

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended **December 30, 2016**, or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

Commission File No. 001-09249

Graco Inc.

(Exact name of Registrant as specified in its charter)

Minnesota
(State or other jurisdiction of incorporation or organization)

41-0285640

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

**88 –11th Avenue Northeast
Minneapolis, MN 55413**

(Address of principal executive offices) (Zip Code)

(612) 623-6000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
Common Stock, par value \$1.00 per share
Shares registered on the New York Stock Exchange.

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

The aggregate market value of 54,846,659 shares of common stock held by non-affiliates of the registrant was \$4,249,519,110 as of June 24, 2016.

56,002,860 shares of common stock were outstanding as of February 1, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's definitive Proxy Statement for its Annual Meeting of Shareholders to be held on April 28, 2017, are incorporated by reference into Part III, as specifically set forth in said Part III.

TABLE OF CONTENTS

	Page
Part I	
Item 1 Business	3
Item 1A Risk Factors	7
Item 1B Unresolved Staff Comments	10
Item 2 Properties	10
Item 3 Legal Proceedings	11
Item 4 Mine Safety Disclosures	11
Executive Officers of Our Company	12
Part II	
Item 5 Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities	14
Item 6 Selected Financial Data	15
Item 7 Management’s Discussion and Analysis of Financial Condition and Results of Operations	16
Item 7A Quantitative and Qualitative Disclosures About Market Risk	27
Item 8 Financial Statements and Supplementary Data	28
Management’s Report on Internal Control Over Financial Reporting	28
Reports of Independent Registered Public Accounting Firm	29
Consolidated Statements of Earnings	31
Consolidated Statements of Comprehensive Income	31
Consolidated Balance Sheets	32
Consolidated Statements of Cash Flows	33
Consolidated Statements of Shareholders’ Equity	34
Notes to Consolidated Financial Statements	35
Item 9 Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	55
Item 9A Controls and Procedures	55
Item 9B Other Information	55
Part III	
Item 10 Directors, Executive Officers and Corporate Governance	56
Item 11 Executive Compensation	56
Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	56
Item 13 Certain Relationships and Related Transactions, and Director Independence	56
Item 14 Principal Accounting Fees and Services	56
Part IV	
Item 15 Exhibits, Financial Statement Schedules	57
Signatures	59
Exhibit Index	60

ACCESS TO REPORTS
Investors may obtain access free of charge to the Graco Inc. Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, other reports and amendments to the reports by visiting the Graco website at www.graco.com . These reports will be available as soon as reasonably practicable following electronic filing with, or furnishing to, the Securities and Exchange Commission.

PART I

Item 1. Business

Graco Inc., together with its subsidiaries (“Graco,” “us,” “we,” or “our Company”), is a multi-national manufacturing company. We supply technology and expertise for the management of fluids and coatings in both industrial and commercial applications. We design, manufacture and market systems and equipment used to move, measure, control, dispense and spray fluid and powder materials. Our equipment is used in manufacturing, processing, construction and maintenance industries. Graco is a Minnesota corporation and was incorporated in 1926.

We specialize in providing equipment solutions for difficult-to-handle materials with high viscosities, abrasive or corrosive properties, and multiple component materials that require precise ratio control. We aim to serve niche markets, providing high customer value through product differentiation. Our products enable customers to reduce their use of labor, material and energy, improve quality and achieve environmental compliance.

We make significant investments in developing innovative, high quality products. We strive to grow into new geographic markets by strategically adding commercial resources and third party distribution in growing and emerging markets. We have grown our third party distribution to have specialized experience in particular end-user applications. We leverage our product technologies for new applications and industries.

We also make targeted acquisitions to broaden our product offering, enhance our capabilities in the end-user markets we serve and expand our manufacturing and distribution base. These acquisitions provide new product offerings, such as an expanded high pressure valve line, vapor abrasive blasting, ultra high purity diaphragm pumps, mortar pumps and landfill gas analyzers, as well as additional channel partners and manufacturing capabilities. Note L (Acquisitions) to the Consolidated Financial Statements of this Form 10-K has additional information on recent acquisitions.

We have particularly strong manufacturing, engineering and customer service capabilities that enhance our ability to provide premium customer experience, produce high quality and reliable products and drive ongoing cost savings.

Our investment in new products, targeted acquisitions and strong manufacturing, engineering and customer service capabilities comprise our long-term growth strategies, which we coordinate and drive across our geographic regions. Values central to our identity - growth, product innovation, premium customer service, quality and continuous improvement - are leveraged to integrate and expand the capabilities of acquired businesses.

We classify our business into three reportable segments, each with a worldwide focus: Industrial, Process and Contractor.

Each segment sells its products in North, Central and South America (the “Americas”), Europe, Middle East and Africa (“EMEA”), and Asia Pacific. Sales in the Americas represent approximately 59 percent of our Company’s total sales. Sales in EMEA represent approximately 23 percent. Sales in Asia Pacific represent approximately 18 percent. We provide marketing and product design in each of these geographic regions. Our Company also provides application assistance to distributors and employs sales personnel in each of these geographic regions.

Financial information concerning our segments and geographic markets is set forth in Part II, Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations and Note B (Segment Information) to the Consolidated Financial Statements of this Form 10-K.

For information about our Company and our products, services and solutions, visit our website at www.graco.com. The information on the website is not part of this report nor any other report filed or furnished to the Securities and Exchange Commission (“SEC”).

Manufacturing and Distribution

We manufacture a majority of our products in the United States. We manufacture some of our products in Switzerland (Industrial segment), the United Kingdom (Process segment), the People’s Republic of China (“P.R.C.”) (all segments), Belgium (all segments), Romania (Industrial segment) and Brazil (Industrial segment). Our manufacturing is aligned with our business segments and is co-located with product development to accelerate technology improvements and improve our cost structure. We perform critical machining, assembly and testing in-house for most of our products to control quality, improve response time and maximize cost-effectiveness. We make our products in focused factories and product cells. We source raw materials and components from suppliers around the world.

[Table of Contents](#)

For all segments, we primarily sell our equipment through third party distributors worldwide, positioned throughout our geographic regions, and through selected retailers. Our products are sold from our warehouse to our third party distributors or retailers who sell our products to end users. Certain of our acquired businesses historically sold their products directly to end-user customers and continue to have direct relationships with customers.

Outside of the United States, our subsidiaries located in Australia, Belgium, Japan, Italy, Korea, the P.R.C., Singapore and the United Kingdom distribute our Company's products. Operations in Maasmechelen, Belgium; St. Gallen, Switzerland; Shanghai, P.R.C.; and Montevideo, Uruguay reinforce our commitment to their regions.

During 2016, manufacturing capacity met business demand. Production requirements in the immediate future are expected to be met through existing facilities, the installation of new automatic and semi-automatic machine tools, efficiency and productivity improvements, the use of leased space and available subcontract services. For more details on our facilities, see Item 2, Properties.

Product Development

Our primary product development efforts are carried out in facilities located in Minneapolis, Anoka and Rogers, Minnesota; North Canton, Ohio; St. Gallen, Switzerland; Suzhou, P.R.C.; Dexter, Michigan; Erie, Pennsylvania; Kamas, Utah; and Brighthouse, United Kingdom. The product development and engineering groups focus on new product design, product improvements, new applications for existing products and technologies for their specific customer base. Our product development efforts focus on bringing new and supplemental return on investment value to end users of our products.

Our Company consistently makes significant investments in new products. Total product development expenditures for all segments were \$61 million in 2016, \$59 million in 2015 and \$54 million in 2014. The amounts invested in product development represented approximately 4½ percent of sales in each of the last three years. Our product development activities are focused both on upgrades to our current product lines to provide features and benefits that will provide a return on investment to our end-user customers and development of products that will reach into new industries and applications to incrementally grow our sales. Sales of products that refresh and upgrade our product lines are measured and compared with planned results. Sales of products that provide entry into new industries and applications are also measured, with additional focus on commercial resources and activities to build specialized third party distribution and market acceptance by end users.

Our Company measures the results of acquired businesses as compared to historical results and projections made at the time of acquisition. Our Company will invest in engineering, manufacturing and commercial resources for these businesses based on expected return on investment.

Business Segments

Industrial Segment

The Industrial segment is our largest segment and represents approximately 47 percent of our total sales in 2016. It includes the Industrial Products and Applied Fluid Technologies divisions. The Industrial segment markets equipment and pre-engineered packages for moving and applying paints, coatings, sealants, adhesives and other fluids. Markets served include automotive and vehicle assembly and components production, wood and metal products, rail, marine, aerospace, farm, construction, bus, recreational vehicles and various other industries.

Most Industrial segment equipment is sold worldwide through specialized third party distributors, integrators, design centers, original equipment manufacturers and material suppliers. Some products are sold directly to end users. We work with material suppliers to develop or adapt our equipment for use with specialized or hard-to-handle materials. Distributors promote and sell the equipment, hold inventory, provide product application expertise and offer on-site service, technical support and integration capabilities. Integrators implement large individual installations in manufacturing plants where products and services from a number of different manufacturers are aggregated into a single system. Design centers engineer systems for their customers using our products. Original equipment manufacturers incorporate our Company's Industrial segment products into systems and assemblies that they then supply to their customers.

Applied Fluid Technologies

The Applied Fluid Technologies division designs and sells equipment for use by industrial customers and specialty contractors. This equipment includes two-component proportioning systems that are used to spray polyurethane foam (spray foam) and polyurea coatings. Spray foam is commonly used for insulating building walls, roofs, water heaters, refrigerators, hot tubs and other items. Polyurea coatings are applied on storage tanks, pipes, roofs, truck beds, concrete and other items. We offer a complete line of pumps and proportioning equipment that sprays specialty coatings on a variety of surfaces for protection and fireproofing. This division also manufactures vapor-abrasive blasting equipment, as well as equipment that pumps, meters, mixes and dispenses sealant, adhesive and composite materials. Our advanced composite equipment includes gel coat equipment, chop and wet-out systems, resin transfer molding systems and applicators. This equipment bonds, molds, seals, vacuum encapsulates and laminates parts and devices in a wide variety of industrial applications.

Industrial Products

The Industrial Products division makes finishing equipment that applies paint and other coatings to products such as motor vehicles, appliances, furniture and other industrial and consumer products. A majority of this division's business is outside of North America.

This division's products include liquid finishing equipment that applies liquids on metals, wood and plastics. This equipment includes paint circulating and paint supply pumps, paint circulating advanced control systems, plural component coating proportioners, various accessories to filter, transport, agitate and regulate fluid, and spare parts such as spray tips, seals and filter screens. We also offer a variety of applicators that use different methods of atomizing and spraying the paint or other coatings depending on the viscosity of the fluid, the type of finish desired and the need to maximize transfer efficiency, minimize overspray and minimize the release of volatile organic compounds into the air. Manufacturers in the automotive, automotive feeder, commercial and recreational vehicle, military and utility vehicle, aerospace, farm, construction, wood and general metals industries use our liquid finishing products.

We make powder finishing products that coat powder finishing on metals. These products are sold under the Gema® trademark. Gema powder systems coat window frames, metallic furniture, automotive components and sheet metal. Primary end users of our powder finishing products include manufacturers in the construction, home appliance, automotive component and custom coater industries. We strive to provide innovative solutions in powder coating for end users in emerging and developed markets.

Process Segment

The Process segment represented approximately 20 percent of our total sales in 2016. It includes our Process, Oil and Natural Gas, and Lubrication divisions. The Process segment markets pumps, valves, meters and accessories to move and dispense chemicals, oil and natural gas, water, wastewater, petroleum, food, lubricants and other fluids. Markets served include food and beverage, dairy, oil and natural gas, pharmaceutical, cosmetics, semi-conductor, electronics, wastewater, mining, fast oil change facilities, service garages, fleet service centers, automobile dealerships and industrial lubrication applications.

Most Process segment equipment is sold worldwide through third party distributors and original equipment manufacturers. Some products are sold directly to end users, particularly in the oil and natural gas and semi-conductor industries.

Process

Our Process division makes pumps of various technologies that move chemicals, water, wastewater, petroleum, food and other fluids. Manufacturers and processors in the food and beverage, dairy, pharmaceutical, cosmetic, oil and natural gas, semi-conductor, electronics, wastewater, mining and ceramics industries use these pumps. This division makes environmental monitoring and remediation equipment that is used to conduct ground water sampling and ground water remediation, and for landfill liquid and gas management.

Oil and Natural Gas

Our Oil and Natural Gas division makes high pressure and ultra-high pressure valves used in the oil and natural gas industry, other industrial processes and research facilities. Our high and ultra-high pressure valves are sold directly to end-user customers as well as through distribution worldwide. The division also has a line of chemical injection pumping solutions for precise injection of chemicals into producing oil wells and pipelines and is sold through third party distributors.

[Table of Contents](#)

Lubrication

The Lubrication division designs and sells equipment for use in vehicle servicing. We supply pumps, hose reels, meters, valves and accessories for use by fast oil change facilities, service garages, fleet service centers, automobile dealerships, auto parts stores, truck builders and heavy equipment service centers.

We also offer systems, components and accessories for the automatic lubrication of bearings, gears and generators in industrial and commercial equipment, compressors, turbines and on- and off-road vehicles. Automatic lubrication systems reduce maintenance need and down time and extend the life of the equipment. Industries served include gas transmission, petrochemical, pulp and paper, mining, construction, agricultural equipment, food and beverage, material handling, metal manufacturing, wind energy and oil and natural gas.

Contractor Segment

The Contractor segment represented approximately 33 percent of our total sales in 2016. Through this segment, we offer sprayers that apply paint to walls and other structures, with a range of product models that can be used by do-it-yourself homeowners to professional painting contractors. Contractor equipment also includes sprayers that apply texture to walls and ceilings, highly viscous coatings to roofs, and markings on roads, parking lots, athletic fields and floors.

This segment's end users are primarily professional painters in the construction and maintenance industries, tradesmen and do-it-yourselfers. Contractor products are marketed and sold in all major geographic areas. We continue to add distributors throughout the world that specialize in the sale of Contractor products. Globally, we are pursuing a broad strategy of converting contractors accustomed to manually applying paint and other coatings by brush-and-roller to spray technology.

Our Contractor products are distributed primarily through distributor outlets whose main products are paint and other coatings. Certain sprayers and accessories are distributed globally through the home center channel. Contractor products are also sold through general equipment distributors outside of North America.

Raw Materials

The primary materials and components in our products are steel of various alloys, sizes and hardness; specialty stainless steel and aluminum bar stock, tubing and castings; tungsten carbide; electric and gas motors; injection molded plastics; sheet metal; forgings; powdered metal; hoses; electronic components and high performance plastics, such as polytetrafluoroethylene (PTFE). The materials and components that we use are generally adequately available through multiple sources of supply. To manage cost, we source significant amounts of materials and components from outside the United States, primarily in the Asia Pacific region.

In 2016, our raw material and purchased component availability was strong, and our costs were relatively flat compared to the prior year. We did see some cost pressure toward the end of 2016, particularly in aluminum, stainless steel, carbon steel bar stock, plastics and copper, which we expect will continue into 2017.

We endeavor to address fluctuations in the price and availability of various materials and components through adjustable surcharges and credits, close management of current suppliers, price negotiations and an intensive search for new suppliers. We have performed risk assessments of our key suppliers, and we factor the risks identified into our commodity plans.

Intellectual Property

We own a number of patents across our segments and have patent applications pending in the United States and other countries. We also license our patents to others and are a licensee of patents owned by others. In our opinion, our business is not materially dependent upon any one or more of these patents or licenses. Our Company also owns a number of trademarks in the United States and foreign countries, including registered trademarks for "GRACO," "Gema," several forms of a capital "G," and various product trademarks that are material to our business, inasmuch as they identify Graco and our products to our customers.

Sales to Major Customers

Worldwide sales in the Contractor and Industrial segments to The Sherwin-Williams Company represented 10 percent of the Company's consolidated sales in both 2016 and 2015.

Competition

We encounter a wide variety of competitors that vary by product, industry and geographic area. Each of our segments generally has several competitors. Our competitors are both U.S. and foreign companies and range in size. We believe that our ability to compete depends upon product quality, product reliability, innovation, design, customer support and service, specialized engineering and competitive pricing. Although no competitor duplicates all of our products, some competitors are larger than our Company, both in terms of sales of directly competing products and in terms of total sales and financial resources. We also face competitors with different cost structures and expectations of profitability and these companies may offer competitive products at lower prices. We may have to refresh our product line and continue development of our distribution channel to stay competitive. We are also facing competitors who illegally sell counterfeits of our products or otherwise infringe on our intellectual property rights. We may have to increase our intellectual property and unfair competition enforcement activities.

Environmental Protection

Our compliance with federal, state and local laws and regulations did not have a material effect upon our capital expenditures, earnings or competitive position during the fiscal year ended December 30, 2016.

Employees

As of December 30, 2016, we employed approximately 3,300 persons. Of this total, approximately 1,200 were employees based outside of the United States, and 900 were hourly factory workers in the United States. None of our Company's United States employees are covered by a collective bargaining agreement. Various national industry-wide labor agreements apply to certain employees in various countries outside of the United States. Compliance with such agreements has no material effect on our Company or our operations.

Acquisition and Divestiture of Liquid Finishing Businesses

In 2012, the Company purchased the finishing businesses of Illinois Tool Works Inc. The acquisition included finishing equipment operations, technologies and brands of the Powder Finishing and Liquid Finishing businesses. Under terms of a hold separate order from the Federal Trade Commission, the Company did not have the power to direct the activities of the Liquid Finishing businesses that most significantly impacted the economic performance of those businesses. Consequently, we reflected our investment in the Liquid Finishing businesses as a cost-method investment on our balance sheet, and their results of operations were not consolidated with those of the Company. The Company sold the Liquid Finishing business assets in 2015. Net earnings in 2015 included after-tax gain on the sale and dividends totaling \$141 million.

Item 1A. Risk Factors

Growth Strategies and Acquisitions - Our growth strategies may not provide the return on investment desired if we are not successful in implementation of these strategies.

Making acquisitions, investing in new products, expanding geographically and targeting new industries are among our growth strategies. We may not obtain the return on investment desired if we are not successful in implementing these growth strategies. The success of our acquisition strategy depends on our ability to successfully identify suitable acquisition candidates, negotiate appropriate acquisition terms, obtain financing at a reasonable cost, prevail against competing acquirers, complete the acquisitions and integrate or add the acquired businesses into our existing businesses or corporate structure. Once successfully integrated into our existing businesses or added to our corporate structure, the acquired businesses may not perform as planned, be accretive to earnings, generate positive cash flows or otherwise be beneficial to us. We may not realize projected efficiencies and cost-savings from the businesses we acquire. We cannot predict how customers, competitors, suppliers and employees will react to the acquisitions that we make. Acquisitions may result in the assumption of undisclosed or contingent liabilities, the incurrence of increased indebtedness and expenses, and the diversion of management's time and attention away from other business matters. We make significant investments in developing products that have innovative features and differentiated technology in their industries and in niche markets. We are adding to the geographies in which we do business with third party distributors. We cannot predict whether and when we will be able to realize the expected financial results and accretive effect of the acquisitions that we make, the new products that we develop and the channel expansions that we make.

Economic Environment - Demand for our products depends on the level of commercial and industrial activity worldwide.

An economic downturn or financial market turmoil may depress demand for our equipment in all major geographies and markets. If our distributors and original equipment manufacturers are unable to purchase our products because of unavailable credit or unfavorable credit terms, depressed end-user demand, or are simply unwilling to purchase our products, our net sales and earnings will

[Table of Contents](#)

be adversely affected. An economic downturn may affect our ability to satisfy the financial covenants in the terms of our financing arrangements.

Currency - Changes in currency translation rates could adversely impact our revenue and earnings.

Changes in exchange rates will impact our reported sales and earnings. A majority of our manufacturing and cost structure is based in the United States. In addition, decreased value of local currency may make it difficult for some of our distributors and end users to purchase products.

Changes in Laws and Regulations - Changes may impact how we can do business and the cost of doing business around the world.

The speed and frequency of implementation and the complexity of new or revised laws and regulations globally appear to be increasing. In addition, as our business grows and/or geographically expands, we may become subject to laws and regulations previously inapplicable to our business. These laws and regulations increase our cost of doing business, may affect the manner in which our products will be produced or delivered and may impact our long-term ability to provide returns to our shareholders.

Anti-Corruption and Trade Laws - We may incur costs and suffer damages if our employees, agents, distributors or suppliers violate anti-bribery, anti-corruption or trade laws and regulations.

Laws and regulations related to bribery, corruption and trade, and enforcement thereof, are increasing in frequency, complexity and severity on a global basis. The continued geographic expansion of our business increases our exposure to, and cost of complying with, these laws and regulations. If our internal controls and compliance program do not adequately prevent or deter our employees, agents, distributors, suppliers and other third parties with whom we do business from violating anti-corruption laws, we may incur defense costs, fines, penalties, reputational damage and business disruptions.

Intellectual Property - Demand for our products may be affected by new entrants who copy our products and/or infringe on our intellectual property. Competitors may allege that our products infringe the intellectual property of others.

From time to time, we have been faced with instances where competitors have infringed or unfairly used our intellectual property and/or taken advantage of our design and development efforts. The ability to protect and enforce intellectual property rights varies across jurisdictions. Competitors who copy our products are becoming more prevalent in Asia. If we are unable to effectively meet these challenges, they could adversely affect our revenues and profits and hamper our ability to grow. Competitors and others may also initiate litigation to challenge the validity of our intellectual property or allege that we infringe their intellectual property. We may be required to pay substantial damages if it is determined our products infringe their intellectual property. We may also be required to develop an alternative, non-infringing product that could be costly and time-consuming, or acquire a license (if available) on terms that are not favorable to us. Regardless of whether infringement claims against us are successful, defending against such claims could significantly increase our costs, divert management's time and attention away from other business matters, and otherwise adversely affect our results of operations and financial condition.

Foreign Operations - Conducting business internationally exposes our Company to risks that could harm our business.

In 2016, approximately 48 percent of our sales were generated by customers located outside the United States. We are increasing our presence in advancing economies. Operating and selling outside of the United States exposes us to certain risks that could adversely impact our sales volume, rate of growth or profitability. These risks include: complying with foreign legal and regulatory requirements; international trade factors (export controls, trade sanctions, duties, tariff barriers and other restrictions); protection of our proprietary technology in certain countries; potentially burdensome taxes; potential difficulties staffing and managing local operations; and changes in exchange rates.

Competition - Our success depends upon our ability to develop, market and sell new products that meet our customers' needs, and anticipate industry changes.

Our profitability will be affected if we do not develop new products and technologies that meet our customers' needs. Our ability to develop, market and sell products that meet our customers' needs depends upon a number of factors, including anticipating the features and products that our customers will need in the future, identifying and entering into new markets, and training our distributors. Changes in industries that we serve, including consolidation of competitors and customers, could affect our success. Price competition and competitor strategies could negatively impact our growth and have an adverse impact on our results of operations.

Suppliers - Risks associated with foreign sourcing, supply interruption, delays in raw material or component delivery, supply shortages and counterfeit components may adversely affect our production or profitability.

We continue to source certain of our materials and components from suppliers outside the United States, and from suppliers within the United States who engage in foreign sourcing. Long lead times or supply interruptions associated with a global supply base may reduce our flexibility and make it more difficult to respond promptly to fluctuations in demand or respond quickly to product quality problems. Changes in exchange rates between the U.S. dollar and other currencies and fluctuations in the price of commodities may impact the manufacturing costs of our products and affect our profitability. Protective tariffs, unpredictable changes in duty rates, and trade regulation changes may make certain foreign-sourced parts no longer competitively priced. Long supply chains may be disrupted by environmental events or other political factors. Raw materials may become limited in availability from certain regions. Port labor disputes may delay shipments. We source a large volume and a variety of electronic components, which exposes us to an increased risk of counterfeit components entering our supply chain. If counterfeit components unknowingly become part of our products, we may need to stop delivery and rebuild our products. We may be subject to warranty claims and may need to recall products.

Information Systems - Interruption of or intrusion into information systems may impact our business.

We rely on information systems and the Internet to conduct and support various activities related to our business. Cyber-security threats are increasing in frequency, sophistication and severity. Security breaches or intrusion into our information systems, and the breakdown, interruption in or inadequate upgrading or maintenance of our information processing software, hardware or networks or the Internet may adversely affect our business and reputation. Security breaches or intrusion into the systems or data of the third parties with whom we conduct business may also harm our business and reputation.

Impairment - If acquired businesses do not meet performance expectations, assets acquired could be subject to impairment.

Our total assets reflect goodwill from acquisitions, representing the excess cost over the fair value of the identifiable net assets acquired. We test annually whether goodwill has been impaired, or more frequently if events or changes in circumstances indicate the goodwill may be impaired. If future operating performance at one or more of our operating units were to fall significantly below forecast levels or if market conditions for one or more of our acquired businesses were to decline, we could be required to incur a non-cash charge to operating income for impairment. Any impairment in the value of our goodwill would have an adverse non-cash impact on our results of operations and reduce our net worth. In 2016, operating results of our Oil and Natural Gas reporting unit (“ONG”) within the Process segment fell short of expectations due to weakness in oil and natural gas markets. At the end of the third quarter, we concluded that the depth and length of industry weakness, and its continuing impact on ONG results, were greater than previously expected, so we initiated an impairment analysis. We completed the impairment analysis in the fourth quarter and recorded adjustments to reduce goodwill by \$147 million and other intangible assets by \$45 million. The non-cash impairment charges reduced operating earnings by \$192 million, created a \$31 million deferred tax benefit, and decreased net earnings by \$161 million.

