

**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 September 30, 2019

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-37793



Atkore International Group Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

90-0631463

(IRS Employer Identification No.)

16100 South Lathrop Avenue, Harvey, Illinois 60426

(Address of principal executive offices) (Zip Code)

708-339-1610

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

(Title of Each Class)	Trading symbol	(Name of Each Exchange on which Registered)
Common stock, par value \$0.01 per share	ATKR	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 every Interactive Data File required to be submitted 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 such files). Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value of the voting and non-voting common equity of Atkore International Group Inc. held by non-affiliates as of the close of business as of March 29, 2019 was \$983.1 million.

The number of shares of the registrant's common stock outstanding as of November 18, 2019 was 46,983,702 shares of common stock, par value \$0.01 per share.

Documents incorporated by reference:

Portions of the registrant's proxy statement to be filed with the United States Securities and Exchange Commission in connection with the registrant's 2020 annual meeting of stockholders (the "Proxy Statement") are incorporated by reference into Part III hereof. Such Proxy Statement will be filed within 120 days of the registrant's fiscal year ended September 30, 2019.

Table of Contents

	<u>Page No.</u>
PART I	
Item 1. Business	2
Item 1A. Risk Factors	8
Item 1B. Unresolved Staff Comments	25
Item 2. Properties	25
Item 3. Legal Proceedings	25
Item 4. Mine Safety Disclosures	25
PART II	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities	26
Item 6. Selected Financial Data	29
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	30
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	47
Item 8. Financial Statements and Supplementary Data	49
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	92
Item 9A. Controls and Procedures	92
Item 9B. Other Information	92
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	96
Item 11. Executive Compensation	96
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	96
Item 13. Certain Relationships and Related Transactions, and Director Independence	96
Item 14. Principal Accounting Fees and Services	96
PART IV	
Item 15. Exhibits and Financial Statement Schedules	97
Item 16. Form 10-K Summary	97
Exhibit Index	98
Signatures	102

PART I

Item 1. Business

The following discussion of our business contains "forward-looking statements," as discussed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" below. Our business, operations and financial condition are subject to various risks as set forth in Part I, Item 1A, "Risk Factors" below. The following information should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, the Financial Statements and Supplementary Data and related notes and the Risk Factors included elsewhere in this Annual Report on Form 10-K.

Company Overview

Atkore International Group Inc. (collectively with all its subsidiaries referred to in this Annual Report on Form 10-K as "Atkore," the "Company," "we," "us" and "our") was incorporated in the State of Delaware on November 4, 2010. Atkore is the sole stockholder of Atkore International Holdings Inc. ("AIH"), which in turn is the sole stockholder of Atkore International, Inc. ("AII").

We are a leading manufacturer of Electrical Raceway products primarily for the non-residential construction and renovation markets and Mechanical Products and Solutions ("MP&S") for the construction and industrial markets. Electrical Raceway products form the critical infrastructure that enables the deployment, isolation and protection of a structure's electrical circuitry from the original power source to the final outlet. MP&S frame, support and secure component parts in a broad range of structures, equipment and systems in electrical, industrial and construction applications. We believe we hold #1 or #2 positions in the United States by net sales in the vast majority of our products. The quality of our products, the strength of our brands and our scale and national presence provide what we believe to be a unique set of competitive advantages that position us for profitable growth.

On June 9, 2016, the Company's Registration Statement on Form S-1 relating to an initial public offering ("IPO") of our common stock was declared effective by the SEC and on June 15, 2016, we completed the IPO at a price to the public of \$16.00 per share. In connection with the IPO, CD&R Allied Holdings, L.P. (the "CD&R Investor"), an affiliate of Clayton, Dubilier & Rice, LLC ("CD&R") sold an aggregate of 12,000,000 shares of our common stock. The CD&R Investor received all of the net proceeds and bore all commissions and discounts from the sale of our common stock. We did not receive any proceeds from the IPO.

