commercial vehicle products, due to weak end markets. The automotive segment experienced $5.5 million in unfavorable currency effects in the third quarter of 2015 primarily due to sales denominated in euros. Excluding currency effects, net sales increased $6.3 million or 8% year-over-year.

Electrical sales increased $2.2 million or 8% to $31.4 million in the third quarter of 2015 compared to $29.2 million in the third quarter of 2014 due to solid growth in the core fuse business and continued recovery in custom products. The electrical segment experienced $1.3 million in unfavorable currency effects in the third quarter of 2015 primarily from sales denominated in Canadian dollars and the euro. Excluding currency effects, net sales increased $3.5 million or 12% year-over-year.

On a geographic basis, sales in the Americas increased $1.1 million or 1% to $99.0 million in the third quarter of 2015 compared to $97.9 million in the third quarter of 2014 due primarily to strong growth in automotive and electrical sales offset by $1.3 million in unfavorable currency effects from sales denominated in Canadian dollars. Excluding currency effects, the Americas sales increased $2.4 million or 2%.

Europe sales decreased $2.0 million or 5% to $37.5 million in the third quarter of 2015 compared to $39.6 million in the third quarter of 2014 mainly due to $7.4 million in unfavorable currency effects reflecting a decline in the euro during the current year quarter. Excluding currency effects, Europe sales increased $5.4 million or 14% reflecting strong demand for automotive products.

Asia-Pacific sales decreased $1.1 million or 1% to $79.0 million in the third quarter of 2015 compared to $80.1 million in the third quarter of 2014 due to a decline in electronics and $1.1 million in unfavorable currency effects offset by continued demand for automotive products. Excluding currency effects, Asia-Pacific sales were flat year-over-year.

Gross profit was $86.2 million or 40% of net sales for the third quarter of 2015 compared to $87.4 million or 40% of net sales in the same quarter last year. Gross profit for the third quarter of 2015 included $1.2 million of charges related to the transfer of the company’s reed switch production from the U.S. and China to the Philippines. Excluding the impact of these charges, gross profit was 41% of net sales for the third quarter of 2015.

Total operating expense was $77.6 million or 36% of net sales for the third quarter of 2015 compared to $47.3 million or 22% of net sales for the same quarter in 2014. Operating expenses for the third quarter of 2015 included $30.2 million related to the settlement of the company’s U.S. pension plan. Excluding the pension settlement expense of $30.2 million, operating expenses were $47.4 million or 22% of net sales for the third quarter of 2015.

Operating income for the third quarter of 2015 was $8.6 million compared to operating income of $40.1 million for the same quarter in 2014. Excluding the impact of the $30.2 million pension settlement in the third quarter of 2015 as described above, operating income for the third quarter of 2015 was $38.8 million. The lower operating earnings is primarily as a result of lower sales in the third quarter of 2015 as discussed above.

Interest expense was $0.9 million in the third quarter of 2015 and $1.3 million in the third quarter of 2014 and reflects interest incurred for borrowing on the company's credit agreement.

Foreign exchange loss (gain), reflecting net gains and losses resulting from the effect of exchange rate changes on various foreign currency transactions worldwide, was approximately $3.5 million of income for the third quarter of 2015 as compared to $0.1 million of income for the third quarter of 2014 and primarily reflects fluctuations in the euro and Philippine peso against the U.S. dollar.

Other (income) expense, net, consisting of interest income, royalties and non-operating income items was approximately $1.4 million of income for third quarter of 2015 and $2.3 million of income for the third quarter of 2014.

Income before income taxes was $12.6 million for the third quarter of 2015 compared to $41.2 million for the third quarter of 2014. The lower income before income taxes for 2015 was primarily due to the pension settlement charge of $30.2 million as described above. Income tax expense was $1.3 million with an effective tax rate of 10.4% for the third quarter of 2015 compared to income tax expense of $11.3 million with an effective tax rate of 27.3% in the third quarter of 2014. The lower effective tax rate for the third quarter of 2015 resulted from income earned in lower tax jurisdictions and the impact of the pension settlement partially offset by the impact from the restructuring of the legal ownership of the company's Mexican manufacturing operations during the third quarter of 2015. The effective tax rates for both the third quarter of 2015 and 2014 were lower than the U.S. statutory tax rate primarily due to the factors discussed above and more income earned in lower tax jurisdictions.