Political Instability - Uncertainty surrounding political leadership may limit our growth opportunities.

Domestic political instability, including government shut downs, may limit our ability to grow our business. International political instability may prevent us from expanding our business into certain geographies and may also limit our ability to grow our business. Civil disturbances may harm our business.

Legal Proceedings - Costs associated with claims, litigation, administrative proceedings and regulatory reviews, and potentially adverse outcomes, may affect our profitability.

As our Company grows, we are at an increased risk of being a target in matters related to the assertion of claims and demands, litigation, administrative proceedings and regulatory reviews. We also may be exposed to litigation, claims for indemnification or other claims relating to acquisitions or the divestiture of the liquid finishing business assets under the asset purchase agreement with Carlisle Companies Incorporated, Carlisle Fluid Technologies, Inc., and Finishing Brands Holdings Inc. as we were required to make certain representations and warranties about a business we never operated based solely on representations made to us in our purchase of that business. We may also need to pursue claims or litigation to protect our interests. The cost of pursuing or defending such matters appears to be increasing, particularly in the United States. Such costs may adversely affect our Company’s profitability. Our businesses expose us to potential toxic tort, product liability and commercial claims. Successful claims against the Company and settlements may adversely affect our results.

[Table of Contents](#)

Major Customers - Our Contractor segment depends on a few large customers for a significant portion of its sales. Significant declines in the level of purchases by these customers could reduce our sales and impact segment profitability.

Our Contractor segment derives a significant amount of revenue from a few large customers. Substantial decreases in purchases by these customers, difficulty in collecting amounts due or the loss of their business would adversely affect the profitability of this segment. The business of these customers is dependent upon the economic vitality of the construction and home improvement markets. If these markets decline, the business of our customers could be adversely affected and their purchases of our equipment could decrease.

Variable Industries - Our success may be affected by variations in the construction, automotive, mining and oil and natural gas industries.

Our business may be affected by fluctuations in residential, commercial and institutional building and remodeling activity. Changes in construction materials and techniques may also impact our business. Our business may also be affected by fluctuations of activity in the automotive, mining and oil and natural gas industries.

Personnel - Our success may be affected if we are not able to attract, develop and retain qualified personnel.

Our success depends in large part on our ability to identify, recruit, develop and retain qualified personnel. If we are unable to successfully identify, recruit, develop and retain qualified personnel, it may be difficult for us to meet our strategic objectives and grow our business, which could adversely affect our results of operations and financial condition.

Catastrophic Events - Our operations are at risk of damage, destruction or disruption by natural disasters and other unexpected events.

The loss of, or substantial damage to, one of our facilities or the facilities of our suppliers could make it difficult to supply our customers with product and provide our employees with work. Flooding, tornadoes, typhoons, unusually heavy precipitation or other severe weather events, earthquakes, fire, explosions or acts of war or terrorism could adversely impact our operations.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our facilities are in satisfactory condition, suitable for their respective uses, and are generally adequate to meet current needs. A description of our principal facilities as of February 21, 2017, is set forth in the chart below.

Facility	Owned or Leased	Square Footage	Facility Activities	Operating Segment
North America				
Indianapolis, Indiana, United States	Owned	64,000	Warehouse, office, product development and application laboratory	Industrial segment
Dexter, Michigan, United States	Leased	53,000	Manufacturing, warehouse, office and product development	Process segment
Minneapolis, Minnesota, United States	Owned	141,000	Worldwide headquarters, office and product development	Corporate, Industrial and Process segments
Minneapolis, Minnesota, United States	Owned	42,000	Corporate office	All segments
Minneapolis, Minnesota, United States	Owned	390,000	Manufacturing and office	Industrial and Process segments
Minneapolis, Minnesota, United States	Owned	87,000	Assembly	Industrial and Process segments
Anoka, Minnesota, United States	Owned	208,000	Manufacturing, warehouse, office and product development	Process segment
Rogers, Minnesota, United States	Owned	325,000	Manufacturing, office and product development	Contractor segment
Rogers, Minnesota, United States	Leased	100,000	Warehouse	Contractor segment
Rogers, Minnesota, United States	Leased	225,000	Distribution center and office	All segments

[Table of Contents](#)

North Canton, Ohio, United States	Owned	131,000	Manufacturing, warehouse, office and application laboratory	Industrial segment
Erie, Pennsylvania, United States	Leased	43,000	Manufacturing, warehouse, office and product development	Process segment
Sioux Falls, South Dakota, United States	Owned	148,000	Manufacturing and office	Industrial and Contractor segments
Houston, Texas, United States	Leased	5,000	Warehouse and office	Process segment
Kamas, Utah, United States	Leased	21,000	Manufacturing, office and test laboratory	Process segment
South America				
Porto Alegre, Rio Grande do Sul, Brazil	Leased	5,000	Manufacturing, office and product development	Industrial segment
Europe				
Maasmechelen, Belgium	Owned	127,000	EMEA headquarters, warehouse, assembly	All segments
Rödermark, Germany	Leased	41,000	Warehouse and office	Industrial segment
Milan, Italy	Owned	8,000	Office and warehouse	Industrial segment
Sibiu, Romania	Leased	31,000	Manufacturing	Industrial segment
St. Gallen, Switzerland	Owned	82,000	Manufacturing, warehouse, office, product development and application laboratory	Industrial segment
St. Gallen, Switzerland	Leased	9,000	Manufacturing	Industrial segment
Stoke-on-Trent, Staffordshire, United Kingdom	Leased	9,000	Manufacturing, warehouse, office and product development	Process segment
Brighouse, West Yorkshire, United Kingdom	Owned	68,000	Manufacturing, warehouse, office and product development	Process segment
Leaming Spa, Warwickshire, United Kingdom	Leased	50,000	Manufacturing, warehouse and office	Process segment
Asia Pacific				
Derrimut, Australia	Leased	22,000	Warehouse	All segments
Gurgaon, India	Leased	18,000	Office	All segments
Yokohama, Japan	Leased	17,000	Office	All segments
Yasuda, Japan	Leased	12,000	Warehouse	All segments
Shanghai, P.R.C.	Leased	29,000	Asia Pacific headquarters	All segments
Shanghai Waigaoqiao Pilot FTZ, P.R.C.	Leased	31,000	Warehouse	All segments
Shanghai, P.R.C.	Leased	27,000	Office and warehouse	Industrial segment
Suzhou, P.R.C.	Owned	80,000	Manufacturing, warehouse, office and product development	All segments
Anyang, South Korea	Leased	5,000	Office	All segments
Gwangjoo, South Korea	Leased	11,000	Warehouse	All segments

Item 3. Legal Proceedings

Our Company is engaged in routine litigation, administrative proceedings and regulatory reviews incident to our business. It is not possible to predict with certainty the outcome of these unresolved matters, but management believes that they will not have a material effect upon our operations or consolidated financial position.

Item 4. Mine Safety Disclosures

Not applicable.

Executive Officers of Our Company

The following are all the executive officers of Graco Inc. as of February 21, 2017:

Patrick J. McHale, 55, became President and Chief Executive Officer in June 2007. He served as Vice President and General Manager, Lubrication Equipment Division from June 2003 to June 2007. He was Vice President, Manufacturing and Distribution Operations from April 2001 to June 2003. He served as Vice President, Contractor Equipment Division from February 2000 to April 2001. From September 1999 to February 2000, he was Vice President, Lubrication Equipment Division. Prior to September 1999, he held various manufacturing management positions in Minneapolis, Minnesota; Plymouth, Michigan; and Sioux Falls, South Dakota. Mr. McHale joined the Company in 1989.

David M. Ahlers, 58, became Vice President, Human Resources and Corporate Communications in April 2010. From September 2008 through March 2010, he served as the Company's Vice President, Human Resources. Prior to joining Graco, Mr. Ahlers held various human resources positions, including, most recently, Chief Human Resources Officer and Senior Managing Director of GMAC Residential Capital, from August 2003 to August 2008. He joined the Company in 2008.

Caroline M. Chambers, 52, became Vice President, Corporate Controller and Information Systems in December 2013. She has also served as the Company's principal accounting officer since September 2007. From April 2009 to December 2013, she was Vice President and Corporate Controller. She served as Vice President and Controller from December 2006 to April 2009. She was Corporate Controller from October 2005 to December 2006 and Director of Information Systems from July 2003 through September 2005. Prior to becoming Director of Information Systems, she held various management positions in the internal audit and accounting departments. Prior to joining Graco, Ms. Chambers was an auditor with Deloitte & Touche in Minneapolis, Minnesota and Paris, France. Ms. Chambers joined the Company in 1992.

Mark D. Eberlein, 56, became Vice President and General Manager, Process Division in January 2013. From November 2008 to December 2012, he was Director, Business Development, Industrial Products Division. He was Director, Manufacturing Operations, Industrial Products Division from January to October 2008. From 2001 to 2008, he was Manufacturing Operations Manager of a variety of Graco business divisions. Prior to joining Graco, Mr. Eberlein worked as an engineer at Honeywell and at Sheldahl. He joined the Company in 1996.

Karen Park Gallivan, 60, became Vice President, General Counsel and Secretary in September 2005. She was Vice President, Human Resources from January 2003 to September 2005. Prior to joining Graco, she was Vice President of Human Resources and Communications at Syngenta Seeds, Inc. from January 1999 to January 2003. From 1988 through January 1999, she was the general counsel of Novartis Nutrition Corporation. Prior to joining Novartis, Ms. Gallivan was an attorney with the law firm of Rider, Bennett, Egan & Arundel, L.L.P. She joined the Company in 2003.

Dale D. Johnson, 62, became President, Worldwide Contractor Equipment Division in February 2017. From April 2001 through January 2017, he served as Vice President and General Manager, Contractor Equipment Division. From January 2000 through March 2001, he served as President and Chief Operating Officer. From December 1996 to January 2000, he was Vice President, Contractor Equipment Division. Prior to becoming the Director of Marketing, Contractor Equipment Division in June 1996, he held various marketing and sales positions in the Contractor Equipment Division and the Industrial Equipment Division. He joined the Company in 1976.

Jeffrey P. Johnson, 57, became Vice President and General Manager, EMEA in January 2013. From February 2008 to December 2012 he was Vice President and General Manager, Asia Pacific. He served as Director of Sales and Marketing, Applied Fluid Technologies Division, from June 2006 until February 2008. Prior to joining Graco, he held various sales and marketing positions, including, most recently, President of Johnson Krumwiede Roads, a full-service advertising agency, and European sales manager at General Motors Corp. He joined the Company in 2006.

David M. Lowe, 61, became Executive Vice President, Industrial Products Division in April 2012. From February 2005 to April 2012, he was Vice President and General Manager, Industrial Products Division. He was Vice President and General Manager, European Operations from September 1999 to February 2005. Prior to becoming Vice President, Lubrication Equipment Division in December 1996, he was Treasurer. Mr. Lowe joined the Company in 1995.

Bernard J. Moreau, 56, became Vice President and General Manager, South and Central America in January 2013. From November 2003 to December 2012, he was Sales and Marketing Director, EMEA, Industrial/Automotive Equipment Division. From January 1997 to October 2003, he was Sales Manager, Middle East, Africa and East Europe. Prior to 1997, he worked in various Graco sales engineering and sales management positions, mainly to support Middle East, Africa and southern Europe territories. He joined the Company in 1985.

[Table of Contents](#)

Peter J. O'Shea, 52, became Vice President and General Manager, Lubrication Equipment Division in January 2016. From January 2013 to December 2015, he was Vice President and General Manager, Asia Pacific. From January 2012 until December 2012, he was Director of Sales and Marketing, Industrial Products Division, and from 2008 to 2012, he was Director of Sales and Marketing, Industrial Products Division and Applied Fluid Technologies Division. He was Country Manager, Australia - New Zealand from 2005 to 2008, and from 2002 to 2005 he served as Business Development Manager, Australia - New Zealand. Prior to becoming Business Development Manager, Australia - New Zealand, he worked in various Graco sales management positions. Mr. O'Shea joined the Company in 1995.

Charles L. Rescorla, 65, became Vice President, Corporate Manufacturing, Distribution Operations and Corporate Development in December 2013. From June 2011 to December 2013, he was Vice President, Corporate Manufacturing, Information Systems and Distribution Operations. He was Vice President, Manufacturing, Information Systems and Distribution Operations from April 2009 to June 2011. He served as Vice President, Manufacturing and Distribution Operations from September 2005 to April 2009. From June 2003 to September 2005, he was Vice President, Manufacturing/Distribution Operations and Information Systems. From April 2001 until June 2003, he was Vice President and General Manager, Industrial/Automotive Equipment Division. Prior to April 2001, he held various positions in manufacturing and engineering management. Mr. Rescorla joined the Company in 1988.

Christian E. Rothe, 43, became Chief Financial Officer and Treasurer in September 2015. From June 2011 through August 2015, he was Vice President and Treasurer. Prior to joining Graco, he held various positions in business development, accounting and finance, including, most recently, at Gardner Denver, Inc., a manufacturer of highly engineered products, as Vice President, Treasurer from January 2011 to June 2011, Vice President - Finance, Industrial Products Group from October 2008 to January 2011, and Director, Strategic Planning and Development from October 2006 to October 2008. Mr. Rothe joined the Company in 2011.

Mark W. Sheahan, 52, became Vice President and General Manager, Applied Fluid Technologies Division in February 2008. He served as Chief Administrative Officer from September 2005 until February 2008, and was Vice President and Treasurer from December 1998 to September 2005. Prior to becoming Treasurer in December 1996, he was Manager, Treasury Services. He joined the Company in 1995.

Brian J. Zumbolo, 47, became Vice President and General Manager, Asia Pacific in January 2016. From August 2007 to December 2015, he was Vice President and General Manager, Lubrication Equipment Division. He was Director of Sales and Marketing, Lubrication Equipment and Applied Fluid Technologies, Asia Pacific, from November 2006 through July 2007. From February 2005 to November 2006, he was the Director of Sales and Marketing, High Performance Coatings and Foam, Applied Fluid Technologies Division. Mr. Zumbolo was the Director of Sales and Marketing, Finishing Equipment from May 2004 to February 2005. Prior to May 2004, he held various marketing positions in the Industrial Equipment division. Mr. Zumbolo joined the Company in 1999.

PART II

Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

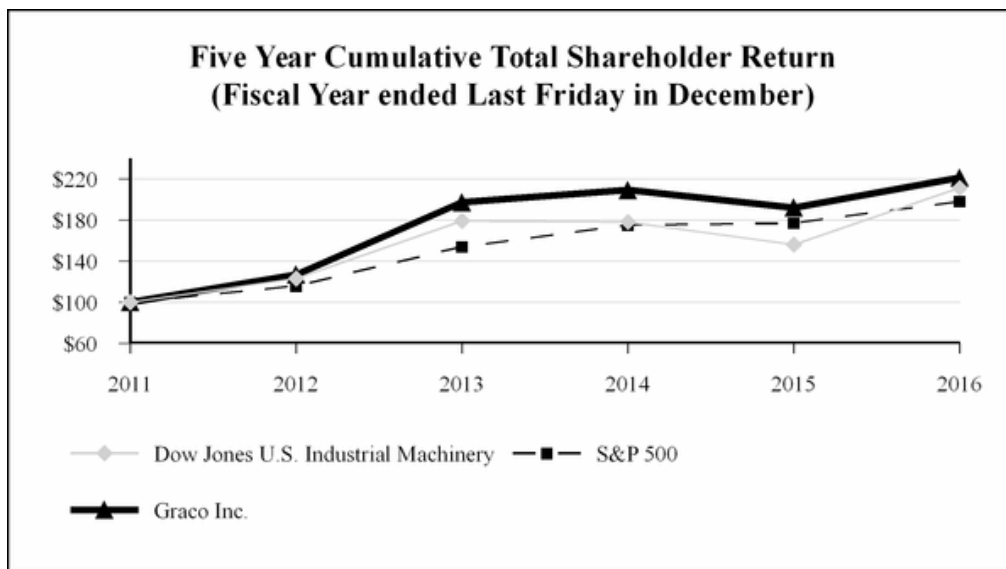
Graco Common Stock

Graco common stock is traded on the New York Stock Exchange under the ticker symbol “GGG.” As of February 1, 2017, the share price was \$90.27 and there were 56,002,860 shares outstanding and 2,250 common shareholders of record, which includes nominees or broker dealers holding stock on behalf of an estimated 60,000 beneficial owners.

High and low sales prices for the Company’s common stock and dividends declared for each quarterly period in the past two years were as follows:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2016				
Stock price per share				
High	\$ 84.99	\$ 86.62	\$ 81.38	\$ 85.00
Low	63.05	76.94	70.47	69.33
Dividends declared per share	0.33	0.33	0.33	0.36
2015				
Stock price per share				
High	\$ 82.14	\$ 74.48	\$ 73.49	\$ 77.55
Low	70.01	69.78	63.44	65.36
Dividends declared per share	0.30	0.30	0.30	0.33

The graph below compares the cumulative total shareholder return on the common stock of the Company for the last five fiscal years with the cumulative total return of the S&P 500 Index and the Dow Jones U.S. Industrial Machinery Index over the same period (assuming the value of the investment in Graco common stock and each index was \$100 on December 31, 2011, and all dividends were reinvested).



	2011	2012	2013	2014	2015	2016
Dow Jones U.S. Industrial Machinery	100	123	179	178	156	211
S&P 500	100	116	154	175	177	198
Graco Inc.	100	127	197	209	192	221

[Table of Contents](#)**Issuer Purchases of Equity Securities**

On April 24, 2015, the Board of Directors authorized the purchase of up to 6,000,000 shares of common stock, primarily through open market transactions. The authorization is for an indefinite period of time or until terminated by the Board.

In addition to shares purchased under the Board authorization, the Company purchases shares of common stock held by employees who wish to tender owned shares to satisfy the exercise price or tax due upon exercise of stock options or vesting of restricted stock.

Information on issuer purchases of equity securities follows:

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 (at end of period)
September 24, 2016 - October 28, 2016	35,000	\$ 69.93	35,000	3,817,367
October 29, 2016 - November 25, 2016	—	\$ —	—	3,817,367
November 26, 2016 - December 30, 2016	—	\$ —	—	3,817,367

Subsequent event: On February 21, 2017, the Company entered into an accelerated share repurchase arrangement (“ASR”) with a financial institution. In exchange for an up-front payment of \$90 million, the financial institution will deliver 850,000 shares of Company common stock. The total number of shares ultimately delivered will be determined at the end of the purchase period (up to five months, but not less than two months) based on the volume weighted average price of the Company’s common stock during that period.

Item 6. Selected Financial Data

The following table includes historical financial data (in thousands, except per share amounts):

	2016	2015	2014	2013	2012
Net sales	\$ 1,329,293	\$ 1,286,485	\$ 1,221,130	\$ 1,104,024	\$ 1,012,456
Net earnings	40,674	345,713	225,573	210,822	149,126
Per common share					
Basic net earnings	\$ 0.73	\$ 6.00	\$ 3.75	\$ 3.44	\$ 2.47
Diluted net earnings	0.71	5.86	3.65	3.36	2.42
Cash dividends declared	1.35	1.23	1.13	1.03	0.93
Total assets	\$ 1,243,109	\$ 1,391,352	\$ 1,544,778	\$ 1,327,228	\$ 1,321,734
Long-term debt (including current portion)	305,685	392,695	615,000	408,370	556,480

Net earnings in 2016 included \$161 million of after tax loss from non-cash impairment charges in the Company’s Oil and Natural Gas reporting unit within the Process Segment.

Net earnings in 2015 included \$141 million from the sale of the Liquid Finishing businesses acquired in 2012 held as a cost-method investment. Proceeds from the sale were principally used to retire long-term debt.

Net sales in 2012 included \$93 million from Powder Finishing operations acquired in 2012. The Company used long-term borrowings and available cash balances to complete the \$668 million purchase of Powder Finishing and Liquid Finishing businesses in 2012.

Additional information on the comparability of results is included in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following Management’s Discussion and Analysis reviews significant factors affecting the Company’s consolidated results of operations, financial condition and liquidity. This discussion should be read in conjunction with our financial statements and the accompanying notes to the financial statements. The discussion is organized in the following sections:

- Overview
- Acquisitions
- Impairment
- Divestiture
- Results of Operations
- Segment Results
- Financial Condition and Cash Flow
- Critical Accounting Estimates
- Recent Accounting Pronouncements

Overview

Graco designs, manufactures and markets systems and equipment used to move, measure, control, dispense and spray fluid and powder materials. The Company specializes in equipment for applications that involve difficult-to-handle materials with high viscosities, materials with abrasive or corrosive properties and multiple-component materials that require precise ratio control. Graco sells primarily through independent third-party distributors worldwide to industrial and contractor end users. Graco’s business is classified by management into three reportable segments: Industrial, Process and Contractor. Each segment is responsible for product development, manufacturing, marketing and sales of their products.

Graco’s key strategies include developing and marketing new products, leveraging products and technologies into additional, growing end-user markets, expanding distribution globally and completing strategic acquisitions that provide additional channel and technologies. Long-term financial growth targets accompany these strategies, including our expectation of 10 percent revenue growth and 12 percent consolidated net earnings growth. We continue to develop new products in each operating division that are expected to drive incremental sales growth, as well as continued refresh and upgrades of existing product lines. Graco has made a number of strategic acquisitions that expand and complement organically developed products and new market and channel opportunities.

Manufacturing is a key competency of the Company. Our management team in Minneapolis provides strategic manufacturing expertise, and is also responsible for factories not fully aligned with a single division. We manufacture some of our products in Switzerland (Industrial segment), the United Kingdom (Process segment), the People’s Republic of China (“P.R.C.”) (all segments), Belgium (all segments), Romania (Industrial segment) and Brazil (Industrial segment). Our primary distribution facilities are located in the United States, Belgium, Switzerland, United Kingdom, P.R.C., Japan, Korea and Australia.

Acquisitions

In January 2016, the Company paid \$48 million cash to acquire two related companies that manufacture and sell portable and fixed gas analyzers for landfill, biogas and medical applications and landfill gas wellhead equipment. The acquisitions enhance and complement the Company’s position in environmental monitoring and remediation markets. Results of their operations have been included within the Company’s Process segment from the date of acquisition.

On January 20, 2015, the Company completed the acquisition of High Pressure Equipment Holdings, LLC (“HiP”) for \$161 million cash. HiP designs and manufactures valves, fittings and other flow control equipment engineered to perform in ultra-high pressure environments. HiP’s products and business relationships enhance Graco’s position in the oil and natural gas industry and complement Graco’s core competencies of designing and manufacturing advanced flow control technologies. Results of HiP operations have been included in the Company’s Process segment from the date of acquisition.

On January 2, 2015, the Company acquired White Knight Fluid Handling (“White Knight”) for \$16 million cash and a commitment for additional consideration if future revenues exceed certain thresholds, initially valued at \$8 million. The maximum payout is not limited. White Knight designs and manufactures high purity, metal-free pumps used in the production process of manufacturing semiconductors, solar panels, LED flat panel displays and various other electronics. Results of White Knight operations have been included in the Company’s Process segment from the date of acquisition.

In October 2014, the Company acquired the stock of Alco Valves Group (“Alco”) for £72 million cash. Alco is a United Kingdom based manufacturer of high quality, high pressure valves used in the oil and natural gas industry and in other industrial processes. Alco’s products and business relationships enhance Graco’s position in the oil and natural gas industry and complement Graco’s core

[Table of Contents](#)

competencies of designing and manufacturing advanced flow control technologies. Results of Alco operations have been included in the Company's Process segment from the date of acquisition.

In January 2014, the Company paid \$65 million cash to acquire QED Environmental Systems ("QED"), a manufacturer of fluid management solutions for environmental monitoring and remediation. Results of QED operations have been included in the Company's Process segment from the date of acquisition.

The Company completed other business acquisitions in 2016, 2015 and 2014 that were not material to the consolidated financial statements.

Impairment

In completing our goodwill impairment analysis in the fourth quarter of 2015, the estimated fair value of all reporting units substantially exceeded carrying value except for our Oil and Natural Gas ("ONG") reporting unit, which exceeded its carrying value by 14 percent. Our financial plan for 2016 anticipated the beginning of a recovery in oil and natural gas markets that would drive improved ONG performance in the second half of the year. After considering third quarter 2016 operating results and preliminary projections from our 2017 planning process, we concluded that the depth and length of industry weakness, and its continuing impact on ONG results, were greater than previously expected. At the end of the third quarter we initiated an impairment analysis. We completed the analysis in the fourth quarter and recorded adjustments to reduce goodwill by \$147 million and other intangible assets by \$45 million. The non-cash impairment charges reduced operating earnings by \$192 million, created a \$31 million deferred tax benefit, and decreased net earnings by \$161 million.