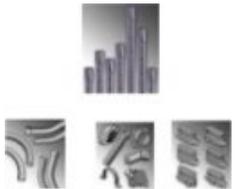
In a series of secondary offerings of our common stock during fiscal 2017, the CD&R Investor reduced its remaining ownership in our company to approximately 48% as of September 30, 2017. In August 2017, the Company announced that its board of directors had approved a share repurchase program for the repurchase of up to an aggregate amount of \$75 million of the Company's common stock. In January 2018, the Company announced a stock repurchase transaction whereby the Company agreed to repurchase from the CD&R Investor, a related party, approximately 17.2 million shares of the Company's common stock, par value \$0.01 per share, at a per share price equal to \$21.77, for a total purchase price of \$375 million, subject to the terms and conditions set forth in the stock purchase agreement. Following the stock repurchase transaction in January 2018 and secondary offerings of the Company's common stock in February 2018 and May 2018, the CD&R Investor completed its exit from its investment in the Company, and, as of September 30, 2018, no longer owned any of the Company's common stock. As of December 28, 2018, there were no authorized repurchases remaining under the August 2017 repurchase program.

On February 5, 2019, the board of directors approved a share repurchase program, under which the Company may repurchase up to \$50.0 million of its outstanding common stock. As of September 30, 2019, there were \$50.0 million of authorized repurchases remaining. See Item 5, "Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities" for additional information.

Our products

Our principal Electrical Raceway products include electrical conduit and fittings, armored cable and fittings, cable trays and mounting systems and fittings, which are critical components of the electrical infrastructure for new construction and maintenance, repair and remodel ("MR&R") markets. Our MP&S principal products are metal framing and in-line galvanized mechanical tube. Our metal framing products are used in the installation of electrical systems and various support structures. In total, we operate 38 manufacturing facilities and 27 distribution facilities that enable us to efficiently receive materials from our suppliers and deliver products to our customers. In fiscal 2019, 88% of our net sales were to customers located in the United States.

An overview of our product offerings is provided below:

Product Category	Sample Products	Brands	Sample Product Images
Electrical Raceway	<p>Metal Conduit:</p> <ul style="list-style-type: none"> • Electrical Metallic Tubing (EMT) • Intermediate Metal Conduit (IMC) • Galvanized Rigid Conduit (GRC) <p>Metal Conduit Fittings:</p> <ul style="list-style-type: none"> • Elbows • Couplings • Nipples • Conduit Bodies 	  	
	<p>PVC Conduit:</p> <ul style="list-style-type: none"> • Rigid Non-Metallic Conduit (RNC) <p>PVC Conduit Fittings:</p> <ul style="list-style-type: none"> • Elbows • Couplings • Conduit Bodies • Duct spacers 	  	
	<ul style="list-style-type: none"> • Stainless conduit • PVC coated conduit • Aluminum conduit 	  	
	<p>Flexible Electrical Conduit:</p> <ul style="list-style-type: none"> • Flexible Metallic Conduit (FMC) • Liquidtight Flexible Metal Conduit (LFMC) • Liquidtight Flexible Non-Metallic Conduit (LNFC) • Flexible Metallic Tubing (FMT) <p>Flexible Electrical Conduit Fittings:</p> <ul style="list-style-type: none"> • Cord Connectors • Angle Connectors 	  	
	<p>Armored Cable:</p> <ul style="list-style-type: none"> • Metal Clad Cable (MC) • Armor Clad Cable (AC) • Healthcare Facility Cable (HFC) <p>Armored Cable Fittings:</p> <ul style="list-style-type: none"> • Connectors • Service Entry Fittings 	 	
Cable Tray & Cable Ladders	<ul style="list-style-type: none"> • Ladder Cable Tray • Hat Cable Tray • Channel Cable Tray • I Beam Cable Tray • Wire Basket Cable Tray 	  	