Net income for the third quarter of 2015 was $11.3 million or $0.50 per diluted share compared to net income of $29.9 million or $1.32 per diluted share for the same quarter of 2014.

Results of Operations – Nine months, 2015 compared to 2014

Net sales increased $2.5 million or less than 1% to $647.8 million for the first nine months of 2015 compared to $645.4 million in the first nine months of 2014 due primarily to strong growth in automotive products and improvement in the electrical business partially offset by lower electronics sales. The company also experienced $31.1 million in unfavorable foreign currency effects in the first nine months of 2015 as compared to 2014 primarily resulting from sales denominated in the euro. Excluding currency effects, net sales increased $33.5 million or 5% year-over-year.

Electronics sales decreased $6.2 million or 2% to $307.5 million for the first nine months of 2015 compared to $313.7 million in the first nine months of 2014 due primarily to negative currency effects offset by strong growth for fuse products earlier in the first half of the year. The electronics segment experienced $9.7 million in unfavorable currency effects in the first nine months of 2015 primarily from sales denominated in euro. Excluding currency effects, net sales increased $3.5 million or 1% year-over-year.

Automotive sales increased $6.4 million or 3% to $251.5 million in the first nine months of 2015 compared to $245.1 million in the first nine months of 2014 due primarily to strong growth for sensors, fuses and commercial vehicle products. The automotive segment experienced $18.0 million in unfavorable currency effects in the first nine months of 2015 primarily due to sales denominated in euros. Excluding currency effects, net sales increased $24.4 million or 10% year-over-year.

Electrical sales, increased $2.3 million or 3% to $88.8 million in the first nine months of 2015 compared to $86.6 million in the first nine months of 2014 as higher custom and fuse sales were offset by weaker relay sales. The

electrical segment experienced $3.4 million in unfavorable currency effects in the first nine months of 2015 primarily from sales denominated in Canadian dollars and the euro. Excluding currency effects, net sales increased $5.6 million or 6% year-over-year.

On a geographic basis, sales in the Americas increased $16.1 million or 6% to $299.1 million in the first nine months of 2015 compared to $282.9 million in the first nine months of 2014 due primarily to strong growth in automotive offset by $3.6 million in unfavorable currency effects from sales denominated in Canadian dollars. Excluding currency effects, the Americas sales increased $19.7 million or 7%.

Europe sales decreased $12.2 million or 10% to $115.6 million in the first nine months of 2015 compared to $127.8 million in the first nine months of 2014 mainly due to $25.3 million in unfavorable currency effects reflecting a decline in the euro during the first nine months. Excluding currency effects, Europe sales increased $13.2 million or 10% reflecting strong demand for automotive products.

Asia-Pacific sales decreased $1.5 million or 1% to $233.2 million in the first nine months of 2015 compared to $234.7 million in the first nine months of 2014 due primarily to strong demand for automotive products offset by lower electronics sales and unfavorable currency effects of $2.2 million. Excluding currency effects, Asia-Pacific sales increased $0.7 million or less than 1% year-over-year.

Gross profit was $247.8 million or 38% of net sales for the first nine months of 2015 compared to $248.9 million or 39% of net sales for the first nine months of 2014. Gross profit for the first nine months of 2015 included $3.1 million of charges related to the transfer of the company’s reed switch production from the U.S. and China to the Philippines. Gross profit for the first nine months of 2014 included a $2.8 million non-cash charge to cost of goods sold for inventory that was stepped up to fair value as a result of the SymCom acquisition and $2.0 million in severance charges resulting from restructuring at the Hamlin-Mexico plant. Excluding the impact of these charges, gross profit was 39% of net sales for both the first nine months of 2015 and 2014, respectively.

Total operating expense was $173.5 million or 27% of net sales for the first nine months of 2015 compared to $141.4 million or 22% of net sales for the first nine months of 2014. Operating expenses for the first nine months of 2015 included $30.2 million related to the settlement of the company's U.S. pension plan. Excluding the pension settlement expense, operating expenses were $143.3 million or 22% of net sales for the first nine months of 2015.

Operating income for the first nine months of 2015 was approximately $74.3 million compared to operating income of $107.4 million for the first nine months of 2014, primarily as a result of the negative impact of the pension settlement charge and the foreign exchange impact on sales and gross profit as discussed above.

Interest expense was $3.0 million for the first nine months of 2015 compared to $3.7 million for the first nine months of 2014 and reflects interest for borrowing on the company's credit agreement.