Divestiture

In 2012, the Company purchased the finishing businesses of Illinois Tool Works Inc. The acquisition included finishing equipment operations, technologies and brands of the Powder Finishing and Liquid Finishing businesses. Under terms of a hold separate order from the Federal Trade Commission, the Company did not have the power to direct the activities of the Liquid Finishing businesses that most significantly impacted the economic performance of those businesses. Consequently, we reflected our investment in the Liquid Finishing businesses as a cost-method investment on our balance sheet, and their results of operations were not consolidated with those of the Company.

In 2015, the Company sold the Liquid Finishing business assets for a price of \$610 million cash. Held separate investment income included the pre-tax gain on sale of \$150 million, net of transaction and other related expenses, including a \$7 million contribution to the Company's charitable foundation. Held separate investment income also included dividends of \$42 million. Net earnings included after-tax gain and dividends totaling \$141 million.

Results of Operations

A summary of financial results follows (in millions except per share amounts):

	2016	2015	2014
Net Sales	\$ 1,329.3	\$ 1,286.5	\$ 1,221.1
Operating Earnings	113.9	302.1	308.9
Net Earnings	40.7	345.7	225.6
Diluted Net Earnings per Common Share	\$ 0.71	\$ 5.86	\$ 3.65
Diluted Net Earnings per Common Share, adjusted ⁽¹⁾	\$ 3.55	\$ 3.46	\$ 3.65

(1) Excludes the effects of non-cash impairment charges recorded in the fourth quarter of 2016 and net investment income from the Liquid Finishing businesses sold in the second quarter of 2015. See adjusted financial results below for a reconciliation of the adjusted non-GAAP financial measures to GAAP.

[Table of Contents](#)

Non-cash impairment charges in 2016 and investment income from Liquid Finishing businesses sold in 2015 created large fluctuations in financial results. Excluding those items provides a more consistent comparison of ongoing financial results. A calculation of the non-GAAP measurements of adjusted operating earnings, net earnings and diluted earnings per share, excluding non-cash impairment charges in 2016 and investment income in 2015, follows (in millions except per share amounts):

	2016	2015	2014
Operating Earnings, as reported	\$ 113.9	\$ 302.1	\$ 308.9
Impairment	192.0	—	—
Operating Earnings, adjusted	<u>\$ 305.9</u>	<u>\$ 302.1</u>	<u>\$ 308.9</u>
Net Earnings, as reported	\$ 40.7	\$ 345.7	\$ 225.6
Impairment	192.0	—	—
Held separate investment (income), net	—	(191.6)	—
Income tax effect	(30.6)	50.2	—
Net Earnings, adjusted	<u>\$ 202.1</u>	<u>\$ 204.3</u>	<u>\$ 225.6</u>
Weighted Average Diluted Shares	<u>57.0</u>	<u>59.0</u>	<u>61.7</u>
Diluted Earnings per Share			
As reported	\$ 0.71	\$ 5.86	\$ 3.65
Adjusted	\$ 3.55	\$ 3.46	\$ 3.65

The following table presents an overview of components of net earnings as a percentage of net sales:

	2016	2015	2014
Net Sales	100.0 %	100.0 %	100.0 %
Cost of products sold	46.7	46.8	45.4
Gross profit	53.3	53.2	54.6
Product development	4.6	4.5	4.4
Selling, marketing and distribution	16.2	15.7	16.0
General and administrative	9.5	9.5	8.9
Impairment	14.4	—	—
Operating earnings	8.6	23.5	25.3
Interest expense	1.3	1.4	1.5
Held separate investment (income), net	—	(14.9)	(2.1)
Other expense (income), net	—	0.1	0.1
Earnings before income taxes	7.3	36.9	25.8
Income taxes	4.2	10.0	7.3
Net Earnings	<u>3.1 %</u>	<u>26.9 %</u>	<u>18.5 %</u>

Net Sales

The following table presents net sales by geographic region (in millions):

	2016	2015	2014
Americas ⁽¹⁾	\$ 777.0	\$ 759.9	\$ 684.5
EMEA ⁽²⁾	311.1	291.4	304.7
Asia Pacific	241.2	235.2	231.9
Consolidated	<u>\$ 1,329.3</u>	<u>\$ 1,286.5</u>	<u>\$ 1,221.1</u>

(1)North, South and Central America, including the United States. Sales in the United States were \$686 million in 2016, \$654 million in 2015 and \$577 million in 2014.

(2)Europe, Middle East and Africa

[Table of Contents](#)

The following table presents the components of net sales change by geographic region:

	2016				2015			
	Volume and Price	Acquisitions	Currency	Total	Volume and Price	Acquisitions	Currency	Total
Americas	1%	1%	0%	2%	7%	5%	(1)%	11%
EMEA	6%	3%	(2)%	7%	1%	8%	(13)%	(4)%
Asia Pacific	3%	1%	(1)%	3%	0%	6%	(5)%	1%
Consolidated	3%	1%	(1)%	3%	4%	6%	(5)%	5%

There were 53 weeks in fiscal 2016, compared to 52 weeks in fiscal 2015. In 2016, net sales at consistent currency translation rates increased 4 percent, including 3 percentage points of organic growth and 1 percentage point from acquired operations. The effects of currency translation offset the impact of sales from acquired operations. Strong sales increases in the Americas from the Contractor segment were mostly offset by decreases in the Industrial and Process segments. EMEA had sales growth in both developed and emerging markets, with strong growth from Contractor and Industrial segments. Strong sales growth in China more than offset decreases in other areas of Asia Pacific.

In 2015, net sales at consistent currency translation rates increased 10 percent, including growth from acquired operations of 6 percentage points and organic growth of 4 percentage points. Incremental sales from operations acquired within the last 12 months totaled \$67 million for the year. Changes in currency translation rates reduced sales by approximately \$58 million in 2015. More than 90 percent of our organic growth at consistent translation rates in 2015 came from our Contractor and Industrial businesses in the Americas. The Contractor segment continued to benefit from strong residential and commercial construction markets in the United States. Sales growth in western and central Europe was offset by unfavorable currency translation rates for the euro and Swiss franc, and by declines in sales in Russia and the Middle East. While general industry and construction markets were generally stable in western Europe, weakness in oil and natural gas markets continued. Weakness in China offset growth in other Asia Pacific countries, such as Australia, Korea, Japan and India. While general industry and process markets were stable in most of the Asia Pacific region, weakness remained in industries such as mining, marine and general construction.

Gross Profit

In 2016, gross profit margin rate of 53% was consistent with the rate in the prior year. The favorable effects of realized pricing and product and channel mix offset the unfavorable impacts of lower factory volume.

In 2015, gross profit margin as a percentage of sales decreased from 2014, mostly due to changes in currency translation rates. Favorable effects of realized pricing and lower material costs offset the impact of lower average gross margin rates of acquired operations.

Operating Expenses

Total operating expenses for 2016 were \$212 million higher than 2015, including the non-cash impairment charge of \$192 million. Incremental expenses from acquired operations accounted for nearly half of the remainder of the increase. Incremental spending related to product and corporate initiatives increased expenses by approximately \$3 million, and changes in currency translation rates reduced operating expenses by approximately \$4 million. Investment in new product development was \$61 million or 4½ percent of sales in 2016, consistent with 2015 expense as a percentage of sales.

In 2015, operating expenses were \$25 million higher compared to 2014. Incremental expenses from acquired operations totaled \$27 million, spending related to regional and product expansion initiatives increased expenses by approximately \$4 million, and unallocated corporate expenses (mostly pension and stock compensation) increased \$5 million. Currency translation rates reduced operating expenses by approximately \$16 million. Investment in new product development was \$59 million or 4½ percent of sales in 2015, consistent with 2014 expense as a percentage of sales.

Operating Earnings

Operating earnings in 2016 before non-cash impairment charges increased 1 percent, as the 5 percent increase in expenses exceeded the 3 percent increase in sales. Changes in currency translation rates reduced operating earnings by approximately \$4 million in 2016.

[Table of Contents](#)

Operating earnings as a percentage of sales in 2015 were lower than in the prior year, mostly due to changes in currency translation rates and lower margins from acquired operations. Changes in currency translation rates reduced operating earnings by approximately \$32 million in 2015.

Held Separate Investment (Income)

There was no held separate investment income in 2016. Held separate investment income in 2015 included \$150 million of pre-tax gain on the sale of Liquid Finishing business assets, net of transaction and other related expenses, and dividends of \$42 million. Dividends received from Liquid Finishing totaled \$28 million in 2014.

Income Taxes

The effective tax rate for 2016 was 58 percent, including approximately 28 percentage points related to the impairment charge, compared to 27 percent in 2015. Last year's rate included favorable impacts of non-recurring tax benefits and post-tax dividend income, partially offset by the tax rate effects of the gain on the sale of Liquid Finishing business assets. The net increase in effective rate from those items was partially offset by additional 2016 benefit from foreign earnings being taxed at lower rates than the U.S.

The effective tax rate for 2015 was 27 percent, down from 28 percent in 2014. A change in the Company's assertion with respect to reinvestment of foreign earnings decreased deferred income taxes related to undistributed foreign earnings by \$7 million and reduced the effective tax rate for the year. Higher post-tax dividend income, favorable effects of lower tax rates on foreign earnings, and an additional non-recurring tax benefit of \$2 million further reduced the effective tax rate for the year. Those reductions were partially offset by the tax rate effects of the gain on the sale of the Liquid Finishing business assets.

Segment Results

The Company has six operating segments which are aggregated into three reportable segments: Industrial, Process and Contractor. Refer to Part I Item 1. Business, for a description of the Company's three reportable segments. Management assesses performance of segments by reference to operating earnings excluding unallocated corporate expenses and asset impairments.

The following table presents net sales and operating earnings by reporting segment (in millions):

	2016	2015	2014
Sales			
Industrial	\$ 629.6	\$ 616.1	\$ 622.3
Process	266.6	273.6	223.2
Contractor	433.1	396.8	375.6
Total	<u>\$ 1,329.3</u>	<u>\$ 1,286.5</u>	<u>\$ 1,221.1</u>
Operating Earnings			
Industrial	\$ 207.2	\$ 201.8	\$ 203.9
Process	35.8	43.8	47.8
Contractor	91.8	86.4	81.9
Unallocated corporate (expense) ⁽¹⁾	(28.9)	(29.9)	(24.7)
Impairment ⁽²⁾	(192.0)	—	—
Total	<u>\$ 113.9</u>	<u>\$ 302.1</u>	<u>\$ 308.9</u>

(1) Unallocated corporate (expense) includes such items as stock compensation, divestiture and certain acquisition transaction costs, bad debt expense, charitable contributions, non-service cost portions of pension expense and certain central warehouse expenses. Unallocated corporate expenses in 2016 were consistent with the prior year. Unallocated corporate expenses increased by \$5 million in 2015 compared to 2014, including increases in stock compensation, pension cost and central warehouse expense, partially offset by decreases in acquisition transaction costs and charitable contributions.

(2) The non-cash impairment charge recorded in 2016 related to assets of our Oil and Natural Gas reporting unit included within the Process Segment. Refer to Critical Accounting Estimates for more discussion on the impairment charge.

[Table of Contents](#)Industrial Segment

The following table presents net sales and operating earnings as a percentage of sales for the Industrial segment (dollars in millions):

	2016	2015	2014
Sales			
Americas	\$ 281.3	\$ 288.9	\$ 272.8
EMEA	184.5	173.3	196.0
Asia Pacific	163.8	153.9	153.5
Total	\$ 629.6	\$ 616.1	\$ 622.3
Operating Earnings as a Percentage of Sales	33%	33%	33%

The following table presents the components of net sales change by geographic region for the Industrial segment:

	2016				2015			
	Volume and Price	Acquisitions	Currency	Total	Volume and Price	Acquisitions	Currency	Total
Americas	(2)%	0%	(1)%	(3)%	5%	2%	(1)%	6%
EMEA	8%	0%	(2)%	6%	1%	0%	(13)%	(12)%
Asia Pacific	7%	1%	(2)%	6%	1%	3%	(4)%	0%
Segment Total	3%	0%	(1)%	2%	3%	2%	(6)%	(1)%

In 2016, sales in the Industrial segment were down in the Americas, with a weaker capital spending environment and softness in agriculture, energy, mining and heavy machinery markets. The decrease in the Americas was more than offset by increases in EMEA, led by strong growth in the powder business, and in Asia Pacific. Operating margin rates for this segment in 2016 were consistent with the prior year.

In 2015, the effects of currency translation in EMEA and Asia Pacific offset the increase in Industrial segment sales in the Americas. Acquired operations contributed \$10 million (2 percentage points) of growth for the year. Operating margin rates for the Industrial segment were consistent with 2014, with favorable price realization, product mix, and cost and expense management offsetting the unfavorable effect of foreign currency translation rates.

In this segment, sales in each geographic region are significant and management looks at economic and financial indicators in each region, including gross domestic product, industrial production, capital investment rates, automobile production, building construction and the level of the U.S. dollar versus the euro, the Swiss franc, the Canadian dollar, the Australian dollar and various Asian currencies.

Process Segment

The following table presents net sales and operating earnings as a percentage of sales for the Process segment (dollars in millions):

	2016	2015	2014
Sales			
Americas	\$ 170.4	\$ 171.8	\$ 146.6
EMEA	52.4	55.0	38.4
Asia Pacific	43.8	46.8	38.2
Total	\$ 266.6	\$ 273.6	\$ 223.2
Operating Earnings as a Percentage of Sales	13%	16%	21%

[Table of Contents](#)

The following table presents the components of net sales change by geographic region for the Process segment:

	2016				2015			
	Volume and Price	Acquisitions	Currency	Total	Volume and Price	Acquisitions	Currency	Total
Americas	(5)%	4%	0%	(1)%	1%	18%	(2)%	17%
EMEA	(12)%	12%	(5)%	(5)%	0%	57%	(14)%	43%
Asia Pacific	(8)%	4%	(2)%	(6)%	0%	30%	(8)%	22%
Segment Total	(7)%	6%	(2)%	(3)%	1%	26%	(4)%	23%

In 2016, sales in the Process segment decreased in all regions, with weakness in oil and natural gas and mining markets. Early in 2016, the segment acquired two businesses that enhance and complement the Company's position in environmental monitoring and remediation markets. Incremental sales from the acquired operations totaled \$14 million in 2016. Operating margin rate decreased in 2016 due to lower sales volume and unfavorable expense leverage.

In 2015, acquired operations contributed \$56 million (26 percentage points of growth) to the Process segment for the year. Results for 2015 included the operations of HiP and White Knight, both acquired in January 2015, and full-year operations of Alco, acquired in October 2014. Operating earnings decreased by 5 percentage points in 2015 due mostly to currency translation, lower margins from acquired operations and incremental investment in product development.

Although the Americas represent the substantial majority of sales for the Process segment, and indicators in that region are the most significant, management monitors indicators such as levels of gross domestic product, capital investment, industrial production, oil and natural gas markets and mining activity worldwide.

Contractor Segment

The following table presents net sales and operating earnings as a percentage of sales for the Contractor segment (dollars in millions):

	2016	2015	2014
Sales			
Americas	\$ 325.3	\$ 299.2	\$ 265.2
EMEA	74.3	63.1	70.3
Asia Pacific	33.5	34.5	40.1
Total	\$ 433.1	\$ 396.8	\$ 375.6
Operating Earnings as a Percentage of Sales	21%	22%	22%

The following table presents the components of net sales change by geographic region for the Contractor segment:

	2016				2015			
	Volume and Price	Acquisitions	Currency	Total	Volume and Price	Acquisitions	Currency	Total
Americas	9%	0%	0%	9%	14%	0%	(1)%	13%
EMEA	19%	0%	(1)%	18%	2%	0%	(12)%	(10)%
Asia Pacific	(1)%	0%	(2)%	(3)%	(9)%	0%	(5)%	(14)%
Segment Total	10%	0%	(1)%	9%	9%	0%	(3)%	6%

In 2016, new products and continued strength in U.S. residential and commercial construction markets drove sales growth in the Americas. Both the home center channel and the paint store channel had solid sales growth in the Americas. In EMEA, sales growth came from both developed and emerging markets, with most of the increase from western and central Europe. Operating margin rates decreased slightly compared to 2015 rates due to unfavorable expense leverage and product and channel mix.

In 2015, strong U.S. residential and commercial construction market drove growth in the Americas, while currency translation created headwinds in EMEA and Asia Pacific. Operating earnings for the year were consistent with 2014, with the unfavorable impact of currency translation rates offset by volume-related increases.

[Table of Contents](#)

In this segment, sales in all regions are significant and management reviews economic and financial indicators in each region, including levels of residential, commercial and institutional construction, remodeling rates and interest rates. Management also reviews gross domestic product for the regions and the level of the U.S. dollar versus the euro and other currencies.

Financial Condition and Cash Flow

Working Capital. The following table highlights several key measures of asset performance (dollars in millions):

	2016	2015
Working capital	\$ 325.4	\$ 314.4
Current ratio	2.8	2.6
Days of sales in receivables outstanding	61	64
Inventory turnover (LIFO)	3.0	3.2

The impact on working capital of decreases in notes payable, accrued salaries and incentives and other payables was partially offset by a \$7 million decrease in accounts receivable. Inventory levels were steady compared to year-end 2015.

Capital Structure. At December 30, 2016, the Company's capital structure included current notes payable of \$9 million, long-term debt of \$306 million and shareholders' equity of \$574 million. At December 25, 2015, the Company's capital structure included current notes payable of \$16 million, long-term debt of \$393 million and shareholders' equity of \$636 million.

Shareholders' equity decreased by \$62 million in 2016. Decreases from dividends of \$75 million, and other comprehensive losses related to currency translation and pension liability adjustments totaling \$38 million, more than offset the increase from current year earnings of \$41 million. Increases related to shares issued and stock compensation totaling \$61 million were mostly offset by a \$50 million decrease from share repurchases. Shareholders' equity increased by \$40 million in 2015. The increase from 2015 earnings of \$346 million offset decreases from share repurchases of \$272 million and dividends of \$70 million. Increases related to shares issued and stock compensation totaled \$39 million.

Liquidity and Capital Resources. The Company had cash held in deposit accounts totaling \$52 million at December 30, 2016, and December 25, 2015. As of December 30, 2016, cash balances of \$9 million were restricted to funding of certain self-insured loss reserves, and included within other current assets on the Company's Consolidated Balance Sheets. In 2015, the Company asserted that it will indefinitely reinvest earnings of foreign subsidiaries to support expansion of its international business. As of December 30, 2016, the amount of cash held outside the United States was not significant to the Company's liquidity and was available to fund investments abroad.

On December 15, 2016, the Company executed an amendment to its revolving credit agreement, extending the expiration date to December 15, 2021 and decreasing certain interest rates and fees. The amended agreement with a syndicate of lenders provides up to \$500 million of committed credit, available for general corporate purposes, working capital needs, share repurchases and acquisitions. The Company may borrow up to \$50 million under the swingline portion of the facility for daily working capital needs.

Under terms of the amended revolving credit agreement, borrowings may be denominated in U.S. dollars or certain other currencies. Loans denominated in U.S. dollars bear interest, at the Company's option, at either a base rate or a LIBOR-based rate. Loans denominated in currencies other than U.S. dollars bear interest at a LIBOR-based rate. The base rate is an annual rate equal to a margin ranging from zero percent to 0.75 percent, depending on the Company's cash flow leverage ratio (debt to earnings before interest, taxes, depreciation, amortization and extraordinary non-operating or non-cash charges and expenses) plus the highest of (i) the bank's prime rate, (ii) the federal funds rate plus 0.5 percent, or (iii) one-month LIBOR plus 1.5 percent. In general, LIBOR-based loans bear interest at LIBOR plus 1 percent to 1.75 percent, depending on the Company's cash flow leverage ratio. In addition to paying interest on the outstanding loans, the Company is required to pay a fee on the unused amount of the loan commitments at an annual rate ranging from 0.125 percent to 0.25 percent, depending on the Company's cash flow leverage ratio.

On December 30, 2016, the Company had \$544 million in lines of credit, including the \$500 million in committed credit facilities described above and \$44 million with foreign banks. The unused portion of committed credit lines was \$504 million as of December 30, 2016.

Various debt agreements require the Company to maintain certain financial ratios as to cash flow leverage and interest coverage. The Company is in compliance with all financial covenants of its debt agreements as of December 30, 2016.

Internally generated funds and unused financing sources are expected to provide the Company with the flexibility to meet its liquidity needs in 2017, including its capital expenditure plan of approximately \$40 million, planned dividends estimated at \$80 million, share

[Table of Contents](#)

repurchases and acquisitions. If acquisition opportunities increase, the Company believes that reasonable financing alternatives are available for the Company to execute on those opportunities.

In December 2016, the Company's Board of Directors increased the Company's regular quarterly dividend to \$0.36 from \$0.33 per share, an increase of 9 percent.

Cash Flow. A summary of cash flow follows (in millions):

	2016	2015	2014
Operating activities	\$ 269.1	\$ 189.6	\$ 241.2
Investing activities	(90.9)	369.9	(216.7)
Financing activities	(178.3)	(534.4)	(23.6)
Effect of exchange rates on cash	0.2	3.5	3.0
Net cash provided (used)	0.1	28.6	3.9
Cash and cash equivalents at end of year	\$ 52.4	\$ 52.3	\$ 23.7

Cash Flows From Operating Activities. Net cash provided by operating activities was \$269 million in 2016, up \$79 million compared to 2015. Cash flows from operating activities in 2015 included the effects of increases in inventory and accounts receivable and payments of transaction costs and income taxes related to the sale of Liquid Finishing business assets.

Net cash provided by operating activities was \$190 million in 2015, down \$51 million compared to 2014, mainly due to transaction costs and income taxes related to the sale of Liquid Finishing business assets. Accounts receivable and inventory balances increased from the end of 2014 due to acquisitions, increases in business activity and inventory increases to improve customer service levels.

Cash Flows Used in Investing Activities. Cash outflows from investing activities totaled \$91 million in 2016. The Company used proceeds from its revolving line of credit to acquire two related businesses for a total cash price of \$49 million. The acquired businesses enhance and complement the Company's position in environmental monitoring and remediation markets, and are included in the Process segment.

Cash inflows from investing activities totaled \$370 million in 2015 compared to outflows of \$217 million in 2014. Proceeds of \$610 million from the sale of the Liquid Finishing business assets were partially offset by cash outflows of \$189 million for acquisitions and \$42 million for additions to property, plant and equipment. In 2014, cash outflows included acquisitions of \$185 million and additions to property plant and equipment of \$31 million.

Cash Flows Used in Financing Activities. Cash flows used in financing activities totaled \$178 million in 2016, compared to \$534 million in 2015. Cash outflows in 2016 included dividend payments of \$73 million, share repurchases of \$50 million (partially offset by proceeds from share issuances of \$33 million) and net payments on outstanding lines of credit of \$93 million.

Cash flows used in financing activities totaled \$534 million in 2015, compared to \$24 million in 2014. Cash outflows included net payments on outstanding lines of credit of \$211 million, share repurchases of \$275 million and dividends paid of \$69 million. In 2014, cash inflows included net borrowings on lines of credit of \$202 million and share issuances of \$30 million. Outflows included share repurchases of \$195 million and dividends paid of \$66 million.

On April 24, 2015, the Board of Directors authorized the purchase of up to 6 million shares, primarily through open market transactions. The authorization is for an indefinite period of time or until terminated by the Board. Under the authorization, 3.8 million shares remain available for purchase as of December 30, 2016.

The Company repurchased and retired 0.8 million shares in 2016, compared to 3.9 million shares in 2015 and 2.6 million shares in 2014. Share repurchases are expected to continue in 2017 via open market transactions or short-dated accelerated share repurchase ("ASR") programs.

Subsequent event: On February 21, 2017, the Company entered into an ASR with a financial institution. In exchange for an up-front payment of \$90 million, the financial institution will deliver 850,000 shares of Company common stock. The total number of shares ultimately delivered will be determined at the end of the purchase period (up to five months, but not less than two months) based on the volume weighted average price of the Company's common stock during that period.

[Table of Contents](#)

Off-Balance Sheet Arrangements and Contractual Obligations. The Company has no significant off-balance sheet debt or other unrecorded obligations other than the items noted in the following table. In addition, the Company could be obligated to perform under standby letters of credit totaling \$2 million at December 30, 2016. The Company has also guaranteed the debt of its subsidiaries for up to \$9 million. All debt of subsidiaries is reflected in the consolidated balance sheets.

As of December 30, 2016, the Company is obligated to make cash payments in connection with obligations as follows (in millions):

	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt	\$ 305.7	\$ —	\$ 75.0	\$ 80.7	\$ 150.0
Interest on long-term debt	78.8	14.5	23.8	16.7	23.8
Other non-current liabilities ⁽¹⁾	8.7	—	7.5	0.4	0.8
Operating leases	31.0	7.3	11.4	6.7	5.6
Service contracts	6.9	3.5	3.1	0.3	—
Purchase obligations ⁽²⁾	114.6	114.6	—	—	—
Unfunded pension and postretirement medical benefits ⁽³⁾	33.5	2.4	5.5	6.5	19.1
Total	\$ 579.2	\$ 142.3	\$ 126.3	\$ 111.3	\$ 199.3

(1) Other non-current liabilities include estimated obligations for representations and warranties associated with the Liquid Finishing business divestiture, additional purchase consideration based on future revenues of an acquired business in excess of specified thresholds, and amounts related to certain capitalized leasehold improvements.