	Product Category	Sample Products	Brands	Sample Product Images
MP&S	Metal Framing & Fittings	<ul style="list-style-type: none"> • Channel • Channel Fittings • Pipe Clamps/Hangers • Concrete Inserts 	 	
	Construction Services	<ul style="list-style-type: none"> • Design, Fabrication and Installation Services • Modular support structures • Fall protection 		
	Mechanical Pipe	<ul style="list-style-type: none"> • In-line galvanized mechanical tube • Non-galvanized tube • Fabrication services 		
	Barbed Tape	<ul style="list-style-type: none"> • Security Confinement • Power Station • Military/Border • Law Enforcement 		

Marketing

Our products are primarily marketed by commissioned agents and sold directly to electrical and industrial distributors who resell our products under recognized brand names, including Allied Tube & Conduit, AFC Cable Systems, Heritage Plastics, Unistrut, Power-Strut, Cope and Calpipe as well as certain other sub-brands that are used regionally or in niche markets. Our commissioned agents are selected, trained and managed by our regional sales teams and supported by product managers who ensure that agents are adequately knowledgeable and sufficiently trained to represent our brands to our distribution customers. We stimulate end-user demand by promoting our products and solutions directly to architects, electrical engineers, electrical contractors and electrical code authorities across the United States. We also work directly with electrical contractors, who install Electrical Raceway products on new construction or renovation projects to assist them in selecting the most effective electrical raceway solution. In certain of the markets we serve, we market directly to electrical and industrial distributors, original equipment manufacturers ("OEMs") and governmental entities.

Distribution

We primarily sell and distribute our products through electrical, industrial and specialty distributors and OEMs. For many of the over 13,000 electrical-distributor branches in the United States, our products are must-stock lines that form a staple of their business. We serve a diverse group of end markets, including new construction, MR&R and infrastructure, diversified industrials, alternative power generation, healthcare, data centers and government. End-users, which are typically electrical, industrial and mechanical contractors as well as OEMs, install our products during non-residential, residential and infrastructure construction and renovation projects or in assembly and manufacturing processes.

Distribution-based sales accounted for approximately 86% of our net sales for fiscal 2019. We distribute our products to electrical and industrial distributors from our manufacturing and distribution facilities as well as from over 40 dedicated distribution facilities operated by our agents. Our products are also stocked by electrical and industrial distributors who are located in major cities and towns across the United States. Some of our products are purchased by OEMs and used as part of their products and solutions in applications such as utility solar framing, conveyor systems and fabric cover buildings. OEM sales accounted for approximately 14% of our net sales for fiscal 2019.

Our distribution footprint is concentrated in North America (the United States and Canada), with additional facilities in Australia, China, New Zealand and the United Kingdom.

Products are generally delivered to the dedicated distribution centers from our facilities and then subsequently delivered to the customer. In some instances, a product is delivered directly from our manufacturing facility to a customer or end-user. In many cases, our products are bundled and co-loaded when shipped. We contract with a wide range of transport providers to deliver our products, primarily via semi-tractor trailer.

Customers

Our sales and marketing processes are primarily focused on serving our immediate customers, including electrical, industrial and specialty distributors and OEMs. We believe customers view us as offering a strong value proposition based on our broad product offering, strong brands, short order cycle times, reliability and consistent product quality. For each of fiscal 2019, 2018 and 2017, approximately 88%, 90% and 91%, respectively, of our net sales were sold to customers located in the United States. Our net sales by geographic area were as follows:

(in millions)	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
United States	\$ 1,689	\$ 1,652	\$ 1,368
International	228	183	136
Total	\$ 1,917	\$ 1,835	\$ 1,504

In fiscal 2019, our top ten customers accounted for approximately 33% of net sales. No single customer, even after consolidating all branches of such customer, which often make independent purchasing decisions, accounted for more than 10% of our net sales in fiscal 2019, 2018 or 2017. Our customers include global electrical distributors (such as Consolidated Electrical Distributors, Inc., Graybar Electric Company, Rexel, Sonepar S.A. and Wesco International, Inc.), independent electrical distributors including super-regional electrical distributors (such as U.S. Electrical Services Inc., Crescent Electric Supply Co. and United Electric Supply Company, Inc.) and members of buying groups (such as Affiliated Distributors, Inc. and IMARK Group, Inc.) as well as industrial distributors and big-box retailers (such as The Home Depot, Inc., Fastenal Company, HD Supply Holdings, Inc., McMaster-Carr Supply Co., Menard, Inc. and W.W. Grainger, Inc.).