Foreign exchange loss (gain), reflecting net gains and losses resulting from the effect of exchange rate changes on various foreign currency transactions worldwide, was approximately $1.7 million of income for the first nine months of 2015 compared to $2.0 million of expense for the first nine months of 2014 and primarily reflects fluctuations in the euro and Philippine peso against the U.S. dollar.

Other (income) expense, net, consisting of interest income, royalties and non-operating income items was approximately $3.8 million of income for the first nine months of 2015 compared to $4.9 million of income for the first nine months of 2014.

Income before income taxes was $76.8 million for the first nine months of 2015 compared to $106.6 million for the first nine months of 2014. The lower income before income taxes for 2015 was primarily due to the pension settlement charge of $30.2 million as described above. Income tax expense was $16.8 million with an effective tax rate of 21.8% for the first nine months of 2015 compared to income tax expense of $26.7 million with an effective tax rate of 25.0% in the first nine months of 2014. The lower effective tax rate for the first nine months of 2015 resulted from income earned in lower tax jurisdictions and the impact of the pension settlement partially offset by the impact from the restructuring of the legal ownership of the company's Mexican manufacturing operations in the third quarter of 2015. The effective tax rates for both 2015 and 2014 were lower than the U.S. statutory tax rate primarily due to the factors discussed above as well as more income earned in lower tax jurisdictions.

Net income for the first nine months of 2015 was $60.0 million or $2.64 per diluted share compared to net income of $79.9 million or $3.52 per diluted share for the same period of 2014.

Liquidity and Capital Resources

As of September 26, 2015, $317.5 million of the $336.6 million of the company's cash and cash equivalents was held by foreign subsidiaries. Of the $317.5 million held by foreign subsidiaries, approximately $19.2 million could be repatriated with minimal tax consequences. The company expects to maintain its foreign cash balances (other than the aforementioned $19.2 million) for local operating requirements, to provide funds for future capital expenditures and for potential acquisitions. The company does not expect to repatriate these funds to the U.S.

The company historically has financed capital expenditures through cash flows from operations. Management expects that cash flows from operations and available lines of credit will be sufficient to support both the company's operations and its debt obligations for the foreseeable future.

Revolving Credit Facilities

In 2013, the company entered into a credit agreement with J.P. Morgan Securities LLC for up to $325.0 million which consists of an unsecured revolving credit facility of $225.0 million and an unsecured term loan of $100.0 million. The credit agreement is for a five year period.

On January 30, 2014, the company increased the unsecured revolving credit facility by $50.0 million thereby increasing the total revolver borrowing capacity from $225.0 million to $275.0 million. At September 26, 2015, the company had available $167.4 million of borrowing capacity under the revolving credit agreement at an interest rate of LIBOR plus 1.0% (1.19% as of September 26, 2015).

This arrangement contains covenants that, among other matters, impose limitations on the incurrence of additional indebtedness, future mergers, sales of assets, payment of dividends, and changes in control, as defined in the agreement. In addition, the company is required to satisfy certain financial covenants and tests relating to, among other matters, interest coverage and leverage. At September 26, 2015, the company was in compliance with all covenants under the revolving credit facility.

The company also had $0.1 million outstanding in letters of credit at September 26, 2015. No amounts were drawn under these letters of credit at September 26, 2015.

Entrusted Loan

During the fourth quarter of 2014, the company entered into an entrusted loan arrangement ("Entrusted Loan") of RMB 110.0 million (approximately $17.9 million) between two of its China legal entities, Littelfuse Semiconductor (Wuxi) Company (the "*Lender*") and Suzhou Littelfuse OVS Ltd. (the "*Borrower*"), utilizing Bank of America, N.A., Shanghai Branch as agent. Direct borrowing and lending between two commonly owned commercial entities is strictly forbidden under China's regulations requiring the use of a third party agent to enable loans between Chinese legal entities. As a result, the Entrusted Loan is reflected as both a long-term asset and long-term debt on the company's Consolidated Balance Sheets and is reflected in the investing and financing activities in its Consolidated Statements of Cash Flows. Interest expense and interest income will be recorded between the lender and borrower with no net impact on the company's Consolidated Statements of Net Income since the amounts will be offsetting. The loan interest rate per annum is 5.25%. The Entrusted Loan is used to finance the operation and working capital needs of the borrower and matures in November 2019. The balance of the Entrusted Loan was RMB 73.5 million (approximately $11.5 million) at September 26, 2015.