(2) The Company is committed to pay suppliers under the terms of open purchase orders issued in the normal course of business. The Company also has commitments with certain suppliers to purchase minimum quantities, and under the terms of certain agreements, the Company is committed for certain portions of the supplier's inventory. The Company does not purchase, or commit to purchase, quantities in excess of normal usage or amounts that cannot be used within one year.

(3) The amounts and timing of future Company contributions to the funded qualified defined benefit pension plan are unknown because they are dependent on pension fund asset performance and pension obligation valuation assumptions.

Critical Accounting Estimates

The Company prepares its consolidated financial statements in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP"). The Company's most significant accounting policies are disclosed in Note A (Summary of Significant Accounting Policies) to the consolidated financial statements. The preparation of the consolidated financial statements, in conformity with U.S. GAAP, requires management to make estimates and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual amounts will differ from those estimates. The Company considers the following policies to involve the most judgment in the preparation of the Company's consolidated financial statements.

Excess and Discontinued Inventory. The Company's inventories are valued at the lower of cost or market. Reserves for excess and discontinued products are estimated. The amount of the reserve is determined based on projected sales information, plans for discontinued products and other factors. Though management considers these balances adequate, changes in sales volumes due to unanticipated economic or competitive conditions are among the factors that would result in materially different amounts for this item.

Goodwill and Other Intangible Assets. The Company performs impairment testing for goodwill annually in the fourth quarter or more frequently if events or changes in circumstances indicate that the asset might be impaired. The Company estimates the fair value of the reporting units using a present value of future cash flows calculation cross-checked by an allocation of market capitalization approach. The impairment test is performed using a two-step process. In the first step, the fair value of each reporting unit is compared with the carrying amount of the reporting unit. If the estimated fair value exceeds its carrying value, step two of the impairment analysis is not required. If the estimated fair value is less than its carrying amount, impairment is indicated and the second step must be completed in order to determine the amount, if any, of the impairment. In the second step, an impairment loss is recognized for the difference between the implied value of goodwill and the carrying value.

The Company's primary identifiable intangible assets include customer relationships, trademarks, trade names, proprietary technology and patents. Finite lived intangibles are amortized and are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Indefinite lived intangibles are reviewed for impairment annually in the fourth quarter, or more frequently if events or changes in circumstances indicate the asset might be impaired.

A considerable amount of management judgment and assumptions are required in performing the impairment tests. Management makes several assumptions, including earnings and cash flow projections, discount rate, product offerings and market strategies,

[Table of Contents](#)

customer attrition, and royalty rates, each of which have a significant impact on the estimated fair values. Though management considers its judgments and assumptions to be reasonable, changes in these assumptions could impact the estimated fair value.

In completing our goodwill impairment testing in the fourth quarter of 2015, the estimated fair value of all reporting units substantially exceeded carrying value except for our ONG reporting unit, which exceeded its carrying value by 14 percent. Our financial plan for 2016 anticipated the beginning of a recovery in oil and natural gas markets that would drive improved ONG performance in the second half of the year. After considering third quarter 2016 operating results and preliminary projections from our 2017 planning process, we concluded that the depth and length of industry weakness, and its continuing impact on ONG results, were greater than previously expected. At the end of the third quarter we initiated an impairment analysis. We completed the analysis in the fourth quarter and recorded adjustments to reduce goodwill by \$147 million and other intangible assets by \$45 million. The non-cash impairment charges reduced operating earnings by \$192 million, created a \$31 million deferred tax benefit, and decreased net earnings by \$161 million.

We completed our annual impairment testing of goodwill and other intangible assets in the fourth quarter of 2016. No further impairment charges were recorded as a result of that review.

Income Taxes. In the preparation of the Company's consolidated financial statements, management calculates income taxes. This includes estimating current tax liability as well as assessing temporary differences resulting from different treatment of items for tax and financial statement purposes. These differences result in deferred tax assets and liabilities, which are recorded on the balance sheet using statutory rates in effect for the year in which the differences are expected to reverse. These assets and liabilities are analyzed regularly and management assesses the likelihood that deferred tax assets will be recoverable from future taxable income. A valuation allowance is established to the extent that management believes that recovery is not likely. Liabilities for uncertain tax positions are also established for potential and ongoing audits of federal, state and international issues. The Company routinely monitors the potential impact of such situations and believes that liabilities are properly stated. Valuations related to amounts owed and tax rates could be impacted by changes to tax codes, changes in statutory rates, the Company's future taxable income levels and the results of tax audits.

Retirement Obligations. The measurements of the Company's pension and postretirement medical obligations are dependent on a number of assumptions including estimates of the present value of projected future payments, taking into consideration future events such as salary increase and demographic experience. These assumptions may have an impact on the expense and timing of future contributions.

The assumptions used in developing the required estimates for pension obligations include discount rate, inflation, salary increases, retirement rates, expected return on plan assets and mortality rates. The assumptions used in developing the required estimates for postretirement medical obligations include discount rates, rate of future increase in medical costs and participation rates.

For U.S. plans, the Company establishes its discount rate assumption by reference to a yield curve published by an actuary and projected plan cash flows. For plans outside the U.S., the Company establishes a rate by country by reference to highly rated corporate bonds. These reference points have been determined to adequately match expected plan cash flows. The Company bases its inflation assumption on an evaluation of external market indicators. The salary assumptions are based on actual historical experience, the near-term outlook and assumed inflation. Retirement rates are based on experience. The investment return assumption is based on the expected long-term performance of plan assets. In setting this number, the Company considers the input of actuaries and investment advisors, its long-term historical returns, the allocation of plan assets and projected returns on plan assets. The Company decreased its investment return assumption for its U.S. plan to 7.3 percent for 2017. Mortality rates are based on current common group mortality tables for males and females.

In 2016, net pension cost of \$15 million was allocated to cost of products sold and operating expenses based on salaries and wages. At December 30, 2016, a one-half percentage point decrease in the indicated assumptions would have the following effects (in millions):

Assumption	Funded Status	Expense
Discount rate	\$ (28.3)	\$ 2.7
Expected return on assets	—	1.3

Recent Accounting Pronouncements

Refer to Note A (Summary of Significant Accounting Policies) to the Consolidated Financial Statements of this Form 10-K for disclosures related to recent accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company sells and purchases products and services in currencies other than the U.S. dollar and pays variable interest rates on borrowings under certain credit facilities. Consequently, the Company is subject to profitability risk arising from exchange and interest rate movements. The Company may use a variety of financial and derivative instruments to manage foreign currency and interest rate risks. The Company does not enter into any of these instruments for trading purposes to generate revenue. Rather, the Company's objective in managing these risks is to reduce fluctuations in earnings and cash flows associated with changes in foreign currency exchange and interest rates.

The Company may use forward exchange contracts, options and other hedging activities to hedge the U.S. dollar value resulting from anticipated currency transactions and net monetary asset and liability positions. At December 30, 2016, the currencies to which the Company had the most significant balance sheet exchange rate exposure were the euro, Swiss franc, Canadian dollar, British pound, Japanese yen, Australian dollar, Chinese yuan renminbi and South Korean won. It is not possible to determine the true impact of currency rate changes; however, the direct translation effect on net sales and net earnings can be estimated. In 2016, changes in currency translation rates reduced sales and net earnings by approximately \$12 million and \$2 million, respectively. In 2015, changes in currency translation rates reduced sales and net earnings by approximately \$58 million and \$20 million, respectively. In 2014, changes in currency translation rates reduced sales and net earnings by approximately \$3 million and \$2 million, respectively.

2017 Outlook

We are focused on achieving full-year sales growth in all geographic regions and reportable segments in 2017. Our full-year 2017 outlook is for low single-digit organic sales growth on a constant currency basis, with low single-digit growth expected in each geographic region of the world. Our Process segment experienced headwinds throughout 2016 and remains a source of caution as we enter 2017, while the outlook for our Contractor segment is for mid single-digit sales growth in 2017.

At January 2017 exchange rates, assuming the same volumes, mix of products and mix of business by currency as in 2016, the movement in foreign currencies would be a headwind of approximately 1 percent on sales and 3 percent on earnings in 2017.

The Company's backlog is typically small compared to annual sales and is not a good indicator of future business levels. In addition to economic growth, the successful launch of new products and expanded distribution coverage, the sales outlook is dependent on many factors, including realization of price increases and stable foreign currency exchange rates.

Forward-Looking Statements

The Company desires to take advantage of the "safe harbor" provisions regarding forward-looking statements of the Private Securities Litigation Reform Act of 1995 and is filing this Cautionary Statement in order to do so. From time to time various forms filed by our Company with the Securities and Exchange Commission, including this Form 10-K and our Form 10-Qs and Form 8-Ks, and other disclosures, including our 2016 Overview report, press releases, earnings releases, analyst briefings, conference calls and other written documents or oral statements released by our Company, may contain forward-looking statements. Forward-looking statements generally use words such as "expect," "foresee," "anticipate," "believe," "project," "should," "estimate," "will," and similar expressions, and reflect our Company's expectations concerning the future. All forecasts and projections are forward-looking statements. Forward-looking statements are based upon currently available information, but various risks and uncertainties may cause our Company's actual results to differ materially from those expressed in these statements. The Company undertakes no obligation to update these statements in light of new information or future events.

Future results could differ materially from those expressed, due to the impact of changes in various factors. These risk factors include, but are not limited to, the factors discussed in Item 1A of this Annual Report on Form 10-K. Shareholders, potential investors and other readers are urged to consider these factors in evaluating forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements.

Investors should realize that factors other than those identified in Item 1A might prove important to the Company's future results. It is not possible for management to identify each and every factor that may have an impact on the Company's operations in the future as new factors can develop from time to time.

Item 8. Financial Statements and Supplementary Data

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. The internal control system was designed to provide reasonable assurance to management and the board of directors regarding the reliability of financial reporting and preparation of financial statements in accordance with generally accepted accounting principles.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 30, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework* (2013).

Based on our assessment and those criteria, management believes the Company's internal control over financial reporting is effective as of December 30, 2016.

The Company's independent auditors have issued an attestation report on the Company's internal control over financial reporting. That report appears in this Form 10-K.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Graco Inc.

We have audited the internal control over financial reporting of Graco Inc. and Subsidiaries (the “Company”) as of December 30, 2016, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 30, 2016, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 30, 2016, of the Company and our report dated February 21, 2017, expressed an unqualified opinion on those consolidated financial statements and financial statement schedule.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
February 21, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Graco Inc.

We have audited the accompanying consolidated balance sheets of Graco Inc. and Subsidiaries (the “Company”) as of December 30, 2016 and December 25, 2015, and the related consolidated statements of earnings, comprehensive income, shareholders’ equity, and cash flows for each of the three years in the period ended December 30, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Graco Inc. and Subsidiaries as of December 30, 2016 and December 25, 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 30, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 30, 2016, based on the criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 21, 2017, expressed an unqualified opinion on the Company’s internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
February 21, 2017

GRACO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(In thousands, except per share amounts)

	Years Ended		
	December 30, 2016	December 25, 2015	December 26, 2014
Net Sales	\$ 1,329,293	\$ 1,286,485	\$ 1,221,130
Cost of products sold	621,054	601,785	554,394
Gross Profit	708,239	684,700	666,736
Product development	60,606	58,559	54,246
Selling, marketing and distribution	215,253	201,855	194,751
General and administrative	126,481	122,161	108,814
Impairment	192,020	—	—
Operating Earnings	113,879	302,125	308,925
Interest expense	17,590	17,643	18,733
Held separate investment (income), net	—	(191,635)	(25,951)
Other expense (income), net	(366)	1,404	1,070
Earnings Before Income Taxes	96,655	474,713	315,073
Income taxes	55,981	129,000	89,500
Net Earnings	\$ 40,674	\$ 345,713	\$ 225,573
Basic Net Earnings per Common Share	\$ 0.73	\$ 6.00	\$ 3.75
Diluted Net Earnings per Common Share	\$ 0.71	\$ 5.86	\$ 3.65
Cash Dividends Declared per Common Share	\$ 1.35	\$ 1.23	\$ 1.13

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Years Ended		
	December 30, 2016	December 25, 2015	December 26, 2014
Net Earnings	\$ 40,674	\$ 345,713	\$ 225,573
Components of other comprehensive income (loss)			
Cumulative translation adjustment	(31,227)	(10,423)	(27,935)
Pension and postretirement medical liability adjustment	(10,715)	10,372	(39,164)
Income taxes - pension and postretirement medical liability	4,211	(3,710)	12,712
Other comprehensive income (loss)	(37,731)	(3,761)	(54,387)
Comprehensive Income	\$ 2,943	\$ 341,952	\$ 171,186

See notes to consolidated financial statements.

GRACO INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	December 30, 2016	December 25, 2015
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 52,365	\$ 52,295
Accounts receivable, less allowances of \$12,700 and \$10,400	218,365	225,509
Inventories	201,609	202,136
Other current assets	31,023	29,077
Total current assets	503,362	509,017
Property, Plant and Equipment, net	189,596	178,437
Goodwill	259,849	394,488
Other Intangible Assets, net	178,336	227,987
Deferred Income Taxes	86,653	56,976
Other Assets	25,313	24,447
Total Assets	\$ 1,243,109	\$ 1,391,352
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Notes payable to banks	\$ 8,913	\$ 15,901
Trade accounts payable	39,988	40,505
Salaries and incentives	37,109	44,673
Dividends payable	20,088	18,447
Other current liabilities	71,887	75,090
Total current liabilities	177,985	194,616
Long-term Debt	305,685	392,695
Retirement Benefits and Deferred Compensation	159,250	137,457
Deferred Income Taxes	17,672	22,303
Other Non-current Liabilities	8,697	8,730
Commitments and Contingencies (Note K)		
Shareholders' Equity		
Common stock, \$1 par value; 97,000,000 shares authorized; 55,834,412 and 55,765,980 shares outstanding in 2016 and 2015	55,834	55,766
Additional paid-in-capital	453,394	398,774
Retained earnings	206,820	285,508
Accumulated other comprehensive income (loss)	(142,228)	(104,497)
Total shareholders' equity	573,820	635,551
Total Liabilities and Shareholders' Equity	\$ 1,243,109	\$ 1,391,352

See notes to consolidated financial statements.

GRACO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Years Ended		
	December 30, 2016	December 25, 2015	December 26, 2014
Cash Flows From Operating Activities			
Net Earnings	\$ 40,674	\$ 345,713	\$ 225,573
Adjustments to reconcile net earnings to net cash provided by operating activities			
Impairment	192,020	—	—
Depreciation and amortization	48,290	44,607	35,515
Deferred income taxes	(35,561)	(11,585)	329
Share-based compensation	21,134	19,224	17,249
Excess tax benefit related to share-based payment arrangements	(6,913)	(1,775)	(6,634)
(Gain) loss on sale of business	—	(149,894)	—
Change in			
Accounts receivable	4,506	(18,276)	(26,557)
Inventories	(693)	(34,109)	(15,079)
Trade accounts payable	553	4,305	450
Salaries and incentives	(6,809)	(1,385)	1,520
Retirement benefits and deferred compensation	10,995	11,870	5,052
Other accrued liabilities	3,298	1,645	6,151
Other	(2,401)	(20,701)	(2,314)
Net cash provided by operating activities	269,093	189,639	241,255
Cash Flows From Investing Activities			
Property, plant and equipment additions	(42,113)	(41,749)	(30,636)
Acquisition of businesses, net of cash acquired	(48,946)	(189,017)	(185,462)
Proceeds from sale of assets	—	610,162	—
Change in restricted assets	288	(9,518)	—
Investment in businesses held separate	—	—	530
Other	(164)	61	(1,163)
Net cash provided by (used in) investing activities	(90,935)	369,939	(216,731)
Cash Flows From Financing Activities			
Borrowings (payments) on short-term lines of credit, net	(5,995)	11,216	(4,459)
Borrowings on long-term line of credit	648,134	720,605	717,845
Payments on long-term line of credit	(735,144)	(942,910)	(511,215)
Payments of debt issuance costs	(860)	—	(890)
Excess tax benefit related to share-based payment arrangements	6,913	1,775	6,634
Common stock issued	32,631	18,835	30,199
Common stock repurchased	(50,497)	(274,503)	(195,326)
Cash dividends paid	(73,434)	(69,429)	(66,362)
Net cash provided by (used in) financing activities	(178,252)	(534,411)	(23,574)
Effect of exchange rate changes on cash	164	3,472	2,950
Net increase (decrease) in cash and cash equivalents	70	28,639	3,900
Cash and Cash Equivalents			
Beginning of year	52,295	23,656	19,756
End of year	\$ 52,365	\$ 52,295	\$ 23,656

See notes to consolidated financial statements.

GRACO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance December 27, 2013	\$ 61,003	\$ 347,058	\$ 272,653	\$ (46,349)	\$ 634,365
Shares issued	789	29,410	—	—	30,199
Shares repurchased	(2,593)	(14,751)	(178,090)	—	(195,434)
Stock compensation cost	—	16,253	—	—	16,253
Tax benefit related to stock options exercised	—	6,734	—	—	6,734
Net earnings	—	—	225,573	—	225,573
Dividends declared	—	—	(67,271)	—	(67,271)
Other comprehensive income (loss)	—	—	—	(54,387)	(54,387)
Balance December 26, 2014	59,199	384,704	252,865	(100,736)	596,032
Shares issued	446	18,040	—	—	18,486
Shares repurchased	(3,879)	(25,201)	(242,984)	—	(272,064)
Stock compensation cost	—	19,107	—	—	19,107
Tax benefit related to stock options exercised	—	1,775	—	—	1,775
Restricted stock cancelled	—	349	—	—	349
Net earnings	—	—	345,713	—	345,713
Dividends declared	—	—	(70,086)	—	(70,086)
Other comprehensive income (loss)	—	—	—	(3,761)	(3,761)
Balance December 25, 2015	55,766	398,774	285,508	(104,497)	635,551
Shares issued	830	31,947	—	—	32,777
Shares repurchased	(762)	(5,449)	(44,286)	—	(50,497)
Stock compensation cost	—	21,355	—	—	21,355
Tax benefit related to stock options exercised	—	6,913	—	—	6,913
Restricted stock (issued)	—	(146)	—	—	(146)
Net earnings	—	—	40,674	—	40,674
Dividends declared	—	—	(75,076)	—	(75,076)
Other comprehensive income (loss)	—	—	—	(37,731)	(37,731)
Balance December 30, 2016	\$ 55,834	\$ 453,394	\$ 206,820	\$ (142,228)	\$ 573,820

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**Graco Inc. and Subsidiaries**

Years Ended December 30, 2016, December 25, 2015 and December 26, 2014

A. Summary of Significant Accounting Policies

Fiscal Year. The fiscal year of Graco Inc. and Subsidiaries (the "Company") is 52 or 53 weeks, ending on the last Friday in December. The year ended December 30, 2016, was a 53-week year. Years ended December 25, 2015 and December 26, 2014, were 52-week years.

Basis of Statement Presentation. The consolidated financial statements include the accounts of the parent company and its subsidiaries after elimination of intercompany balances and transactions. As of December 30, 2016, all subsidiaries are 100 percent controlled by the Company. Certain prior year disclosures have been revised to conform with current year reporting.

As more fully described in Note M (Divestiture), in 2015, the Company sold the Liquid Finishing business assets acquired in 2012 that were held as a cost-method investment. Investment income in the Company's consolidated statements of earnings includes the pre-tax gain on the sale, net of transaction and other related expenses, along with dividend income received prior to the sale from after-tax earnings of Liquid Finishing.

Foreign Currency Translation. The functional currency of certain subsidiaries is the local currency. Accordingly, adjustments resulting from the translation of those subsidiaries' financial statements into U.S. dollars are charged or credited to accumulated other comprehensive income (loss). The U.S. dollar is the functional currency for all other foreign subsidiaries. Accordingly, gains and losses from the translation of foreign currency balances and transactions of those subsidiaries are included in other expense (income), net.

Accounting Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Such estimates and assumptions also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value Measurements. The three levels of inputs in the fair value measurement hierarchy are as follows:

Level 1 – based on quoted prices in active markets for identical assets

Level 2 – based on significant observable inputs

Level 3 – based on significant unobservable inputs

Assets and liabilities measured at fair value on a recurring basis and fair value measurement level were as follows (in thousands):

	Level	2016	2015
Assets			
Cash surrender value of life insurance	2	\$ 13,785	\$ 12,856
Forward exchange contracts	2	571	107
Total assets at fair value		<u>\$ 14,356</u>	<u>\$ 12,963</u>
Liabilities			
Contingent consideration	3	\$ 4,081	\$ 9,600
Deferred compensation	2	3,265	2,958
Total liabilities at fair value		<u>\$ 7,346</u>	<u>\$ 12,558</u>

Contracts insuring the lives of certain employees who are eligible to participate in certain non-qualified pension and deferred compensation plans are held in trust. Cash surrender value of the contracts is based on performance measurement funds that shadow the deferral investment allocations made by participants in certain deferred compensation plans. The deferred compensation liability balances are valued based on amounts allocated by participants to the underlying performance measurement funds.

The Company's policy and accounting for forward exchange contracts are described below, in Derivative Instruments and Hedging Activities.

Contingent consideration liability represents the estimated value (using a probability-weighted expected return approach) of future payments to be made to previous owners of an acquired business based on its future revenues (see Note L, Acquisitions).

[Table of Contents](#)

Disclosures related to other fair value measurements are included below in Impairment of Long-Lived Assets, in Note F (Debt) and in Note J (Retirement Benefits).

Cash Equivalents. All highly liquid investments with a maturity of three months or less at the date of purchase are considered to be cash equivalents.

Accounts Receivable. Accounts receivable includes trade receivables of \$209 million in 2016 and \$217 million in 2015. Other receivables totaled \$9 million in 2016 and \$9 million in 2015.

Inventory Valuation. Inventories are stated at the lower of cost or market. The last-in, first-out (LIFO) cost method is used for valuing most U.S. inventories. Inventories of foreign subsidiaries are valued using the first-in, first-out (FIFO) cost method.

Other Current Assets. Amounts included in other current assets were (in thousands):

	2016	2015
Prepaid income taxes	\$ 10,723	\$ 9,844
Restricted cash	9,230	9,518
Prepaid expenses and other	11,070	9,715
Total	<u>\$ 31,023</u>	<u>\$ 29,077</u>

Cash balances included within other current assets were restricted to funding of certain self-insured loss reserves.

Impairment of Long-Lived Assets. The Company evaluates long-lived assets (including property and equipment, goodwill and other intangible assets) for impairment annually in the fourth quarter, or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

In 2016, operating results of our Oil and Natural Gas (“ONG”) reporting unit within the Process segment fell short of expectations. At the end of the third quarter, we concluded that the depth and length of industry weakness, and its continuing impact on ONG results, were greater than previously expected, so we initiated an impairment analysis. With the help of an independent valuation consultant, we used an income approach to determine the fair value of the ONG reporting unit and its underlying intangible assets. We completed the valuation in the fourth quarter, and recorded adjustments to reduce goodwill by \$147 million and customer relationship and trade name intangibles by \$34 million and \$11 million, respectively. The goodwill adjustment eliminated all of the goodwill balances within the ONG reporting unit. The non-cash impairment charges reduced operating earnings by \$192 million, created a \$31 million deferred tax benefit, and decreased net earnings by \$161 million.

We completed our annual impairment review of all long-lived assets in the fourth quarter. No further impairment charges were recorded as a result of that review.

Property, Plant and Equipment. For financial reporting purposes, plant and equipment are depreciated over their estimated useful lives, primarily by using the straight-line method as follows:

Buildings and improvements	10 to 30 years
Leasehold improvements	lesser of 5 to 10 years or life of lease
Manufacturing equipment	lesser of 5 to 10 years or life of equipment
Office, warehouse and automotive equipment	3 to 10 years

[Table of Contents](#)

Goodwill and Other Intangible Assets. Goodwill has been assigned to reporting units. Changes in the carrying amounts of goodwill for each reportable segment were (in thousands):

	Industrial	Process	Contractor	Total
Balance, December 26, 2014	\$ 150,853	\$ 128,989	\$ 12,732	\$ 292,574
Additions from business acquisitions	4,230	102,864	—	107,094
Foreign currency translation	(1,800)	(3,380)	—	(5,180)
Balance, December 25, 2015	153,283	228,473	12,732	394,488
Additions from business acquisitions	—	28,130	—	28,130
Impairment	—	(146,669)	—	(146,669)
Foreign currency translation	(2,727)	(13,373)	—	(16,100)
Balance, December 30, 2016	\$ 150,556	\$ 96,561	\$ 12,732	\$ 259,849

Components of other intangible assets were (dollars in thousands):

	Finite Life			Indefinite Life		Total
	Customer Relationships	Patents and Proprietary Technology	Trademarks, Trade Names and Other	Trade Names		
As of December 30, 2016						
Cost, net of impairment	\$ 170,284	\$ 17,321	\$ 895	\$ 57,853	\$	\$ 246,353
Accumulated amortization	(41,599)	(6,088)	(337)	—		(48,024)
Foreign currency translation	(13,630)	(1,055)	(59)	(5,249)		(19,993)
Book value	\$ 115,055	\$ 10,178	\$ 499	\$ 52,604	\$	\$ 178,336
Weighted average life (years)	13	10	4	N/A		
As of December 25, 2015						
Cost	\$ 197,900	\$ 20,400	\$ 495	\$ 69,514	\$	\$ 288,309
Accumulated amortization	(36,852)	(8,952)	(132)	—		(45,936)
Foreign currency translation	(9,738)	(658)	(94)	(3,896)		(14,386)
Book value	\$ 151,310	\$ 10,790	\$ 269	\$ 65,618	\$	\$ 227,987
Weighted average life (years)	13	10	5	N/A		

Amortization of intangibles was \$17.8 million in 2016, \$17.2 million in 2015 and \$11.6 million in 2014. Estimated future annual amortization expense based on the current carrying amount of other intangible assets is as follows (in thousands):

	2017	2018	2019	2020	2021	Thereafter
Estimated Amortization Expense	\$ 13,727	\$ 13,426	\$ 13,097	\$ 13,043	\$ 13,000	\$ 59,439

Other Assets. Components of other assets were (in thousands):

	2016	2015
Cash surrender value of life insurance	\$ 13,785	\$ 12,856
Capitalized software	1,812	2,599
Equity method investment	6,366	6,129
Deposits and other	3,350	2,863
Total	\$ 25,313	\$ 24,447

The Company has entered into contracts insuring the lives of certain employees who are eligible to participate in certain non-qualified pension and deferred compensation plans. These insurance contracts are used to fund the non-qualified pension and deferred compensation arrangements. The insurance contracts are held in a trust and are available to general creditors in the event of the Company's insolvency. Changes in cash surrender value are recorded in operating expense and were not significant in 2016, 2015 and 2014.

[Table of Contents](#)

Capitalized software is amortized over its estimated useful life (generally 2 to 5 years) beginning at date of implementation.

Other Current Liabilities. Components of other current liabilities were (in thousands):

	2016	2015
Accrued self-insurance retentions	\$ 7,105	\$ 6,908
Accrued warranty and service liabilities	8,934	7,870
Accrued trade promotions	6,007	8,522
Payable for employee stock purchases	9,328	8,825
Customer advances and deferred revenue	9,400	9,449
Income taxes payable	8,608	1,308
Other	22,505	32,208
Total	<u>\$ 71,887</u>	<u>\$ 75,090</u>

Self-Insurance. The Company is self-insured for certain losses and costs relating to product liability, workers' compensation, employee medical benefit claims and representations and warranties associated with the Liquid Finishing business divestiture. The Company has stop-loss coverage in order to limit its exposure to significant claims. Accrued self-insurance retentions are based on claims filed, estimates of claims incurred but not reported, and other actuarial assumptions. Self-insured reserves totaled \$9.8 million as of December 30, 2016, and \$11.2 million as of December 25, 2015, including \$2.7 million and \$4.3 million, respectively, classified as other long-term liabilities in the Consolidated Balance Sheets. A portion of our self-insured losses are managed through a wholly-owned captive insurance subsidiary.

Product Warranties. A liability is established for estimated future warranty and service claims that relate to current and prior period sales. The Company estimates warranty costs based on historical claim experience and other factors including evaluating specific product warranty issues. Following is a summary of activity in accrued warranty and service liabilities (in thousands):

	2016	2015
Balance, beginning of year	\$ 7,870	\$ 7,609
Charged to expense	7,516	6,812
Margin on parts sales reversed	1,796	1,908
Reductions for claims settled	(8,248)	(8,459)
Balance, end of year	<u>\$ 8,934</u>	<u>\$ 7,870</u>

Revenue Recognition. Sales are recognized when revenue is realized or realizable and has been earned. The Company's policy is to recognize revenue when risk and title passes to the customer. This is generally on the date of shipment, however certain sales have terms requiring recognition when received by the customer. In cases where there are specific customer acceptance provisions, revenue is recognized at the later of customer acceptance or shipment (subject to shipping terms). Payment terms are established based on the type of product, distributor capabilities and competitive market conditions. Rights of return are typically contractually limited, amounts are estimable, and the Company records provisions for anticipated returns and warranty claims at the time revenue is recognized. Historically, sales returns have been less than 3 percent of sales. Provisions for sales returns are recorded as a reduction of net sales, and provisions for warranty claims are recorded in selling, marketing and distribution expenses. From time to time, the Company may promote the sale of new products by agreeing to accept returns of superseded products. In such cases, provisions for estimated returns are recorded as a reduction of net sales.

Trade promotions are offered to distributors and end users through various programs, generally with terms of one year or less. Such promotions include cooperative advertising arrangements, rebates based on annual purchases and sales growth, coupons and reimbursement for competitive products. Payment of incentives may take the form of cash, trade credit, promotional merchandise or free product. Under cooperative advertising arrangements, the Company reimburses the distributor for a portion of its advertising costs related to the Company's products; estimated costs are accrued at the time of sale and classified as selling, marketing and distribution expense. Rebates are accrued based on the program rates and progress toward the estimated annual sales amount and sales growth, and are recorded as a reduction of sales (cash, trade credit) or cost of products sold (free goods). The estimated costs related to coupon programs are accrued at the time of sale and classified as selling, marketing and distribution expense or cost of products sold, depending on the type of incentive offered.

[Table of Contents](#)

Shipping and Handling. Shipping and handling costs incurred for the delivery of goods to customers are included in cost of goods sold in the accompanying Consolidated Statements of Earnings. Amounts billed to customers for shipping and handling are included in net sales.

Earnings Per Common Share. Basic net earnings per share is computed by dividing earnings available to common shareholders by the weighted average number of shares outstanding during the year. Diluted net earnings per share is computed after giving effect to the exercise of all dilutive outstanding option grants.

Comprehensive Income. Comprehensive income is a measure of all changes in shareholders' equity except those resulting from investments by and distributions to owners, and includes such items as net earnings, certain foreign currency translation items, changes in the value of qualifying hedges and pension liability adjustments.

Derivative Instruments and Hedging Activities. The Company accounts for all derivatives, including those embedded in other contracts, as either assets or liabilities and measures those financial instruments at fair value. The accounting for changes in the fair value of derivatives depends on their intended use and designation.

As part of its risk management program, the Company may periodically use forward exchange contracts to manage known market exposures. Terms of derivative instruments are structured to match the terms of the risk being managed and are generally held to maturity. The Company does not hold or issue derivative financial instruments for trading purposes. All other contracts that contain provisions meeting the definition of a derivative also meet the requirements of, and have been designated as, normal purchases or sales. The Company's policy is to not enter into contracts with terms that cannot be designated as normal purchases or sales.

The Company periodically evaluates its monetary asset and liability positions denominated in foreign currencies. The Company enters into forward contracts or options, or borrows in various currencies, in order to hedge its net monetary positions. These instruments are recorded at fair value and the gains and losses are included in other expense, net. The notional amounts of contracts outstanding as of December 30, 2016, totaled \$26 million. The Company believes it uses strong financial counterparties in these transactions and that the resulting credit risk under these hedging strategies is not significant.

The Company uses significant other observable inputs (level 2 in the fair value hierarchy) to value the derivative instruments used to hedge net monetary positions, including reference to market prices and financial models that incorporate relevant market assumptions. Net derivative assets are reported on the balance sheet in accounts receivable and net derivative liabilities are reported as other current liabilities. The fair market value of such instruments follows (in thousands):

	2016	2015
Foreign Currency Contracts		
Assets	\$ 621	\$ 296
Liabilities	(50)	(189)
Net Assets (Liabilities)	\$ 571	\$ 107

Recent Accounting Pronouncements.

In May 2014, the Financial Accounting Standards Board issued a final standard on revenue from contracts with customers. The new standard sets forth a single comprehensive model for recognizing and reporting revenue. The new standard is effective for the Company in its fiscal year 2018 and permits the use of either a retrospective or a cumulative effect transition method. The Company is evaluating the effect of the new standard on its consolidated financial statements and related disclosures, and plans to use the retrospective transition method.

In February 2016, the Financial Accounting Standards Board (FASB) issued a final standard on accounting for leases. The new standard is effective for the Company in fiscal 2019 and requires most leases to be recorded on the balance sheet. The Company is evaluating the effect of the new standard on its consolidated financial statements and related disclosures and accounting systems.

In March 2016, FASB issued a new standard that changes the accounting for share-based payments. The standard is effective for the Company in fiscal 2017. It simplifies several aspects of accounting for share-based payments, including the accounting for income taxes, forfeitures, and classification in the statement of cash flows. Under the new standard, excess tax benefits on the exercise of stock options currently credited to equity will reduce the current tax provision, potentially creating volatility in the Company's effective tax rate. The Company cannot reliably predict the amount of excess tax benefit from exercise of stock options that will reduce the tax provision in 2017 because it depends on the number and value of options to be exercised. Excess tax benefit recorded in additional paid-in capital totaled \$6.9 million in 2016, and averaged \$4.3 million per year since 2006. The effect of adopting the simplified method of accounting for forfeitures will not be significant.

B. Segment Information

The Company has six operating segments which are aggregated into three reportable segments: Industrial, Process and Contractor.

The Industrial segment includes our Industrial Products and Applied Fluid Technologies divisions. The Industrial segment markets equipment and pre-engineered packages for moving and applying paints, coatings, sealants, adhesives and other fluids. Markets served include automotive and vehicle assembly and components production, wood and metal products, rail, marine, aerospace, farm, construction, bus, recreational vehicles and various other industries.

The Process segment includes our Process, Oil and Natural Gas, and Lubrication divisions. The Process segment markets pumps, valves, meters and accessories to move and dispense chemicals, oil and natural gas, water, wastewater, petroleum, food, lubricants and other fluids. Markets served include food and beverage, dairy, oil and natural gas, pharmaceutical, cosmetics, electronics, wastewater, mining, fast oil change facilities, service garages, fleet service centers, automobile dealerships and industrial lubrication applications.

The Contractor segment markets sprayers for architectural coatings for painting, corrosion control, texture and line striping.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The cost of manufacturing for each segment is based on product cost, and expenses are based on actual costs incurred along with cost allocations of shared and centralized functions based on activities performed, sales or space utilization. Depreciation expense is charged to the manufacturing or operating cost center that utilizes the asset, and is then allocated to segments on the same basis as other expenses within that cost center. Reportable segments are defined by product. Segments are responsible for development, manufacturing, marketing and sales of their products. This allows for focused marketing and efficient product development. The segments share common purchasing, certain manufacturing, distribution and administration functions.

Segments information follows (in thousands):

	2016	2015	2014
Net Sales			
Industrial	\$ 629,581	\$ 616,069	\$ 622,343
Process	266,630	273,631	223,213
Contractor	433,082	396,785	375,574
Total	\$ 1,329,293	\$ 1,286,485	\$ 1,221,130
Operating Earnings			
Industrial	\$ 207,183	\$ 201,749	\$ 203,910
Process	35,750	43,833	47,830
Contractor	91,837	86,447	81,892
Unallocated corporate (expense)	(28,871)	(29,904)	(24,707)
Impairment	(192,020)	—	—
Total	\$ 113,879	\$ 302,125	\$ 308,925
Assets			
Industrial	\$ 546,366	\$ 558,799	
Process	318,444	481,677	
Contractor	208,016	205,632	
Unallocated corporate	170,283	145,244	
Total	\$ 1,243,109	\$ 1,391,352	

Management assesses performance of segments by reference to operating earnings excluding unallocated corporate expenses and asset impairments. Unallocated corporate (expense) includes such items as stock compensation, divestiture and certain acquisition transaction costs, bad debt expense, charitable contributions, certain portions of pension expense and certain central warehouse expenses. Unallocated assets include cash, allowances and valuation reserves, deferred income taxes, certain capital and other assets.

[Table of Contents](#)

Geographic information follows (in thousands):

	2016	2015	2014
Net Sales (based on customer location)			
United States	\$ 685,981	\$ 653,534	\$ 577,359
Other countries	643,312	632,951	643,771
Total	<u>\$ 1,329,293</u>	<u>\$ 1,286,485</u>	<u>\$ 1,221,130</u>
Long-lived Assets			
United States	\$ 151,911	\$ 144,571	
Other countries	37,685	33,866	
Total	<u>\$ 189,596</u>	<u>\$ 178,437</u>	

Sales to Major Customers. Worldwide sales to one customer in the Contractor and Industrial segments individually represented 10 percent of the Company's consolidated sales in 2016 and 2015. There were no customers that accounted for 10 percent or more of consolidated sales in 2014.

C. Inventories

Major components of inventories were as follows (in thousands):

	2016	2015
Finished products and components	\$ 113,643	\$ 112,267
Products and components in various stages of completion	50,557	51,033
Raw materials and purchased components	84,631	82,894
Subtotal	248,831	246,194
Reduction to LIFO cost	(47,222)	(44,058)
Total	<u>\$ 201,609</u>	<u>\$ 202,136</u>

Inventories valued under the LIFO method were \$103.2 million in 2016 and \$109.8 million in 2015. All other inventory was valued on the FIFO method.

In 2016, certain inventory quantities were reduced, resulting in liquidation of LIFO inventory quantities carried at lower costs from prior years. The effect on net earnings was not significant.

D. Property, Plant and Equipment

Property, plant and equipment were as follows (in thousands):

	2016	2015
Land and improvements	\$ 23,253	\$ 20,638
Buildings and improvements	132,343	127,968
Manufacturing equipment	286,742	254,409
Office, warehouse and automotive equipment	37,940	38,549
Additions in progress	9,364	19,609
Total property, plant and equipment	489,642	461,173
Accumulated depreciation	(300,046)	(282,736)
Net property, plant and equipment	<u>\$ 189,596</u>	<u>\$ 178,437</u>

Depreciation expense was \$28.8 million in 2016, \$25.7 million in 2015 and \$24.1 million in 2014.

[Table of Contents](#)

E. Income Taxes

In 2015, the Company asserted that it will indefinitely reinvest earnings of foreign subsidiaries to support expansion of its international business. The change in assertion decreased deferred income taxes related to undistributed foreign earnings and reduced the effective tax rate compared to prior years. As of December 30, 2016, the amount of cash held outside the United States was not significant to the Company's liquidity and was available to fund investments abroad. If the Company repatriated all foreign earnings, the estimated effect on income taxes payable would be an increase of approximately \$30 million as of December 30, 2016.

Earnings before income tax expense (income) consist of (in thousands):

	2016	2015	2014
Domestic	\$ 107,440	\$ 402,453	\$ 266,627
Foreign	(10,785)	72,260	48,446
Total	\$ 96,655	\$ 474,713	\$ 315,073

Income tax expense (income) consists of (in thousands):

	2016	2015	2014
Current			
Domestic			
Federal	\$ 67,126	\$ 117,883	\$ 73,584
State and local	4,868	4,576	2,775
Foreign	18,195	18,115	12,263
	90,189	140,574	88,622
Deferred			
Domestic	(27,509)	(10,175)	2,497
Foreign	(6,699)	(1,399)	(1,619)
	(34,208)	(11,574)	878
Total	\$ 55,981	\$ 129,000	\$ 89,500

Income taxes paid were \$78.6 million in 2016, \$150.5 million in 2015 and \$92.1 million in 2014.

A reconciliation between the U.S. federal statutory tax rate and the effective tax rate follows:

	2016	2015	2014
Statutory tax rate	35 %	35 %	35 %
Tax effect of international operations	4	(3)	(1)
State taxes, net of federal effect	1	1	1
U.S. general business tax credits	(3)	(1)	(1)
Domestic production deduction	(7)	(2)	(3)
Impairment	28	—	—
Dividends from Liquid Finishing	—	(3)	(3)
Effective tax rate	58 %	27 %	28 %

[Table of Contents](#)

Deferred income taxes are provided for temporary differences between the financial reporting and the tax basis of assets and liabilities. The deferred tax assets (liabilities) resulting from these differences were as follows (in thousands):

	2016	2015
Inventory valuations	\$ 9,845	\$ 8,455
Self-insurance retention accruals	1,836	1,918
Warranty reserves	2,390	2,191
Vacation accruals	3,343	3,055
Bad debt reserves	3,824	3,268
Excess of tax over book depreciation and amortization	(31,849)	(52,667)
Pension liability	43,924	35,916
Postretirement medical	6,856	6,882
Acquisition costs	1,052	3,378
Stock compensation	24,521	20,817
Deferred compensation	1,495	1,372
Other	1,744	88
Net deferred tax assets	<u>\$ 68,981</u>	<u>\$ 34,673</u>

Total deferred tax assets were \$103.4 million and \$99.3 million, and total deferred tax liabilities were \$34.5 million and \$64.6 million on December 30, 2016 and December 25, 2015. The difference between the deferred income tax provision and the change in net deferred income taxes is due to the change in other comprehensive income (loss) items and the impact of acquisitions.

The Company files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2010.

The Company records penalties and accrued interest related to uncertain tax positions in income tax expense. Total reserves for uncertain tax positions were not material.

F. Debt

A summary of debt follows (dollars in thousands):

	Average Interest Rate	Maturity		
	December 30, 2016		2016	2015
Private placement unsecured fixed-rate notes				
Series A	4.00%	March 2018	\$ 75,000	\$ 75,000
Series B	5.01%	March 2023	75,000	75,000
Series C	4.88%	January 2020	75,000	75,000
Series D	5.35%	July 2026	75,000	75,000
Unsecured revolving credit facility	1.77%	December 2021	5,685	92,695
Notes payable to banks	0.68%	2017	8,913	15,901
Total debt, including current portion			<u>\$ 314,598</u>	<u>\$ 408,596</u>

The estimated fair value of the fixed interest rate private placement debt was \$325 million on December 30, 2016 and \$320 million on December 25, 2015. The fair value of variable rate borrowings approximates carrying value. The Company uses significant other observable inputs to estimate fair value (level 2 of the fair value hierarchy) based on the present value of future cash flows and rates that would be available for issuance of debt with similar terms and remaining maturities.

On December 15, 2016, the Company executed an amendment to its revolving credit agreement, extending the expiration date to December 15, 2021 and decreasing certain interest rates and fees. The amended agreement with a syndicate of lenders provides up to \$500 million of committed credit, available for general corporate purposes, working capital needs, share repurchases and acquisitions. The Company may borrow up to \$50 million under the swingline portion of the facility for daily working capital needs.

[Table of Contents](#)

Under terms of the amended revolving credit agreement, borrowings may be denominated in U.S. dollars or certain other currencies. Loans denominated in U.S. dollars bear interest, at the Company's option, at either a base rate or a LIBOR-based rate. Loans denominated in currencies other than U.S. dollars bear interest at a LIBOR-based rate. The base rate is an annual rate equal to a margin ranging from zero percent to 0.75 percent, depending on the Company's cash flow leverage ratio (debt to earnings before interest, taxes, depreciation, amortization and extraordinary non-operating or non-cash charges and expenses) plus the highest of (i) the bank's prime rate, (ii) the federal funds rate plus 0.5 percent, or (iii) one-month LIBOR plus 1.5 percent. In general, LIBOR-based loans bear interest at LIBOR plus 1 percent to 1.75 percent, depending on the Company's cash flow leverage ratio. In addition to paying interest on the outstanding loans, the Company is required to pay a fee on the unused amount of the loan commitments at an annual rate ranging from 0.125 percent to 0.25 percent, depending on the Company's cash flow leverage ratio.

On December 30, 2016, the Company had \$544 million in lines of credit, including the \$500 million in committed credit facilities described above and \$44 million with foreign banks. The unused portion of committed credit lines was \$504 million as of December 30, 2016. In addition, the Company has unused, uncommitted lines of credit with foreign banks totaling \$26 million. Borrowing rates under these credit lines vary with the prime rate, rates on domestic certificates of deposit and the London Interbank market. The Company pays facility fees at an annual rate of up to 0.15 percent on certain of these lines. No compensating balances are required.

Various debt agreements require the Company to maintain certain financial ratios as to cash flow leverage and interest coverage. The Company is in compliance with all financial covenants of its debt agreements as of December 30, 2016.

Annual maturities of debt are as follows (in thousands):

	2017	2018	2019	2020	2021	Thereafter
Maturities of debt	\$ 8,913	\$ 75,000	\$ —	\$ 75,000	\$ 5,685	\$ 150,000

Interest paid on debt was \$17.6 million in 2016, \$17.5 million in 2015 and \$18.6 million in 2014.

G. Shareholders' Equity

At December 30, 2016, the Company had 22,549 authorized, but not issued, cumulative preferred shares, \$100 par value. The Company also has authorized, but not issued, a separate class of 3 million shares of preferred stock, \$1 par value.

Changes in components of accumulated other comprehensive income (loss), net of tax were (in thousands):

	Pension and Postretirement Medical	Cumulative Translation Adjustment	Total
Balance, December 27, 2013	\$ (50,132)	\$ 3,783	\$ (46,349)
Other comprehensive income (loss) before reclassifications	(29,563)	(27,935)	(57,498)
Amounts reclassified from accumulated other comprehensive income	3,111	—	3,111
Balance, December 26, 2014	(76,584)	(24,152)	(100,736)
Other comprehensive income (loss) before reclassifications	641	(10,423)	(9,782)
Amounts reclassified from accumulated other comprehensive income	6,021	—	6,021
Balance, December 25, 2015	(69,922)	(34,575)	(104,497)
Other comprehensive income (loss) before reclassifications	(12,169)	(31,227)	(43,396)
Amounts reclassified from accumulated other comprehensive income	5,665	—	5,665
Balance, December 30, 2016	\$ (76,426)	\$ (65,802)	\$ (142,228)

[Table of Contents](#)

Amounts related to pension and postretirement medical adjustments are reclassified to pension cost, which is allocated to cost of products sold and operating expenses based on salaries and wages, approximately as follows (in thousands):

	2016	2015	2014
Cost of products sold	\$ 3,379	\$ 3,370	\$ 1,701
Product development	1,334	1,352	714
Selling, marketing and distribution	3,033	3,109	1,371
General and administrative	1,586	1,543	820
Total before tax	\$ 9,332	\$ 9,374	\$ 4,606
Income tax (benefit)	(3,667)	(3,353)	(1,495)
Total after tax	\$ 5,665	\$ 6,021	\$ 3,111

Subsequent event: On February 21, 2017, the Company entered into an accelerated share repurchase program with a financial institution. In exchange for an up-front payment of \$90 million, the financial institution will deliver 850,000 shares of Company common stock. The total number of shares ultimately delivered will be determined at the end of the purchase period (up to five months, but not less than two months) based on the volume weighted average price of the Company's common stock during that period. The up-front payment will reduce shareholders' equity, and shares received will be retired and reflected as a reduction of outstanding shares on the date delivered for purposes of calculating earnings per share.

H. Share-Based Awards, Purchase Plans and Compensation Cost

Stock Option and Award Plan. The Company has a stock incentive plan under which it grants stock options and share awards to directors, officers and other employees. Option price is the market price on the date of grant. Options become exercisable at such time, generally over three or four years, and in such installments as set by the Company, and expire ten years from the date of grant.

Restricted share awards have been made to certain key employees under the plan. The market value of restricted stock at the date of grant is charged to operations over the vesting period. The Company has a stock appreciation plan that provides for payments of cash to eligible foreign employees based on the change in the market price of the Company's common stock over a period of time. Compensation cost for restricted shares and the stock appreciation plan is not significant.

Individual nonemployee directors of the Company may elect to receive, either currently or deferred, all or part of their retainer in the form of shares of the Company's common stock instead of cash. Under this arrangement, the Company issued 6,882 shares in 2016, 5,963 shares in 2015 and 4,867 shares in 2014. The expense related to this arrangement is not significant.

Options on common shares granted and outstanding, as well as the weighted average exercise price, are shown below (in thousands, except exercise prices):

	Option Shares	Weighted Average Exercise Price	Options Exercisable	Weighted Average Exercise Price
Outstanding, December 27, 2013	5,149	\$ 41.03	3,311	\$ 33.20
Granted	475	74.62		
Exercised	(607)	35.73		
Canceled	(42)	61.35		
Outstanding, December 26, 2014	4,975	44.72	3,318	34.86
Granted	543	74.19		
Exercised	(328)	37.28		
Canceled	(25)	72.01		
Outstanding, December 25, 2015	5,165	48.16	3,583	38.49
Granted	1,161	76.58		
Exercised	(762)	38.99		
Canceled	(29)	70.09		
Outstanding, December 30, 2016	5,535	\$ 55.26	3,672	\$ 45.40

[Table of Contents](#)

The following table summarizes information for options outstanding and exercisable at December 30, 2016 (in thousands, except exercise prices and contractual term amounts):

Range of Prices	Options Outstanding			Options Exercisable	
	Options Outstanding	Weighted Average Contractual Term in Years	Weighted Average Exercise Price	Options Exercisable	Weighted Average Exercise Price
\$16 - \$30	1,109	2.6	\$ 23.81	1,109	\$ 23.81
\$30 - \$45	902	2.7	39.51	902	39.51
\$45 - \$60	1,056	5.6	54.18	933	53.57
\$60 - \$75	1,620	8.3	73.27	398	74.44
\$75 - \$84	848	8.7	80.12	330	75.89
\$16 - \$84	5,535	5.8	\$ 55.26	3,672	\$ 45.40

The aggregate intrinsic value of exercisable option shares was \$138.5 million as of December 30, 2016, with a weighted average contractual term of 4.3 years. There were approximately 5.5 million vested share options and share options expected to vest as of December 30, 2016, with an aggregate intrinsic value of \$154.0 million, a weighted average exercise price of \$54.98 and a weighted average contractual term of 5.8 years.