Cash Flow

The company started 2015 with $297.6 million of cash and cash equivalents. Net cash provided by operating activities was approximately $113.6 million for the first nine months of 2015 reflecting $60.0 million in net income and $57.4 million in non-cash adjustments (primarily $31.1 million in depreciation and amortization) offset by $3.8 million in net changes to various operating assets and liabilities.

Changes in operating assets and liabilities for the first nine months of 2015 (including short-term and long-term items) that impacted cash flows negatively consisted of increases in accounts receivable ($18.3 million) and inventory ($4.2 million). Changes in operating assets and liabilities having a positive impact on cash flows were decreases in prepaid and other assets ($0.3 million), and increases in accrued payroll and severance ($3.6 million), accrued and deferred taxes ($4.0 million), accounts payable ($4.2 million) and accrued expenses ($6.6 million, including a $9.1 million payment for the pension settlement).

Net cash used in investing activities was approximately $29.0 million for the first nine months of 2015 and primarily represented additions to property, plant and equipment ($35.0 million) offset by a reduction in the entrusted loan receivable ($5.9 million) (see Note 5) .

Net cash used in financing activities was approximately $27.2 million and was primarily driven by the purchase of treasury stock ($31.3 million) and dividends paid ($17.9 million). Also included were payments on the entrusted loan ($5.9 million) (see Note 5). Offsetting net cash used in financing primarily were net proceeds from the company's credit agreement ($20.3 million). The effects of exchange rate changes decreased cash and cash equivalents by approximately $18.3 million. The net cash provided by operating activities combined with the effects of exchange rate changes less net cash used in investing and financing activities resulted in a $39.1 million increase in cash, which left the company with a cash and cash equivalents balance of $336.6 million at September 26, 2015.

The ratio of current assets to current liabilities was 2.7 at the end of the third quarter of 2015 compared to 2.8 at year-end 2014 and 2.3 at the end of the third quarter of 2014. Days sales outstanding in accounts receivable was approximately 62 days at the end of the third quarter of 2015 compared to 56 days at the end of the third quarter of 2014 and 60 days at year-end 2014. Days inventory outstanding was approximately 70 days at the end of the third quarter of 2015 compared to 68 days at the year-end 2014 and 70 days at end of the third quarter of 2014.

Outlook

Economic signals continue to be mixed and visibility continues to be limited. Although the company's 0.95 book-to-bill for electronics is better than normal for the third quarter, order rates in the first few weeks of the fourth quarter have been relatively weak. At this point, the company expects normal sequential declines in both sales and margins in the fourth quarter.

The fourth quarter of 2015 includes an extra week (14 weeks rather than 13). Taking into account that the extra week is during the holidays, it is expected to add approximately $10 million to sales for the fourth quarter. Including this extra week, sales for the fourth quarter of 2015 are expected to be in the range of $212 to $222 million.

Cautionary Statement Regarding Forward-Looking Statements Under the Private Securities Litigation Reform Act of 1995 ("PSLRA").

The statements in this section and the other sections of this report that are not historical facts are intended to constitute "forward-looking statements" entitled to the safe-harbor provisions of the PSLRA. These statements may involve risks and uncertainties, including, but not limited to, risks relating to product demand and market acceptance, economic conditions, the impact of competitive products and pricing, product quality problems or product recalls, capacity and supply difficulties or constraints, coal mining exposures reserves, failure of an indemnification for environmental liability, exchange rate fluctuations, commodity price fluctuations, the effect of the company's accounting policies, labor disputes, restructuring costs in excess of expectations, pension plan asset returns less than assumed, integration of acquisitions and other risks which may be detailed in the company's other Securities and Exchange Commission filings. Should one or more of these risks or uncertainties materialize or should the underlying assumptions prove incorrect, actual results and outcomes may differ materially from those indicated or implied in the forward-looking statements. This report should be read in conjunction with information provided in the financial statements appearing in the company's Annual Report on Form 10-K for the year ended December 27, 2014. For a further discussion of the risk factors of the company, please see Item 1A. "*Risk Factors*" to the company's Annual Report on Form 10-K for the year ended December 27, 2014.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

The company is exposed to market risk from changes in interest rates, foreign exchange rates and commodity prices.