Information related to options exercised follows (in thousands):

	2016	2015	2014
Cash received	\$ 21,142	\$ 7,720	\$ 20,343
Aggregate intrinsic value	30,247	11,851	25,284
Tax benefit realized	9,900	3,600	8,200

Employee Stock Purchase Plan. Under the Company's Employee Stock Purchase Plan, the purchase price of the shares is the lesser of 85 percent of the fair market value on the first day or the last day of the plan year. Under this plan, the Company issued 170,144 shares in 2016, 165,897 shares in 2015 and 193,084 shares in 2014.

Authorized Shares. Shares authorized for issuance under the stock option and purchase plans are shown below (in thousands):

	Total Shares Authorized	Available for Future Issuance as of December 30, 2016
Stock Incentive Plan (2015)	3,500	2,284
Employee Stock Purchase Plan (2006)	7,000	4,758
Total	10,500	7,042

Amounts available for future issuance exclude outstanding options. Options outstanding as of December 30, 2016, include options granted under two plans that were replaced by subsequent plans. No shares are available for future grants under those plans.

Share-based Compensation. The Company recognized share-based compensation cost as follows (in thousands):

	2016	2015	2014
Share-based compensation	\$ 21,134	\$ 19,224	\$ 17,248
Tax benefit	6,100	5,400	4,400
Share-based compensation, net of tax	\$ 15,034	\$ 13,824	\$ 12,848

As of December 30, 2016, there was \$13.0 million of unrecognized compensation cost related to unvested options, expected to be recognized over a weighted average period of approximately 2.5 years.

[Table of Contents](#)

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions and results:

	2016	2015	2014
Expected life in years	6.2	6.5	6.5
Interest rate	1.6%	1.7%	2.0%
Volatility	27.5%	35.0%	36.1%
Dividend yield	1.7%	1.6%	1.5%
Weighted average fair value per share	\$ 17.89	\$ 23.18	\$ 24.83

Expected life is estimated based on vesting terms and exercise and termination history. Interest rate is based on the U.S. Treasury rate on zero-coupon issues with a remaining term equal to the expected life of the option. Expected volatility is based on historical volatility over a period commensurate with the expected life of options.

The fair value of employees' purchase rights under the Employee Stock Purchase Plan was estimated on the date of grant. The benefit of the 15 percent discount from the lesser of the fair market value per common share on the first day and the last day of the plan year was added to the fair value of the employees' purchase rights determined using the Black-Scholes option-pricing model with the following assumptions and results:

	2016	2015	2014
Expected life in years	1.0	1.0	1.0
Interest rate	0.7%	0.2%	0.1%
Volatility	24.6%	18.9%	21.4%
Dividend yield	1.7%	1.6%	1.4%
Weighted average fair value per share	\$ 19.14	\$ 16.51	\$ 17.81

I. Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share amounts):

	2016	2015	2014
Net earnings available to common shareholders	\$ 40,674	\$ 345,713	\$ 225,573
Weighted average shares outstanding for basic earnings per share	55,617	57,610	60,148
Dilutive effect of stock options computed based on the treasury stock method using the average market price	1,343	1,397	1,597
Weighted average shares outstanding for diluted earnings per share	56,960	59,007	61,745
Basic earnings per share	\$ 0.73	\$ 6.00	\$ 3.75
Diluted earnings per share	\$ 0.71	\$ 5.86	\$ 3.65

Stock options to purchase 1.0 million, 1.4 million and 0.6 million shares were not included in the 2016, 2015 and 2014 computations of diluted earnings per share, respectively, because they would have been anti-dilutive.

J. Retirement Benefits

The Company has a defined contribution plan, under Section 401(k) of the Internal Revenue Code, which provides retirement benefits to most U.S. employees. For all employees who choose to participate, the Company matches employee contributions at a 100 percent rate, up to 3 percent of the employee's compensation. For employees not covered by a defined benefit plan, the Company contributes an amount equal to 1.5 percent of the employee's compensation. Employer contributions totaled \$6.7 million in 2016, \$6.3 million in 2015 and \$6.9 million in 2014.

The Company's postretirement medical plan provides certain medical benefits for retired U.S. employees. Employees hired before January 1, 2005, are eligible for these benefits upon retirement and fulfillment of other eligibility requirements as specified by the plan.

[Table of Contents](#)

The Company has both funded and unfunded noncontributory defined benefit pension plans that together cover most U.S. employees hired before January 1, 2006, certain directors and some of the employees of the Company's non-U.S. subsidiaries.

For U.S. plans, benefits are based on years of service and the highest 5 consecutive years' earnings in the 10 years preceding retirement. The Company funds annually in amounts consistent with minimum funding levels and maximum tax deduction limits.

Investment policies and strategies of the U.S. funded pension plan are based on a long-term view of economic growth and heavily weighted toward equity securities. The primary goal of the plan's investments is to ensure that the plan's liabilities are met over time. In developing strategic asset allocation guidelines, an emphasis is placed on the long-term characteristics of individual asset classes, and the benefits of diversification among multiple asset classes. The plan invests primarily in domestic and international equities, fixed income securities, which include treasuries, highly-rated corporate bonds and high-yield bonds and real estate. The midpoints of the ranges of strategic target allocations for plan assets are 37 percent equity securities, 38 percent fixed income securities and 25 percent real estate and alternative investments.

Plan assets by category and fair value measurement level were as follows (in thousands):

	Level	2016	2015
Cash and cash equivalents	1	\$ 698	\$ 6,578
Insurance contract	3	24,287	28,080
Investments categorized in fair value hierarchy		24,985	34,658
Equity			
U.S. Large Cap	N/A	58,236	77,811
U.S. Small/Mid Cap	N/A	10,009	12,759
International	N/A	40,404	49,952
Total Equity		108,649	140,522
Fixed income	N/A	78,209	42,251
Real estate and other	N/A	44,062	50,827
Investments measured at net asset value		230,920	233,600
Total		\$ 255,905	\$ 268,258

Plan assets are held in a trust for the benefit of plan participants and are invested in various commingled funds, most of which are sponsored by the trustee. The fair values for commingled equity, fixed-income and real estate investments are measured using net asset values, which take into consideration the value of underlying fund investments, as well as the other accrued assets and liabilities of a fund, in order to determine a per share market value. Certain trustee-sponsored funds allow redemptions monthly or quarterly, with 10 or 60 days advance notice, while most of the funds allow redemptions daily. The plan had unfunded commitments to make additional investments in certain funds totaling \$4 million as of December 30, 2016 and \$3 million as of December 25, 2015.

The Company maintains a defined contribution plan covering employees of a Swiss subsidiary, funded by Company and employee contributions. Responsibility for pension coverage under Swiss law has been transferred to a reputable Swiss insurance company. Plan assets are invested in an insurance contract that guarantees a federally mandated annual rate of return. The value of the plan assets is effectively the value of the insurance contract. The performance of the underlying assets held by the insurance company has no direct impact on the surrender value of the insurance contract. The insurance backed assets have no active market and are classified as level 3 in the fair value hierarchy.

The following table is a reconciliation of pension assets measured at fair value using level 3 inputs (in thousands):

	2016	2015
Balance, beginning of year	\$ 28,080	\$ 28,899
Purchases	1,928	1,929
Redemptions	(5,267)	(3,233)
Unrealized gains (losses)	(454)	485
Balance, end of year	\$ 24,287	\$ 28,080

[Table of Contents](#)

The following provides a reconciliation of the changes in the plans' benefit obligations and fair value of assets over the periods ending December 30, 2016, and December 25, 2015, and a statement of the funded status as of the same dates (in thousands):

	Pension Benefits		Postretirement Medical Benefits	
	2016	2015	2016	2015
Change in benefit obligation				
Obligation, beginning of year	\$ 380,672	\$ 389,692	\$ 23,211	\$ 22,764
Service cost	7,834	8,406	543	542
Interest cost	15,684	14,790	1,084	954
Actuarial loss (gain)	11,012	(15,465)	2,840	14
Plan changes	—	(179)	—	—
Benefit payments	(20,147)	(12,505)	(1,102)	(1,063)
Settlements	(6,817)	(2,684)	—	—
Exchange rate changes	(1,865)	(1,383)	—	—
Obligation, end of year	\$ 386,373	\$ 380,672	\$ 26,576	\$ 23,211
Change in plan assets				
Fair value, beginning of year	\$ 268,258	\$ 277,208	\$ —	\$ —
Actual return on assets	11,397	4,311	—	—
Employer contributions	4,117	1,979	1,102	1,063
Benefit payments	(20,147)	(12,505)	(1,102)	(1,063)
Settlements	(6,817)	(2,684)	—	—
Exchange rate changes	(903)	(51)	—	—
Fair value, end of year	\$ 255,905	\$ 268,258	\$ —	\$ —
Funded status	\$ (130,468)	\$ (112,414)	\$ (26,576)	\$ (23,211)

Amounts recognized in consolidated balance sheets

Current liabilities	\$ 1,030	\$ 1,166	\$ 1,387	\$ 1,282
Non-current liabilities	129,438	111,248	25,189	21,929
Total liabilities	\$ 130,468	\$ 112,414	\$ 26,576	\$ 23,211

The accumulated benefit obligation as of year-end for all defined benefit pension plans was \$360 million for 2016 and \$355 million for 2015. Information for plans with an accumulated benefit obligation in excess of plan assets follows (in thousands):

	2016	2015
Projected benefit obligation	\$ 386,373	\$ 380,672
Accumulated benefit obligation	359,854	354,918
Fair value of plan assets	255,905	268,258

The components of net periodic benefit cost for the plans for 2016, 2015 and 2014 were as follows (in thousands):

	Pension Benefits			Postretirement Medical Benefits		
	2016	2015	2014	2016	2015	2014
Service cost-benefits earned during the period	\$ 7,834	\$ 8,406	\$ 6,846	\$ 543	\$ 542	\$ 486
Interest cost on projected benefit obligation	15,684	14,790	15,944	1,084	954	981
Expected return on assets	(18,009)	(19,442)	(21,253)	—	—	—
Amortization of prior service cost (credit)	269	268	320	(766)	(676)	(658)
Amortization of net loss (gain)	7,980	9,036	4,929	285	323	15
Settlement loss (gain)	1,565	423	—	—	—	—
Cost of pension plans which are not significant and have not adopted ASC 715	85	79	80	N/A	N/A	N/A
Net periodic benefit cost	\$ 15,408	\$ 13,560	\$ 6,866	\$ 1,146	\$ 1,143	\$ 824

[Table of Contents](#)

Amounts recognized in other comprehensive (income) loss in 2016 and 2015 were as follows (in thousands):

	Pension Benefits		Postretirement Medical Benefits	
	2016	2015	2016	2015
Net loss (gain) arising during the period	\$ 17,208	\$ (833)	\$ 2,840	\$ 14
Prior service cost (credit) arising during the period	—	(179)	—	—
Amortization of net gain (loss)	(7,980)	(9,036)	(285)	(323)
Settlement gain (loss)	(1,565)	(423)	—	—
Amortization of prior service credit (cost)	(269)	(268)	766	676
Total	\$ 7,394	\$ (10,739)	\$ 3,321	\$ 367

Amounts included in accumulated other comprehensive (income) loss as of December 30, 2016 and December 25, 2015, that had not yet been recognized as components of net periodic benefit cost, were as follows (in thousands):

	Pension Benefits		Postretirement Medical Benefits	
	2016	2015	2016	2015
Prior service cost (credit)	\$ 1,920	\$ 2,232	\$ (344)	\$ (1,110)
Net loss	108,689	100,985	6,593	4,038
Net before income taxes	110,609	103,217	6,249	2,928
Income taxes	(38,182)	(35,169)	(2,250)	(1,054)
Net	\$ 72,427	\$ 68,048	\$ 3,999	\$ 1,874

Amounts included in accumulated other comprehensive (income) loss that are expected to be recognized as components of net periodic benefit cost in 2017 were as follows (in thousands):

	Pension Benefits	Postretirement Medical Benefits
Prior service cost (credit)	\$ 245	\$ (344)
Net loss (gain)	8,803	543
Net before income taxes	9,048	199
Income taxes	(3,257)	(72)
Net	\$ 5,791	\$ 127

Assumptions used to determine the Company's benefit obligations are shown below:

Weighted average assumptions	Pension Benefits		Postretirement Medical Benefits	
	2016	2015	2016	2015
U.S. Plans				
Discount rate	4.5%	4.7%	4.5%	4.7%
Rate of compensation increase	2.8%	3.0%	N/A	N/A
Non-U.S. Plans				
Discount rate	0.9%	1.1%	N/A	N/A
Rate of compensation increase	1.0%	1.3%	N/A	N/A

[Table of Contents](#)

Assumptions used to determine the Company's net periodic benefit cost are shown below:

Weighted average assumptions	Pension Benefits			Postretirement Medical Benefits		
	2016	2015	2014	2016	2015	2014
U.S. Plans						
Discount rate	4.7%	4.2%	5.0%	4.7%	4.2%	5.0%
Rate of compensation increase	3.0%	3.0%	3.0%	N/A	N/A	N/A
Expected return on assets	7.5%	7.8%	8.5%	N/A	N/A	N/A
Non-U.S. Plans						
Discount rate	1.1%	1.4%	2.5%	N/A	N/A	N/A
Rate of compensation increase	1.3%	1.3%	1.3%	N/A	N/A	N/A
Expected return on assets	2.0%	2.0%	2.0%	N/A	N/A	N/A

Several sources of information are considered in determining the expected rate of return assumption, including the allocation of plan assets, the input of actuaries and professional investment advisors, and historical long-term returns. In setting the return assumption, the Company recognizes that historical returns are not always indicative of future returns and also considers the long-term nature of its pension obligations.

The Company's U.S. retirement medical plan limits the annual cost increase that will be paid by the Company to 3 percent. In measuring the accumulated postretirement benefit obligation (APBO), the annual trend rate for health care costs was assumed to be 6.8 percent for 2017, decreasing each year to a constant rate of 4.5 percent for 2038 and thereafter, subject to the plan's annual increase limitation.

At December 30, 2016, a one percent change in assumed health care cost trend rates would not have a significant impact on the service and interest cost components of net periodic postretirement health care benefit cost or the APBO for health care benefits.

The Company expects to contribute \$1.0 million to its unfunded pension plans and \$1.4 million to the postretirement medical plan in 2017. The Company will not be required to make contributions to the funded pension plan under minimum funding requirements for 2017. Estimated future benefit payments are as follows (in thousands):

	Pension Benefits	Postretirement Medical Benefits
2017	\$ 15,968	\$ 1,387
2018	16,804	1,486
2019	17,376	1,580
2020	18,907	1,694
2021	19,564	1,748
Years 2022-2026	112,333	9,369

K. Commitments and Contingencies

Lease Commitments. Aggregate annual rental commitments under operating leases with noncancelable terms of more than one year were as follows at December 30, 2016 (in thousands):

	Buildings	Vehicles & Equipment	Total
2017	\$ 4,799	\$ 2,521	\$ 7,320
2018	4,373	1,814	6,187
2019	3,936	1,280	5,216
2020	3,417	736	4,153
2021	2,025	550	2,575
Thereafter	5,128	499	5,627
Total	\$ 23,678	\$ 7,400	\$ 31,078

[Table of Contents](#)

Total rental expense was \$7.8 million in 2016, \$6.9 million in 2015 and \$5.0 million in 2014.

Other Commitments. The Company is committed to pay suppliers under the terms of open purchase orders issued in the normal course of business totaling approximately \$86 million at December 30, 2016. The Company also has commitments with certain suppliers to purchase minimum quantities, and under the terms of certain agreements, the Company is committed for certain portions of the supplier's inventory. The Company does not purchase, or commit to purchase, quantities in excess of normal usage or amounts that cannot be used within one year. The Company estimates that the maximum commitment amount under such agreements does not exceed \$29 million.

The Company enters into contracts with vendors to receive services. Commitments under these service contracts with noncancelable terms of more than one year include \$4 million in 2017, \$3 million in 2018, and \$1 million thereafter.

In addition, the Company could be obligated to perform under standby letters of credit totaling \$2 million at December 30, 2016. The Company has also guaranteed the debt of its subsidiaries for up to \$9 million. All debt of subsidiaries is reflected in the consolidated balance sheets.

Contingencies. The Company is party to various legal proceedings arising in the normal course of business. The Company is actively pursuing and defending these matters and has recorded an estimate of the probable costs where appropriate. Management does not expect that resolution of these matters will have a material adverse effect on the Company, although the ultimate outcome cannot be determined based on available information.

L. Acquisitions

In January 2016, the Company paid \$48 million cash to acquire two related companies that manufacture and sell portable and fixed gas analyzers for landfill, biogas and medical applications and landfill gas wellhead equipment. The acquisitions enhance and complement the Company's position in environmental monitoring and remediation markets served by its Process segment. The purchase price was allocated based on estimated fair values, including \$28 million of goodwill, \$24 million of other identifiable intangible assets and \$4 million of other net liabilities.

On January 20, 2015, the Company completed the acquisition of High Pressure Equipment Holdings, LLC ("HiP") for \$161 million cash. HiP designs and manufactures valves, fittings and other flow control equipment engineered to perform in ultra-high pressure environments. HiP's products and business relationships enhance Graco's position in the oil and natural gas industry and complement Graco's core competencies of designing and manufacturing advanced flow control technologies. HiP had sales of \$38 million in 2014. Results of HiP operations have been included in the Company's Process segment from the date of acquisition, including sales of \$22 million in 2016 and \$29 million in 2015.

Purchase consideration was allocated to assets acquired and liabilities assumed based on estimated fair values as follows (in thousands):

Cash and cash equivalents	\$	1,904
Accounts receivable		4,714
Inventories		7,605
Other current assets		69
Property, plant and equipment		1,962
Deferred income taxes		1,840
Identifiable intangible assets		60,100
Goodwill		86,149
Total assets acquired		164,343
Liabilities assumed		(3,414)
Net assets acquired	\$	160,929

[Table of Contents](#)

Acquired identifiable intangible assets and estimated useful life were as follows (dollars in thousands):

		Estimated Life (years)
Customer relationships	\$ 47,100	12
Trade names	13,000	Indefinite
Total identifiable intangible assets	\$ 60,100	

Approximately two-thirds of the goodwill acquired with HiP is deductible for tax purposes.

On January 2, 2015, the Company acquired White Knight Fluid Handling (“White Knight”) for \$16 million cash and a commitment for additional consideration if future revenues exceed certain thresholds, initially valued at \$8 million. The maximum payout is not limited. White Knight designs and manufactures high purity, metal-free pumps used in the production process of manufacturing semiconductors, solar panels, LED flat panel displays and various other electronics. The products, brands and distribution channels of White Knight expand and complement the offerings of the Company’s Process segment. The purchase price was allocated based on estimated fair values, including \$12 million of goodwill, \$9 million of other identifiable intangible assets and \$3 million of net tangible assets.

On October 1, 2014, the Company acquired the stock of Alco Valves Group (“Alco”) for £72 million cash, subject to normal post-closing purchase price adjustments. Alco is a United Kingdom based manufacturer of high quality, high pressure valves used in the oil and natural gas industry and in other industrial processes. Alco’s products and business relationships enhance Graco’s position in the oil and natural gas industry and complement Graco’s core competencies of designing and manufacturing advanced flow control technologies. Alco revenues for the twelve months preceding the acquisition were approximately £19 million. Results of Alco operations have been included in the Company’s Process segment starting from the date of acquisition, including sales of \$14 million in 2016, \$23 million in 2015 and \$6 million in 2014.

Purchase consideration was allocated to assets acquired and liabilities assumed based on estimated fair values as follows (in thousands):

Cash and cash equivalents	\$ 1,929
Accounts receivable	9,821
Inventories	9,196
Other current assets	343
Property, plant and equipment	1,047
Other non-current assets	225
Identifiable intangible assets	30,348
Goodwill	77,545
Total assets acquired	130,454
Current liabilities assumed	(3,214)
Deferred income taxes	(6,266)
Net assets acquired	\$ 120,974

Post-closing working capital adjustments that completed the Alco purchase price allocation, acquired in the fourth quarter of 2014, resulted in a \$4 million addition to goodwill in the first quarter of 2015.

None of the goodwill acquired with Alco is deductible for tax purposes.

Acquired identifiable intangible assets and estimated useful life were as follows (dollars in thousands):

		Estimated Life (years)
Customer relationships	\$ 22,883	10
Trade names	7,465	Indefinite
Total identifiable intangible assets	\$ 30,348	

[Table of Contents](#)

In 2014, the Company paid \$65 million cash to acquire a manufacturer of fluid management solutions for environmental monitoring and remediation, markets where Graco had little or no previous exposure. The acquired business expands and complements the Company's Process segment. The purchase price was allocated based on estimated fair values, including \$37 million of goodwill, \$22 million of other identifiable intangible assets and \$6 million of net tangible assets.

The Company completed other business acquisitions in 2016, 2015 and 2014 that were not material to the consolidated financial statements.

M. Divestiture

In 2012, the Company purchased the finishing businesses of Illinois Tool Works Inc. The acquisition included finishing equipment operations, technologies and brands of the Powder Finishing and Liquid Finishing businesses. Under terms of a hold separate order from the Federal Trade Commission, the Company did not have the power to direct the activities of the Liquid Finishing businesses that most significantly impacted the economic performance of those businesses. Consequently, we reflected our investment in the Liquid Finishing businesses as a cost-method investment on our balance sheet, and their results of operations were not consolidated with those of the Company.

In 2015, the Company sold the Liquid Finishing business assets for a price of \$610 million cash. Held separate investment income included the pre-tax gain on sale of \$150 million, net of transaction and other related expenses, including a \$7 million contribution to the Company's charitable foundation. Held separate investment income also included dividends of \$42 million. Net earnings included after-tax gain and dividends totaling \$141 million.

N. Quarterly Financial Information (Unaudited)

Unaudited quarterly financial data is summarized below (in thousands, except per share amounts):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2016				
Net Sales	\$ 304,912	\$ 348,126	\$ 327,192	\$ 349,063
Gross Profit	161,796	185,141	176,598	184,704
Net Earnings (Loss)	39,552	50,947	54,388	(104,213) ⁽¹⁾
Basic Net Earnings (Loss) per Common Share	\$ 0.71	\$ 0.92	\$ 0.98	\$ (1.87) ⁽¹⁾
Diluted Net Earnings (Loss) per Common Share	0.70	0.89	0.95	(1.83) ⁽¹⁾
Cash Dividends Declared per Common Share	0.33	0.33	0.33	0.36
2015				
Net Sales	\$ 306,453	\$ 335,489	\$ 318,986	\$ 325,557
Gross Profit	162,129	180,623	170,196	171,752
Net Earnings	68,841	172,637 ⁽²⁾	50,691	53,544
Basic Net Earnings per Common Share	\$ 1.17	\$ 2.96 ⁽²⁾	\$ 0.88	\$ 0.96
Diluted Net Earnings per Common Share	1.14	2.90 ⁽²⁾	0.86	0.94
Cash Dividends Declared per Common Share	0.30	0.30	0.30	0.33

(1) Net earnings (loss) in the fourth quarter of 2016 included \$161 million of after tax loss from non-cash impairment charges in the Company's ONG reporting unit within the Process Segment.

(2) Net earnings in the second quarter of 2015 included \$141 million of after-tax dividends and gain on the sale of the Liquid Finishing business assets held separately from the Company's other businesses.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the fiscal year covered by this report, the Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)). This evaluation was done under the supervision and with the participation of the Company's President and Chief Executive Officer, the Chief Financial Officer and Treasurer, the Vice President, Corporate Controller and Information Systems, and the Vice President, General Counsel and Secretary. Based upon that evaluation, they concluded that the Company's disclosure controls and procedures are effective.

Management's Annual Report on Internal Control Over Financial Reporting

The information under the heading "Management's Report on Internal Control Over Financial Reporting" in Part II, Item 8, of this 2016 Annual Report on Form 10-K is incorporated herein by reference.

Reports of Independent Registered Public Accounting Firm

The information under the heading "Reports of Independent Registered Public Accounting Firm: Internal Control Over Financial Reporting" in Part II, Item 8, of this 2016 Annual Report on Form 10-K is incorporated herein by reference.

Changes in Internal Control Over Financial Reporting

During the fourth quarter, there was no change in the Company's internal control over financial reporting that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information under the heading “Executive Officers of Our Company” in Part I of this 2016 Annual Report on Form 10-K and the information under the heading “Board of Directors” in our Company’s Proxy Statement for its 2017 Annual Meeting of Shareholders to be held on April 28, 2017 (the “Proxy Statement”), is incorporated herein by reference.

Audit Committee Members and Audit Committee Financial Expert

The information under the heading “Committees of the Board of Directors” in our Company’s Proxy Statement is incorporated herein by reference.

Corporate Governance Guidelines, Committee Charters and Code of Ethics

Our Company has adopted Corporate Governance Guidelines and Charters for each of the Audit, Governance, and Management Organization and Compensation Committees of the Board of Directors. We have also issued a Code of Ethics and Business Conduct (“Code of Ethics”) that applies to our principal executive officer, principal financial officer, principal accounting officer, all officers, directors, and employees of Graco Inc. and all of its subsidiaries, representative offices and branches worldwide. The Corporate Governance Guidelines, Committee Charters, and Code of Ethics, with any amendments or waivers thereto, may be accessed free of charge by visiting the Graco website at www.graco.com.

Our Company intends to post on the Graco website any amendment to, or waiver from, a provision of the Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, controller and other persons performing similar functions within four business days following the date of such amendment or waiver.

Section 16(a) Reporting Compliance

The information under the heading “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s Proxy Statement is incorporated herein by reference.

Item 11. Executive Compensation

The information contained under the headings “Director Compensation,” “Executive Compensation,” “Compensation Committee Interlocks and Insider Participation” and “Report of the Management Organization and Compensation Committee” in the Proxy Statement is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information contained under the headings “Equity Compensation Plan Information” and “Beneficial Ownership of Shares” in the Proxy Statement is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information under the headings “Related Person Transaction Approval Policy” and “Director Independence” in the Proxy Statement is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information under the headings “Independent Registered Public Accounting Firm Fees and Services” and “Pre-Approval Policies” in the Proxy Statement is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

	<u>Page</u>
(1) Financial Statements	31
(2) Financial Statement Schedule Schedule II – Valuation and Qualifying Accounts	58
All other schedules are omitted because they are not applicable, or are not required, or because the required information is included in the Consolidated Financial Statements or Notes thereto.	
(3) Management Contract, Compensatory Plan or Arrangement. (See Exhibit Index)	60
Those entries marked by an asterisk are Management Contracts, Compensatory Plans or Arrangements.	

Schedule II - Valuation and Qualifying Accounts

Graco Inc. and Subsidiaries
(in thousands)

	Balance at beginning of year	Additions charged to costs and expenses	Deductions from reserves ⁽¹⁾	Other add (deduct) ⁽²⁾	Balance at end of year
Year Ended December 30, 2016					
Allowance for doubtful accounts	\$ 3,000	\$ 1,200	\$ 100	\$ (200)	\$ 3,900
Allowance for returns and credits	7,400	27,800	26,400	—	8,800
	<u>\$ 10,400</u>	<u>\$ 29,000</u>	<u>\$ 26,500</u>	<u>\$ (200)</u>	<u>\$ 12,700</u>
Year Ended December 25, 2015					
Allowance for doubtful accounts	\$ 2,400	\$ 1,500	\$ 900	\$ —	\$ 3,000
Allowance for returns and credits	5,700	24,600	23,000	100	7,400
	<u>\$ 8,100</u>	<u>\$ 26,100</u>	<u>\$ 23,900</u>	<u>\$ 100</u>	<u>\$ 10,400</u>
Year Ended December 26, 2014					
Allowance for doubtful accounts	\$ 1,300	\$ 800	\$ 300	\$ 600	\$ 2,400
Allowance for returns and credits	5,000	22,400	21,700	—	5,700
	<u>\$ 6,300</u>	<u>\$ 23,200</u>	<u>\$ 22,000</u>	<u>\$ 600</u>	<u>\$ 8,100</u>

(1) For doubtful accounts, represents amounts determined to be uncollectible and charged against reserve, net of collections on accounts previously charged against reserves. For returns and credits, represents amounts of credits issued and returns processed.

(2) Includes amounts assumed or established in connection with acquisitions and effects of foreign currency translation.

[Table of Contents](#)

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Graco Inc.

/s/ PATRICK J. MCHALE

February 21, 2017

Patrick J. McHale
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ PATRICK J. MCHALE

February 21, 2017

Patrick J. McHale
President and Chief Executive Officer
(Principal Executive Officer)

/s/ CHRISTIAN E. ROTHE

February 21, 2017

Christian E. Rothe
Chief Financial Officer and Treasurer
(Principal Financial Officer)

/s/ CAROLINE M. CHAMBERS

February 21, 2017

Caroline M. Chambers
Vice President, Corporate Controller and Information Systems
(Principal Accounting Officer)

Lee R. Mitau	Director, Chairman of the Board
William J. Carroll	Director
Eric P. Etchart	Director
Jack W. Eugster	Director
Jody H. Feragen	Director
J. Kevin Gilligan	Director
Patrick J. McHale	Director
Martha A. Morfitt	Director
R. William Van Sant	Director

Patrick J. McHale, by signing his name hereto, does hereby sign this document on behalf of himself and each of the above named directors of the Registrant pursuant to powers of attorney duly executed by such persons.

/s/ PATRICK J. MCHALE

February 21, 2017

Patrick J. McHale
(For himself and as attorney-in-fact)

[Table of Contents](#)

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
2.1	Asset Purchase Agreement, dated April 14, 2011, by and among Graco Inc., Graco Holdings Inc., Graco Minnesota Inc., Illinois Tool Works Inc. and ITW Finishing LLC (excluding schedules and exhibits, which the Company agrees to furnish supplementally to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 8-K filed April 15, 2011.) First Amendment dated April 2, 2012. (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 8-K filed April 2, 2012.)
2.2	Asset Purchase Agreement, dated October 7, 2014, by and among Carlisle Companies Incorporated, Carlisle Fluid Technologies, Inc., Graco Inc. and Finishing Brands Holdings Inc. (excluding schedules and exhibits, which the Company agrees to furnish supplementally to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 8-K filed October 9, 2014.) First amendment dated March 6, 2015. (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 8-K filed on March 9, 2015.)
**2.3	Agreement relating to the sale and purchase of the entire issued share capital of Xamol Limited to acquire Alco Valves Group, dated as of October 1, 2014 (excluding certain schedules and exhibits, which the Company agrees to furnish supplementally to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 10-Q for the thirteen weeks ended September 26, 2014.)
2.4	Purchase and Sale Agreement, dated as of December 31, 2014, by and among High Pressure Equipment Holdings LLC, Wasserstein Partners III, LP, Wasserstein Partners III (Offshore), L.P., Wasserstein Partners III (Offshore), LTD, Audax Mezzanine Fund III, L.P., Audax Co-Invest III, L.P., Audax Trust Co-Invest, L.P., certain other Sellers, Wasserstein Partners III (GP), LP, Graco Fluid Handling (C) Inc. and Graco Inc. (excluding certain schedules and exhibits, which the Company agrees to furnish supplementally to the Securities and Exchange Commission upon request). (Incorporated by reference to Exhibit 2.1 to the Company's Report on Form 8-K filed January 6, 2015.)
3.1	Restated Articles of Incorporation as amended December 9, 2016. (Incorporated by reference to Exhibit 3.1 to the Company's Report on Form 8-K filed December 9, 2016.)
3.2	Restated Bylaws as amended February 14, 2014. (Incorporated by reference to Exhibit 3.2 to the Company's 2013 Annual Report on Form 10-K.)
*10.1	Graco Inc. Incentive Bonus Plan. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 7, 2012.)
*10.2	Employee Stock Incentive Plan, as adopted by the Board of Directors on February 19, 1999. (Incorporated by reference to Exhibit 10.23 to the Company's 2002 Annual Report on Form 10-K.) Amended and restated June 18, 2004. (Incorporated by reference to Exhibit 10.3 to the Company's Report on Form 10-Q for the thirteen weeks ended April 1, 2005.)
*10.3	Graco Inc. Stock Incentive Plan. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended June 29, 2001.) Amended and restated June 18, 2004. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended April 1, 2005.)
*10.4	Graco Inc. Amended and Restated Stock Incentive Plan (2006). (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 14, 2006.)
*10.5	Graco Inc. 2010 Stock Incentive Plan. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 11, 2010.)
*10.6	Graco Inc. 2015 Stock Incentive Plan. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on March 11, 2015.)
*10.7	Deferred Compensation Plan Restated, effective December 1, 1992. (Incorporated by reference to Exhibit 2 to the Company's Report on Form 8-K dated March 11, 1993.) First Amendment dated September 1, 1996. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended June 27, 1997.) Second Amendment dated May 27, 2000. (Incorporated by reference to Exhibit 10.7 to the Company's 2005 Annual Report on Form 10-K.) Third Amendment adopted on December 19, 2002. (Incorporated by reference to Exhibit 10.7 to the Company's 2005 Annual Report on Form 10-K.) Fourth Amendment adopted June 14, 2007. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended June 29, 2007.)
*10.8	Deferred Compensation Plan (2005 Statement) as amended and restated on April 4, 2005. (Incorporated by reference to Exhibit 10.1 of the Company's Report on Form 10-Q for the thirteen weeks ended July 1, 2005.) Second Amendment dated November 1, 2005. (Incorporated by reference to Exhibit 10.8 to the Company's 2005 Annual Report on Form 10-K.) Third Amendment adopted on December 29, 2008. (Incorporated by reference to Exhibit 10.8 to the Company's 2008 Annual Report on Form 10-K.) Second Amendment dated October 25, 2012. (Incorporated by reference to Exhibit 10.9 to the Company's 2012 Annual Report on Form 10-K.)

[Table of Contents](#)

- *10.9 Graco Restoration Plan (2005 Statement). (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended September 29, 2006.) First Amendment adopted December 8, 2006. (Incorporated by reference to Exhibit 10.12 to the Company's 2006 Annual Report on Form 10-K.) Second Amendment adopted August 15, 2007. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended September 28, 2007.) Third Amendment adopted March 27, 2008. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended March 28, 2008.) Fourth Amendment adopted December 29, 2008. (Incorporated by reference to Exhibit 10.11 to the Company's 2008 Annual Report on Form 10-K.) Fifth Amendment adopted September 16, 2010. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended September 24, 2010.)
- *10.10 Graco Inc. Retirement Plan for Nonemployee Directors. (Incorporated by reference to Attachment C to Item 5 to the Company's Report on Form 10-Q for the thirteen weeks ended March 29, 1991.) First Amendment adopted on December 29, 2008. (Incorporated by reference to Exhibit 10.10 to the Company's 2008 Annual Report on Form 10-K.)
- *10.11 Form of Amendment to Executive Officer and Non-Employee Director Stock Options to Permit Net Exercises, as adopted by the Board of Directors February 17, 2012. (Incorporated by reference to Exhibit 10.1 of the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2012.)
- *10.12 Stock Option Agreement. Form of agreement for award of nonstatutory stock options to nonemployee directors under the Graco Inc. Stock Incentive Plan in 2005 and 2006. (Incorporated by reference to Exhibit 10.3 to the Company's Report on Form 10-Q for the thirteen weeks ended March 26, 2004.)
- *10.13 Stock Option Agreement. Form of agreement used for award of nonstatutory stock options to nonemployee directors under the Graco Inc. Amended and Restated Stock Incentive Plan (2006). (Incorporated by reference to Exhibit 10.3 to the Company's Report on Form 10-Q for the thirteen weeks ended June 29, 2007.) Amended form of agreement for awards made to nonemployee directors in 2008. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended June 27, 2008.) Amended and restated form of agreement for awards made to nonemployee directors in 2009. (Incorporated by reference to Exhibit 10.14 to the Company's 2009 Annual Report on Form 10-K/A.)
- *10.14 Stock Option Agreement. Form of agreement used for award of nonstatutory stock options to nonemployee directors under the Graco Inc. 2010 Stock Incentive Plan in 2011. (Incorporated by reference to Exhibit 10.16 to the Company's 2010 Annual Report on Form 10-K.) Amended form of agreement for awards made to nonemployee directors commencing in 2012 (and subsequently used for awards made to nonemployee directors under the Graco Inc. 2015 Stock Incentive Plan in 2015). (Incorporated by reference to Exhibit 10.4 of the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2012.)
- *10.15 Stock Option Agreement. Form of agreement for award of non-incentive stock options to executive officers under the Graco Inc. Stock Incentive Plan in 2005 and 2006. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended March 26, 2004.)
- *10.16 Stock Option Agreement. Form of agreement used for award of non-incentive stock options to executive officers under the Graco Inc. Amended and Restated Stock Incentive Plan (2006) in 2007. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2007.) Amended form of agreement for awards made to executive officers in 2008, 2009 and 2010. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended March 28, 2008.)
- *10.17 Stock Option Agreement. Form of agreement used for award of non-incentive stock options to Chief Executive Officer under the Graco Inc. Amended and Restated Stock Incentive Plan (2006) in 2007. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2007.) Amended form of agreement for awards made to Chief Executive Officer in 2008, 2009 and 2010. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended March 28, 2008.)
- *10.18 Stock Option Agreement. Form of agreement used for award of non-incentive stock options to executive officers under the Graco Inc. 2010 Stock Incentive Plan in 2011. (Incorporated by reference to Exhibit 10.4 to the Company's Report on Form 10-Q for the thirteen weeks ended April 1, 2011.) Amended form of agreement for awards made to executive officers commencing in 2012. (Incorporated by reference to Exhibit 10.3 of the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2012.)
- *10.19 Stock Option Agreement. Form of agreement used for award of non-incentive stock options to Chief Executive Officer under the Graco Inc. 2010 Stock Incentive Plan in 2011. (Incorporated by reference to Exhibit 10.3 to the Company's Report on Form 10-Q for the thirteen weeks ended April 1, 2011.) Amended form of agreement for awards made to Chief Executive Officer commencing in 2012. (Incorporated by reference to Exhibit 10.2 of the Company's Report on Form 10-Q for the thirteen weeks ended March 30, 2012.)
- *10.20 Stock Option Agreement. Form of agreement used for award of non-incentive stock options to Chief Executive Officer under the Graco Inc. 2015 Stock Incentive Plan in 2016. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended March 25, 2016.)
- *10.21 Stock Option Agreement. Form of agreement used for award of non-incentive stock options to executive officers under the Graco Inc. 2015 Stock Incentive Plan in 2016. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended March 25, 2016.)

[Table of Contents](#)

- *10.22 Stock Option Agreement. Form of agreement used for award of non-incentive stock options to nonemployee directors under the Graco Inc. 2015 Stock Incentive Plan in 2016. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q for the thirteen weeks ended June 24, 2016.)
- *10.23 Nonemployee Director Stock and Deferred Stock Program. (Incorporated by reference to Exhibit 10.22 to the Company's 2009 Annual Report on Form 10-K/A.)
- *10.24 Key Employee Agreement. Form of agreement used with Chief Executive Officer. (Incorporated by reference to Exhibit 10.24 to the Company's 2007 Annual Report on Form 10-K.)
- *10.25 Key Employee Agreement. Form of agreement used with executive officers other than the Chief Executive Officer. (Incorporated by reference to Exhibit 10.25 to the Company's 2007 Annual Report on Form 10-K.)
- *10.26 Executive Group Long-Term Disability Policy as revised in 1995. (Incorporated by reference to Exhibit 10.23 to the Company's 2004 Annual Report on Form 10-K.) Enhanced by Supplemental Income Protection Plan in 2004. (Incorporated by reference to Exhibit 10.28 to the Company's 2007 Annual Report on Form 10-K.)
- 10.27 Omnibus Amendment, dated June 26, 2014, amending and restating the Credit Agreement among Graco Inc., the borrowing subsidiaries from time to time party thereto, the banks from time to time party thereto and U.S. Bank National Association, as administrative agent. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed July 1, 2014.) Third Amendment to Credit Agreement, dated December 15, 2016, amending the Credit Agreement among Graco Inc., the borrowing subsidiaries from time to time party thereto, the banks from time to time party thereto and U.S. Bank National Association, as administrative agent. (Incorporated by reference to Exhibit 10.1 to the Company's Report 8-K filed December 20, 2016.)
- 10.28 Note Agreement, dated March 11, 2011, between Graco Inc. and the Purchasers listed on the Purchaser Schedule attached thereto, which includes as exhibits the form of Senior Notes. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed March 16, 2011.) Amendment No. 1 dated May 23, 2011. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 10-Q for the thirteen weeks ended July 1, 2011.) Amendment and Restatement No. 1 to Note Agreement dated as of March 27, 2012. (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 8-K filed April 2, 2012.) Amendment No. 2 dated as of June 26, 2014 to Note Agreement dated as of March 11, 2011. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 10-Q filed July 23, 2014.) Amendment No. 3 dated as of December 15, 2016 to Note Agreement dated as of March 11, 2011.
- 10.29 Agreement between Graco Inc., Illinois Tool Works Inc., and ITW Finishing LLC, as the Respondents, and Counsel for the Federal Trade Commission. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed March 27, 2012.)
- 10.30 Agreement Containing Consent Orders, by and between Graco Inc., Illinois Tool Works Inc., and ITW Finishing LLC, as the Respondents, and Counsel for the Federal Trade Commission. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed June 6, 2012.)
- 10.31 Decision and Order by the U.S. Federal Trade Commission in the matter of Graco Inc., Illinois Tool Works Inc. and ITW Finishing LLC. (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed October 8, 2014.)
- 11 Statement of Computation of Earnings per share included in Note I on page 47
- 21 Subsidiaries of the Company
- 23 Independent Registered Public Accounting Firm's Consent
- 24 Power of Attorney
- 31.1 Certification of President and Chief Executive Officer pursuant to Rule 13a-14(a)
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
- 32 Certification of President and Chief Executive Officer and Chief Financial Officer pursuant to Section 1350 of Title 18, U.S.C.
- 101 Interactive Data File

Except as otherwise noted, all documents incorporated by reference above relate to File No. 001-09249.

* Management Contracts, Compensatory Plans or Arrangements.

** Certain portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Securities and Exchange Commission.

Pursuant to Item 601(b)(4)(iii) of Regulation S-K, copies of certain instruments defining the rights of holders of certain long-term debt of the Company and its subsidiaries are not filed as exhibits because the amount of debt authorized under any such instrument does not exceed 10 percent of the total assets of the Company and its subsidiaries. The Company agrees to furnish copies thereof to the Securities and Exchange Commission upon request.

December 15, 2016

Graco Inc.
88 11th Avenue NE
Minneapolis, Minnesota 55413

Re: Amendment No. 3 to Note Agreement

Ladies and Gentlemen:

Reference is made to that certain Note Agreement, dated as of March 11, 2011 (as amended by the Amendment and Restatement of Amendment No. 1 to Note Agreement, dated as of March 27, 2012 and by the Amendment No. 2 to Note Agreement, dated as of June 26, 2014, the "**Note Agreement**"), between Graco Inc., a Minnesota corporation (the "**Company**"), on the one hand, and The Prudential Insurance Company of America, Gibraltar Life Insurance Co., Ltd., The Prudential Life Insurance Company, Ltd., Forethought Life Insurance Company, RGA Reinsurance Company, MTL Insurance Company and Zurich American Insurance Company, on the other hand. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Note Agreement.

The Company has requested certain amendments to the Note Agreement set forth below. Subject to the terms and conditions hereof, the undersigned holders of the Notes are willing to agree to such request. Accordingly, and in accordance with the provisions of paragraph 11C of the Note Agreement, the parties hereto agree as follows:

SECTION 1. Amendments to the Note Agreement. Effective upon the Effective Date (as defined in Section 2 below), the parties hereto agree that the Note Agreement is amended as follows:

- 1.1. Paragraph 5N of the Note Agreement is deleted in its entirety.
- 1.2. Paragraph 6A of the Note Agreement is amended in its entirety to read as follows:

6A. Financial Covenants.

6A(1). Cash Flow Leverage Ratio. The Company will not permit the Cash Flow Leverage Ratio, as of the end of any fiscal quarter of the Company, to exceed 3.50 to 1.00; provided, however, that, in connection with any Permitted Acquisition for which the purchase consideration equals or exceeds \$200,000,000, the maximum Cash Flow Leverage Ratio, with prior notice to the holders of the Notes, shall increase to 4.00 to 1.00 for the four fiscal quarter period beginning with the quarter in which such Permitted Acquisition occurs, so long as (i) the

Company is in pro forma compliance herewith at such 4.00 to 1.00 level before and after giving effect to such Permitted Acquisition and (ii) after any such Permitted Acquisition that results in an increase to the 4.00 to 1.00 level, the Cash Flow Leverage Ratio permitted under this paragraph 6A(1) shall decrease to 3.50 to 1.00 for at least one fiscal quarter before becoming eligible to again increase to 4.00 to 1.00 for a new period of four consecutive fiscal quarters (with the understanding that any Permitted Acquisition occurring during such fiscal quarter would be required to comply with the 3.50 to 1.00 ratio).

6A(2). Interest Coverage Ratio. The Company will not permit the Interest Coverage Ratio for any period of four consecutive fiscal quarters ending on the last day of any fiscal quarter to be less than 3.00 to 1.00; provided, however, that, in connection with any Permitted Acquisition for which the purchase consideration equals or exceeds \$200,000,000, the minimum Interest Coverage Ratio, with prior notice to the holders of the Notes, shall decrease to 2.50 to 1.00 for the four fiscal quarter period beginning with the quarter in which such Permitted Acquisition occurs, so long as (i) the Company is in pro forma compliance herewith at such 2.50 to 1.00 level before and after giving effect to such Permitted Acquisition and (ii) after any such Permitted Acquisition that results in a decrease to the 2.50 to 1.00 level, the Interest Coverage Ratio permitted under this paragraph 6A(2) shall increase to 3.00 to 1.00 for at least one fiscal quarter before becoming eligible to again decrease to 2.50 to 1.00 for a new period of four consecutive fiscal quarters (with the understanding that any Permitted Acquisition occurring during such fiscal quarter would be required to comply with the 3.00 to 1.00 ratio).

1.3. Clause (vii) of paragraph 6C of the Note Agreement is amended to delete the final sentence thereof.

1.4. Clause (i) of paragraph 6I of the Note Agreement is amended in its entirety to read as follows:

(i) Investments outstanding on the Third Amendment Effective Date and listed on Schedule 6I;

1.5. Paragraph 6M of the Note Agreement is amended in its entirety to read as follows:

6M. Terrorism Sanctions Regulations. The Company covenants that it will not, and will not permit any Controlled Entity to (i) become (including by virtue of being owned or controlled by a Blocked Person), own or control a Blocked Person, or (ii) directly or indirectly have any investment in or engage in any dealing or transaction (including any investment, dealing or transaction involving the proceeds of the Notes) with any Person if such investment, dealing or transaction (a) would cause any holder or any affiliate of such holder to be in violation of, or subject to sanctions under, any law or regulation applicable to such holder, or (b) is prohibited by or subject to sanctions under

any U.S. Economic Sanctions Laws, except, in the case of this clause (b), as would not reasonably be expected to be material to the Company and its Subsidiaries.

1.6. Paragraph 8Q of the Note Agreement is amended in its entirety to read as follows:

8Q. Foreign Assets Control Regulations, Etc.

(i) Neither the Company nor any Controlled Entity (a) is a Blocked Person, (b) has been notified that its name appears or may in the future appear on a State Sanctions List or (c) is a target of sanctions that have been imposed by the United Nations or the European Union.

(ii) Neither the Company nor any Controlled Entity (a) has violated, been found in violation of, or been charged or convicted under, any applicable U.S. Economic Sanctions Laws, Anti-Money Laundering Laws or Anti-Corruption Laws or (b) to the Company's knowledge, is under investigation by any Governmental Authority for possible violation of any U.S. Economic Sanctions Laws, Anti-Money Laundering Laws or Anti-Corruption Laws.

(iii) No part of the proceeds from the sale of the Notes hereunder:

(a) constitutes or will constitute funds obtained on behalf of any Blocked Person or will otherwise be used by the Company or any Controlled Entity, directly or indirectly, (1) in connection with any investment in, or any transactions or dealings with, any Blocked Person, (2) for any purpose that would cause any Purchaser to be in violation of any U.S. Economic Sanctions Laws or (3) otherwise in violation of any U.S. Economic Sanctions Laws;

(b) will be used, directly or indirectly, in violation of, or cause any Purchaser to be in violation of, any applicable Anti-Money Laundering Laws; or

(c) will be used, directly or indirectly, for the purpose of making any improper payments, including bribes, to any Governmental Official or commercial counterparty in order to obtain, retain or direct business or obtain any improper advantage, in each case which would be in violation of, or cause any Purchaser to be in violation of, any applicable Anti-Corruption Laws.

(iv) The Company has established procedures and controls which it reasonably believes are adequate (and otherwise comply with applicable law) to ensure that the Company and each Controlled Entity is and will continue to be in compliance with all applicable U.S. Economic Sanctions Laws, Anti-Money Laundering Laws and Anti-Corruption Laws.