Interest Rates

The company had $197.5 million in debt outstanding at September 26, 2015 related to the unsecured revolving credit facility and term loan. While 100% of this debt has variable interest rates, the company's interest expense is not materially sensitive to changes in interest rate levels since debt levels and potential interest expense increases are insignificant relative to earnings.

Foreign Exchange Rates

The majority of the company's operations consist of manufacturing and sales activities in foreign countries. The company has manufacturing facilities in the U.S., Mexico, Canada, Denmark, China, Lithuania and the Philippines. During the first nine months of 2015, sales to customers outside the U.S. were approximately 60% of total net sales. Substantially all sales in Europe are denominated in euros and substantially all sales in the Asia-Pacific region are denominated in U.S. dollars, Japanese yen, Korean won, Chinese renminbi or Taiwanese dollars.

The company’s foreign exchange exposures result primarily from sale of products in foreign currencies, foreign currency denominated purchases, intercompany loans, employee-related and other costs of running operations in foreign countries and translation of balance sheet accounts denominated in foreign currencies. The company’s most significant long exposure is to the euro, with lesser long exposures to the Canadian dollar, Chinese renminbi and Korean won. The company’s most significant short exposures are to the Chinese renminbi, Mexican peso and Philippine peso. Changes in foreign exchange rates could affect the company’s sales, costs, balance sheet values and earnings. The company uses netting and offsetting intercompany account management techniques to reduce known foreign currency exposures where possible. From time to time, the company has utilized derivative instruments to hedge certain foreign currency exposures.

Commodity Prices

The company uses various metals in the manufacturing of its products, including copper, zinc, tin, gold and silver. Prices of these commodities can and do fluctuate significantly, which can impact the company’s earnings. The most significant of these exposures is to copper, zinc, silver and gold where at current prices and volumes, a 10% price change would affect annual pre-tax profit by approximately $1.6 million for copper, $0.7 million for zinc, $0.6 million for silver and $0.2 million for gold. From time to time, the company has utilized derivative instruments to hedge certain commodity exposures.

Item 4. Controls and Procedures.

As of September 26, 2015, the Chief Executive Officer and Chief Financial Officer of the company evaluated the effectiveness of the disclosure controls and procedures of the company and concluded that these disclosure controls and procedures are effective to ensure that material information relating to the company and its consolidated subsidiaries has been made known to them by the employees of the company and its consolidated subsidiaries during the period preceding the filing of this Quarterly Report on Form 10-Q and that such information is accurately recorded, processed, summarized and reported within the time periods specified in SEC rules. There were no significant changes in the company’s internal controls during the period covered by this Report that could materially affect these controls or could reasonably be expected to materially affect the company’s internal control reporting, disclosures and procedures subsequent to the last day they were evaluated by the company’s Chief Executive Officer and Chief Financial Officer.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors.

A detailed description of risks that could have a negative impact on our business, revenues and performance results can be found under the caption “Risk Factors” in our most recent Form 10-K, filed with the SEC on February 24, 2015. There have been no material changes from risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 27, 2014 in response to Item 1A to Part 1 of Form 10-K.

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

(c) The table below provides information with respect to purchases by the Company of shares of its common stock during each fiscal month of the third quarter of fiscal 2015:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
June 28, 2015 to July 25, 2015	—	$ —	—	1,000,000
July 26, 2015 to August 22, 2015	130,023	91.77	130,023	869,977
August 23, 2015 to Sept. 26, 2015	219,977	87.83	219,977	650,000
Total	350,000	$ 89.29	350,000	650,000

The company's Board of Directors authorized the repurchase of up to 1,000,000 shares of the company's common stock under a program for the period May 1, 2015 to April 30, 2016. The company repurchased 350,000 shares of its common stock during the first nine months of fiscal 2015, and 650,000 shares may yet be purchased under the program as of September 26, 2015. The company withheld 27,817 shares of stock in lieu of withholding taxes on behalf of employees who became vested in restricted stock units during the first nine months of 2015.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit	Description
10.1	Fourth Amendment to the Littelfuse, Inc. Supplemental Retirement and Savings Plan.
31.1	Certification of Gordon Hunter, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Philip G. Franklin, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report on Form 10-Q for the quarter ended September 26, 2015, to be signed on its behalf by the undersigned thereunto duly authorized.

	Littelfuse, Inc.	
Date: October 30, 2015	By:	/s/ Philip G. Franklin Philip G. Franklin Executive Vice President and Chief Financial Officer (As duly authorized officer and as the principal financial and accounting officer)

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