1.7. Clause (i) of the first sentence of the definition of "Reinvestment Yield" in paragraph 10A of the Note Agreement is hereby amended to add the words "ask-side" before the word "yields".

1.8. Paragraph 10B of the Note Agreement is hereby amended by amending and restating, or inserting in the appropriate alphabetical sequence, as the case may be, the following definitions:

“Anti-Corruption Laws” shall mean any law or regulation in a U.S. or any non-U.S. jurisdiction regarding bribery or any other corrupt activity, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act 2010.

“Anti-Money Laundering Laws” shall mean any law or regulation in a U.S. or any non-U.S. jurisdiction regarding money laundering, drug trafficking, terrorist-related activities or other money laundering predicate crimes, including the Currency and Foreign Transactions Reporting Act of 1970 (otherwise known as the Bank Secrecy Act) and the USA PATRIOT Act.

“Blocked Person” shall mean (i) a Person whose name appears on the list of Specially Designated Nationals and Blocked Persons published by OFAC, (ii) a Person, entity, organization, country or regime that is blocked or a target of sanctions that have been imposed under U.S. Economic Sanctions Laws or (iii) a Person that is an agent, department or instrumentality of, or is otherwise beneficially owned by, controlled by or acting on behalf of, directly or indirectly, any Person, entity, organization, country or regime described in clause (i) or (ii).

“Control” shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise. **“Controlling”** and **“Controlled”** shall have the meanings correlative thereto.

“Controlled Entity” shall mean (i) any of the Subsidiaries of the Company and any of their or the Company’s respective Controlled Affiliates and (ii) if the Company has a parent company, such parent company and its Controlled Affiliates.

“Governmental Authority” shall mean

(i) the government of

(a) the United States of America or any state or other political subdivision thereof, or

(b) any other jurisdiction in which the Company or any Subsidiary conducts all or any part of its business, or which asserts jurisdiction over any properties of the Company or any Subsidiary, or

(ii) any entity exercising executive, legislative, judicial, regulatory or administrative functions of, or pertaining to, any such government.

“Governmental Official” shall mean any governmental official or employee, employee of any government-owned or government-controlled entity, political party, any

official of a political party, candidate for political office, official of any public international organization or anyone else acting in an official capacity.

“**OFAC**” shall mean the Office of Foreign Assets Control, United States Department of the Treasury.

“**OFAC Sanctions Program**” shall mean any economic or trade sanction that OFAC is responsible for administering and enforcing. A list of OFAC Sanctions Programs may be found at <http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>.

“**Permitted Acquisition**” shall mean the acquisition by the Company or a Subsidiary of all or substantially all of the Ownership Interests or assets of any other Person (including by merger) or of all or substantially all of the assets of a division, business unit, product line or line of business of any other Person, provided that (i) following such acquisition, the Company shall be in compliance with paragraph 6G hereof, (ii) such acquisition shall occur at a time that no Event of Default shall have occurred and continued hereunder and no Event of Default shall result therefrom, (iii) if it is an acquisition of Ownership Interests and a new Material Subsidiary is thereby created, such Material Subsidiary shall become a Guarantor or the Company or Subsidiary that is the owner thereof shall have pledged the Ownership Interest thereof, if so required by paragraph 5K or 5M hereof, (iv) such acquisition shall be consummated on a non-hostile basis and shall have been approved by the board of directors (or similar governing body) of any Person acquired, and (v) in connection with any Permitted Acquisition for which the purchase consideration equals or exceeds \$200,000,000, the Company shall have furnished to the holders of the Notes a certificate signed by a Responsible Employee demonstrating in reasonable detail pro forma compliance with the financial covenants contained in paragraphs 6A(1), 6A(2) and 6J for the applicable calculation period, in each case, calculated as if such acquisition, including the consideration therefor, had been consummated on the first day of such period.

“**State Sanctions List**” shall mean a list that is adopted by any state Governmental Authority within the United States of America pertaining to Persons that engage in investment or other commercial activities in Iran or any other country that is a target of economic sanctions imposed under U.S. Economic Sanctions Laws.

“**Third Amendment**” shall mean that certain Amendment No. 3 to Note Agreement dated as of the Third Amendment Effective Date by and among the Company, the Guarantors and the holders of the Notes.

“**Third Amendment Effective Date**” shall mean December 15, 2016.

“**USA PATRIOT Act**” shall mean United States Public Law 107-56, Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism (USA PATRIOT ACT) Act of 2001, and the rules and regulations promulgated thereunder from time to time in effect.

“**U.S. Economic Sanctions Laws**” shall mean those laws, executive orders, enabling legislation or regulations administered and enforced by the United States pursuant to which economic sanctions have been imposed on any Person, entity, organization, country or regime, including the Trading with the Enemy Act, the International Emergency Economic Powers Act, the Iran Sanctions Act, the Sudan Accountability and Divestment Act and any other OFAC Sanctions Program.

1.9. The following definitions are deleted from paragraph 10B of the Note Agreement:

“Anti-Terrorism Order”

“Finishing Group Acquisition”

“Finishing Group Purchase Agreement”

“FTC Orders”

“Hold Separate Business”

“Hold Separate Order”

“Hold Separate Period”

“Hold Separate Subsidiary”

“Second Amendment Effective Date”

1.10. Paragraph 11F of the Note Agreement is hereby amended to add the following new paragraph at the end thereof:

In the event that as a condition to receiving access to information relating to the Company or its Subsidiaries in connection with the transactions contemplated by or otherwise pursuant to this Agreement, any Purchaser or holder of a Note is required to agree to a confidentiality undertaking (whether through IntraLinks, another secure website, a secure virtual workspace or otherwise) which is different from this paragraph 11F, this paragraph 11F shall not be amended thereby and, as between such Purchaser or such holder and the Company, this paragraph 11F shall supersede any such other confidentiality undertaking.

1.11. Schedules 6I and 8A(1) to the Note Agreement are replaced by Schedules 6I and 8A(1) attached to this letter agreement.

SECTION 2. Effectiveness. The amendments in Section 1 of this letter agreement shall become effective on the date (the “**Effective Date**”) that each of the following conditions has been satisfied:

2.1. Documents. Each holder of a Note shall have received original counterparts of this letter agreement executed by the holders of the Notes, the Company and each Guarantor.

2.2. Credit Agreement Amendment. Each holder of a Note shall have received copies of an executed amendment to or restatement of the Credit Agreement in form and substance satisfactory to each holder of a Note and such amendment or restatement shall be in full force and effect.

2.3. Representations. All representations set forth in Section 3 shall be true and correct as of the Effective Date, except for such representations and warranties that speak of an earlier date, in which case such representations and warranties shall be true and correct as of such earlier date.

2.4. Proceedings. All corporate and other proceedings taken or to be taken in connection with the transactions contemplated by this letter agreement shall be satisfactory to each holder of a Note and its counsel, and each holder of a Note shall have received all such counterpart originals or certified or other copies of such documents as they may reasonably request.

SECTION 3. Representations and Warranties. The Company represents and warrants to each holder of a Note that (i) the execution and delivery of this letter agreement has been duly authorized by all necessary corporate action on behalf of the Company and each Guarantor; this letter agreement has been executed and delivered by a duly authorized officer of the Company and each Guarantor; and all necessary or required consents to and approvals of this letter have been obtained and are in full force and effect, (ii) immediately before and after giving effect to the amendments to the Note Agreement in Section 1 hereof, (a) each representation and warranty set forth in paragraph 8 of the Note Agreement is true and correct other than those representations and warranties that speak as of a certain date, in which case such representation and warranty was true and correct as of such earlier date and (b) no Event of Default or Default exists and (iii) neither the Company, any Guarantor nor any of their Subsidiaries has paid or agreed to pay, or will pay or agree to pay, any fees or other consideration other than upfront fees, arrangement fees, commitment fees, extension fees and administrative fees relating to the extension of the commitments thereunder and other than reimbursement of legal fees, costs and expenses in accordance with the terms thereof, with respect to the amendment to the Credit Agreement referenced in Section 2.2 above.

SECTION 4. Reference to and Effect on Note Agreement. Upon the effectiveness of the amendments made in this letter agreement, each reference to the Note Agreement in any other document, instrument or agreement shall mean and be a reference to the Note Agreement as modified by this letter agreement. Except as specifically set forth in Section 1 hereof, the Note Agreement and the Notes shall remain in full force and effect and are hereby ratified and confirmed in all respects. Except as specifically stated in Section 1 of this letter agreement, the execution, delivery and effectiveness of this letter agreement shall not (a) amend the Note Agreement, any Note or any other Transaction Document, (b) operate as a waiver of any right, power or remedy of the holder of any Note, or (c) constitute a waiver of, or consent to any departure from, any provision of the Note Agreement, any Note or any of the other Transaction Documents at any time. The execution, delivery and effectiveness of this letter agreement shall not be construed as a course of dealing or other implication that any holder of Notes has agreed to or is prepared to grant any amendment to, waiver of or consent under the Note Agreement,

any Note or any other Transaction Document in the future, whether or not under similar circumstances.

SECTION 5. Expenses. The Company hereby confirms its obligations under the Note Agreement, whether or not the transactions hereby contemplated are consummated, to pay, promptly after request by the holders of the Notes, all reasonable out-of-pocket costs and expenses, including attorneys' fees and expenses, incurred by such holders in connection with this letter agreement or the transactions contemplated hereby, in enforcing any rights under this letter agreement, or in responding to any subpoena or other legal process or informal investigative demand issued in connection with this letter agreement or the transactions contemplated hereby. The obligations of the Company under this Section 5 shall survive transfer by any holder of any Note and payment of any Note.

SECTION 6. Reaffirmation. Each Guarantor hereby consents to the foregoing amendments to the Note Agreement and hereby ratifies and reaffirms all of its payment and performance obligations, contingent or otherwise, under the Guaranty Agreement after giving effect to such amendments. Each Guarantor hereby acknowledges that, notwithstanding the foregoing amendments, that the Guaranty Agreement remains in full force and effect and is hereby ratified and confirmed. Without limiting the generality of the foregoing, each Guarantor agrees and confirms that the Guaranty Agreement continues to guaranty the obligations arising under or in connection with the Note Agreement, as the same may be amended by this letter agreement.

SECTION 7. Governing Law. THIS LETTER AGREEMENT SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF ILLINOIS, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS OF SUCH STATE WHICH WOULD OTHERWISE CAUSE THIS LETTER TO BE CONSTRUED OR ENFORCED OTHER THAN IN ACCORDANCE WITH THE LAWS OF THE STATE OF ILLINOIS.

SECTION 8. Counterparts; Section Titles. This letter agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which when taken together shall constitute but one and the same instrument. Delivery of an executed counterpart of a signature page to this letter agreement by facsimile or electronic transmission shall be effective as delivery of a manually executed counterpart of this letter agreement. The section titles contained in this letter agreement are and shall be without substance, meaning or content of any kind whatsoever and are not a part of the agreement between the parties hereto.

(Signature Page Follows)

Very truly yours,

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

By: _____
Vice President

**GIBRALTAR LIFE INSURANCE CO., LTD.
THE PRUDENTIAL LIFE INSURANCE
COMPANY, LTD.**

By: Prudential Investment Management (Japan), Inc.,
as Investment Manager

By: PGIM, Inc.,
as Sub-Adviser

By: _____
Vice President

**FORETHOUGHT LIFE INSURANCE COMPANY
RGA REINSURANCE COMPANY
MTL INSURANCE COMPANY
ZURICH AMERICAN INSURANCE COMPANY**

By: Prudential Private Placement Investors, L.P.
(as Investment Advisor)

By: Prudential Private Placement Investors, Inc.
(as its General Partner)

By: _____
Vice President

Accepted and Agreed to:

GRACO INC.

By: _____
Name: Christian E. Rothe
Title: Chief Financial Officer and Treasurer

**GRACO MINNESOTA INC.
GRACO OHIO INC.**

By: _____
Name: Christian E. Rothe
Title: Chief Financial Officer and Treasurer

**GEMA USA INC. (formerly known as Graco
Holdings Inc.)
GRACO HIGH PRESSURE EQUIPMENT INC.
Q.E.D. ENVIRONMENTAL SYSTEMS, INC.
GRACO FLUID HANDLING (A) INC.
LANDTEC NORTH AMERICA, INC.**

By: _____
Name: Christian E. Rothe
Title: President

SCHEDULE 6I

INVESTMENTS

Investment in Corporate Owned Life Insurance (COLI) through establishment of a Rabbi (Grantor) Trust ("Trust") with Wilmington Trust on June 27, 2007.

The Trust is intended to provide informal funding for the Company's deferred compensation and executive excess benefit retirement plans. The Company paid a premium in the amount of \$1,498,626 each year for a five year period beginning in 2007, and paid an additional premium in the amount of \$1,498,626 in November 2013.

SCHEDULE 8A(1)

SUBSIDIARIES

Subsidiary	Jurisdiction	Number of Shares	Percentage Owned	Material Subsidiary?
Alco Valves Group Limited	United Kingdom	503,970	100% by Graco Limited	
Alco Valves Inc.	Canada	100	100% by Alco Valves Group Limited	
Alco Valves Singapore PTE Limited	Singapore	2	100% by Alco Valves Group Limited	
			50.02498750624688% by Alco Valves Group Limited	
Alco Valves (US), Inc.	United States	2001	49.97501249375312% by Alco Valves Inc.	
Ecoquip Inc.	Virginia	100	100% by the Company	
Gema Europe s.r.l.	Italy	1	100% owned by Graco BVBA	
			99.9999923682% by Gema USA Inc.	
Gema México Powder Finishing S. de R.L. de C.V.	Mexico	13,103,000	0.0000076318% by the Company	
Gema (Shanghai) Co., Ltd.	P.R. China	N/A**	100% by Graco BVBA	
Gema Switzerland GmbH	Switzerland	1	100% owned by Graco BVBA	
Gema USA Inc.	Minnesota	100	100% by the Company	Yes
Geotechnical Instruments (U.K.) Limited	United Kingdom	100,000	100% by Landtec Europe Limited	
GFEC Free Zone Uruguay S.A.	Uruguay	10,800	100% owned by Graco Global Holdings S.à r.l.	
GFEC Uruguay S.A.	Uruguay	250,000	100% owned by Graco Global Holdings S.à r.l.	
			99.99% by Gema Switzerland GmbH	
GG Manufacturing s.r.l.	Romania	10,000	0.01% by Gema Europe s.r.l.	
Graco Australia Pty Ltd.	Australia	248	100% owned by Graco Global Holdings S.à r.l.	
			99.99994438790548% by Graco International Holdings S.à r.l.	
Graco BVBA	Belgium	1,798,170	0.00005561209452 % by Graco Global Holdings S.à r.l.	
Graco Canada Inc.	Canada	10,000	100% owned by Graco Global Holdings S.à r.l.	
Graco Chile SpA	Chile	100	100% by the Company	
Graco Colombia S.A.S.	Colombia	20,000	100% by the Company	
Graco Distribution BVBA	Belgium	100	100% by Graco BVBA	
			99.9999961548% by Graco Global Holdings S.à r.l.	
Graco do Brasil Ltda.	Brazil	26,006,536	0.0000038452% by Graco International Holdings S.à r.l.	
Graco Fluid Equipment (Shanghai) Co., Ltd.	People's Republic of China	N/A**	100% by the Company	
Graco Fluid Equipment (Suzhou) Co., Ltd.	People's Republic of China	N/A**	100% by Graco Minnesota Inc.	
Graco Fluid Handling (A) Inc.	Minnesota	100	100% by the Company	Yes

Sched. 8A(1)

Graco Fluid Handling (B) Inc.	Minnesota	100	100% by the Company	
Graco Fluid Handling (D) Inc.	Minnesota	100	100% by the Company	
Graco Global Holdings S.à r.l.	Luxembourg	20,000	100% by Graco Luxembourg III Holdings S.à r.l.	
Graco GmbH	Germany	500,000	100% owned by Graco BVBA	
Graco High Pressure Equipment Inc.	Minnesota	100	100% by the Company	Yes
Graco Hong Kong Ltd.	People's Republic of China (Special Adm Region)	2,000	100% owned by Graco Global Holdings S.à r.l.	
Graco India Private Limited	India	1,635,500	99.99993885661877% by Graco Hong Kong .006114338123 by Graco Fluid Handling (A) Inc.	
Graco International Holding S.à r.l.	Luxembourg	17,300	100% owned by Graco Global Holdings S.à r.l.	
Graco K.K.	Japan	660,000	100% owned by Graco Global Holdings S.à r.l.	
Graco Korea Inc.	Korea	125,500	100% owned by Graco Global Holdings S.à r.l.	
Graco Limited	United Kingdom	100,001	100% owned by Graco BVBA	
Graco Luxembourg III Holdings S.à r.l.	Luxembourg	20,000	100% owned by the Company	Yes
Graco Minnesota Inc.	Minnesota	100	100% by the Company	Yes
Graco Ohio Inc.	Ohio	95 Class A 9,405 Class B	100% by the Company	Yes
Graco S.A.S.	France	24,499	100% by Graco BVBA	
Graco Trading (Suzhou) Co., Ltd.	People's Republic of China	N/A**	100% by Graco Minnesota Inc.	
Gusmer Sudamerica S.A.	Argentina	12,000*	100% by the Company*	
Holdings Indemnity Inc.	Utah	100	100% by the Company	
Landtec Europe Limited	United Kingdom	456,007	100% by Gema Switzerland GmbH	
Landtec North America, Inc.	United Kingdom	1,000	100% by Q.E.D. Environmental Systems, Inc.	Yes
MULTIMAQ - Pistolas e Equipamentos para Pintura Ltda	Brazil	1,425,773	99.99985972521573% by Graco do Brasil Ltda. 0.01402748427% by the Company	
Q.E.D. Environmental Systems, Inc.	Michigan	500	100% by the Company	Yes
Staffordshire Hydraulic Services Limited	United Kingdom	100	100% by Graco High Pressure Equipment Inc.	

* Shares held by two executive officers of the Company to satisfy the requirements of local law.

**No shares are issued.

Sched. 8A(1)

Exhibit 21**Subsidiaries of Graco Inc.**

The following are subsidiaries of the Company as of December 30, 2016.

Subsidiary	Jurisdiction of Organization	Ownership Type ¹	Percent Owned
Alco Components Limited	England and Wales, UK	Indirect	100%
Alco Hi-Tek Limited	England and Wales, UK	Indirect	100%
Alco Process Valves Limited	England and Wales, UK	Indirect	100%
Alco Sub-Tek Limited	England and Wales, UK	Indirect	100%
Alco Valves Group Limited	England and Wales, UK	Indirect	100%
Alco Valves Inc.	Canada	Indirect	100%
Alco Valves Limited	England and Wales, UK	Indirect	100%
Alco Valves Singapore PTE Limited	England and Wales, UK	Indirect	100%
Alco Valves (US), Inc.	Texas, USA	Indirect	100%
Ecoquip Inc.	Virginia, USA	Direct	100%
Gema Europe s.r.l.	Italy	Indirect	100%
Gema México Powder Finishing, S. de R.L. de C.V.	Mexico	Direct & Indirect	100%
Gema (Shanghai) Co., Ltd.	P.R. China	Indirect	100%
Gema Switzerland GmbH	Switzerland	Indirect	100%
Gema USA Inc.	Minnesota, USA	Direct	100%
Geotechnical Instruments (U.K.) Limited	England and Wales, UK	Indirect	100%
GFEC Free Zone Uruguay S.A.	Uruguay	Indirect	100%
GFEC Uruguay S.A.	Uruguay	Indirect	100%
GG Manufacturing s.r.l.	Romania	Indirect	100%
Graco Australia Pty Ltd	Australia	Indirect	100%
Graco BVBA	Belgium	Indirect	100%
Graco Canada Inc.	Canada	Indirect	100%
Graco Chile SpA	Chile	Direct	100%
Graco Colombia S.A.S.	Colombia	Direct	100%
Graco Distribution BVBA	Belgium	Indirect	100%
Graco do Brasil Ltda.	Brazil	Indirect	100%
Graco Fluid Equipment (Shanghai) Co., Ltd.	P.R. China	Direct	100%
Graco Fluid Equipment (Suzhou) Co., Ltd.	P.R. China	Indirect	100%
Graco Fluid Handling (A) Inc.	Minnesota, USA	Direct	100%
Graco Fluid Handling (B) Inc.	Minnesota, USA	Direct	100%
Graco Fluid Handling (D) Inc.	Minnesota, USA	Direct	100%
Graco Fluid Handling International Inc.	Minnesota, USA	Direct	100%
Graco Global Holdings S.à r.l.	Luxembourg	Indirect	100%
Graco GmbH	Germany	Indirect	100%
Graco High Pressure Equipment Inc.	Minnesota, USA	Direct	100%
Graco Hong Kong Limited	Hong Kong, P.R. China	Indirect	100%
Graco India Private Limited	India	Indirect	100%
Graco International Holdings S.à r.l.	Luxembourg	Indirect	100%
Graco Korea Inc.	South Korea	Indirect	100%
Graco K.K.	Japan	Indirect	100%
Graco Limited	England and Wales, UK	Indirect	100%
Graco Luxembourg III Holdings S.à r.l.	Luxembourg	Direct	100%

Graco Minnesota Inc.	Minnesota, USA	Direct	100%
Graco Ohio Inc.	Ohio, USA	Direct	100%
Graco S.A.S.	France	Indirect	100%
Graco Trading (Suzhou) Co., Ltd.	P.R. China	Indirect	100%
Gusmer Sudamerica S.A.	Argentina	Indirect ²	100%
Holdings Indemnity Inc.	Utah, USA	Direct	100%
Landtec Europe Limited	England and Wales, UK	Indirect	100%
Landtec North America, Inc.	California, USA	Indirect	100%
MULTIMAQ – Pistolas e Equipamentos para Pintura Ltda	Brazil	Indirect	100%
Q.E.D. Environmental Systems, Inc.	Michigan, USA	Direct	100%
Staffordshire Hydraulic Services Limited	England and Wales, UK	Indirect	100%

¹ Ownership type indicates whether each subsidiary is directly owned by Graco Inc., indirectly owned by Graco Inc. through direct ownership by one or more of its subsidiaries, or a combination thereof.

² Shares held by two employees of the Company to satisfy the requirements of local law.

Exhibit 23

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statements No. 333-75307, No. 333-63128, No. 333-123813, No. 333-134162, No. 333-140848, No. 333-167602, No. 333-180970 and No. 333-204028 on Form S-8 of our reports dated February 21, 2017, relating to the consolidated financial statements and financial statement schedule of Graco Inc. and Subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in this Annual Report on Form 10-K of Graco Inc. for the year ended December 30, 2016.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
February 21, 2017

Exhibit 24

Power of Attorney

Know all by these presents, that each person whose signature appears below hereby constitutes and appoints Patrick J. McHale or Christian E. Rothe, that person's true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution for that person and in that person's name, place and stead, in any and all capacities, to sign the Report on Form 10-K for the year ended December 30, 2016, of Graco Inc. (and any and all amendments thereto) and to file the same with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as that person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, the following persons have signed this Power of Attorney on the date indicated.

	<u>Date</u>
<u>/s/ WILLIAM J. CARROLL</u> William J. Carroll	<u>February 17, 2017</u>
<u>/s/ ERIC P. ETCHART</u> Eric P. Etchart	<u>February 17, 2017</u>
<u>/s/ JACK W. EUGSTER</u> Jack W. Eugster	<u>February 17, 2017</u>
<u>/s/ JODY H. FERAGEN</u> Jody H. Feragen	<u>February 17, 2017</u>
<u>/s/ J. KEVIN GILLIGAN</u> J. Kevin Gilligan	<u>February 17, 2017</u>
<u>/s/ PATRICK J. MCHALE</u> Patrick J. McHale	<u>February 17, 2017</u>
<u>/s/ LEE R. MITAU</u> Lee R. Mitau	<u>February 17, 2017</u>
<u>/s/ MARTHA A. MORFITT</u> Martha A. Morfitt	<u>February 17, 2017</u>
<u>/s/ R. WILLIAM VAN SANT</u> R. William Van Sant	<u>February 17, 2017</u>

Exhibit 31.1

Certification

I, Patrick J. McHale, certify that:

1. I have reviewed this annual report on Form 10-K of Graco Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2017

/s/ PATRICK J. MCHALE
Patrick J. McHale
President and Chief Executive Officer

Exhibit 31.2

Certification

I, Christian E. Rothe, certify that:

1. I have reviewed this annual report on Form 10-K of Graco Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2017

/s/ CHRISTIAN E. ROTHE
Christian E. Rothe
Chief Financial Officer and Treasurer

Exhibit 32

Certification Under Section 1350

Pursuant to Section 1350 of Title 18 of the United States Code, each of the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Graco Inc.

Date: February 21, 2017

/s/ PATRICK J. MCHALE
Patrick J. McHale
President and Chief Executive Officer

Date: February 21, 2017

/s/ CHRISTIAN E. ROTHE
Christian E. Rothe
Chief Financial Officer and Treasurer