Suppliers and Raw Materials

We use a variety of raw materials in the manufacture of our products. Our primary raw materials are steel, copper and polyvinyl chloride ("PVC") resin. We believe that sources for these raw materials are well-established, generally available on world markets and are in sufficient quantity that we may avoid disruption to our business if we encountered an interruption from one of our existing suppliers. Our primary suppliers of steel are ArcelorMittal, AK Steel and Nucor; our primary suppliers of copper are AmRod and Freeport McMoran; and our primary suppliers of PVC resin are Westlake, Formosa and Oxy Vinyls. We strive to maintain strong relationships with our suppliers.

Seasonality

In a typical year, our operating results are impacted by seasonality. Weather can impact the ability to pursue non-residential construction projects at any time of year in any geography, but historically, our slowest quarters have been the first and second fiscal quarters of each fiscal year when frozen ground and cold temperatures in many parts of the country can impede the start and pursuit of construction projects. Sales of our products have historically been higher in the third and fourth quarters of each fiscal year due to favorable weather and longer daylight conditions during these periods. Seasonal variations in operating results may also be significantly impacted by inclement weather conditions, such as cold or wet weather, which can delay construction projects as well as by adverse economic conditions.

Manufacturing

We currently manufacture products in 38 facilities and operate a total footprint of approximately 6 million square feet of manufacturing and distribution space in eight countries. Our headquarters is located in Harvey, Illinois, which is also the location of our largest manufacturing facility. Similar to our distribution footprint, our manufacturing footprint is currently concentrated in the United States, with additional facilities in Australia, Belgium, China, New Zealand, Russia and the United Kingdom.

With respect to our tube and conduit products, we believe we are a technology leader in the in-line galvanizing manufacturing process and have developed specialized equipment that enables us to produce a variety of low-cost high-quality galvanized tube products. Our subsidiary, Allied Tube & Conduit Corporation, or "Allied Tube," developed an in-line

galvanizing technique (Flo-Coat) in which zinc is applied in a continuous process when the tube and pipe are formed. The Flo-Coat galvanizing process provides superior zinc coverage of fabricated metal products for rust prevention and lower cost manufacturing than traditional hot-dip galvanization.

Competition

The industries in which we operate are highly competitive. Our principal competitors range from national manufacturers to smaller regional manufacturers and differ by each of our product lines. We also face competition from manufacturers in Canada, Mexico and several other international markets, depending on the particular product. We believe our customers purchase from us because we provide value through the quality of our products and the timeliness of our delivery. Competition is generally on the basis of product offering, product innovation, quality, service and price.

There are many competitors in each of our segments. The main competitors in each of these segments are listed below:

Electrical Raceway: ABB Ltd., Eaton Corporation plc, nVent Electric plc, Hubbell Incorporated, Zekelman Industries, Inc., Republic Conduit, Inc., Southwire Company, LLC, and Encore Wire Corporation plc

Mechanical Products & Solutions:

- *Metal Framing:* B-Line (part of Eaton Corporation plc), Thomas & Betts (part of ABB Ltd.) and Haydon Corporation
- *Mechanical Tube:* Zekelman Industries, Inc.

Intellectual Property

Patents and other proprietary rights can be important to our business. We also rely on trade secrets, manufacturing know-how, continuing technological innovations, and licensing opportunities to maintain and improve our competitive position. We periodically review third-party proprietary rights, including patents and patent applications, in an effort to avoid infringement of third-party proprietary rights, identify licensing opportunities and monitor the intellectual property claims of others.

We own a portfolio of patents and trademarks. Other than licenses to commercially available third-party software, we do not believe that any of our licenses to third-party intellectual property are material to our business taken as a whole. Patents for individual products extend for varying periods according to the date of patent filing or grant and the legal term of patents in the various countries where patent protection is obtained. We rely on both trademark registration and common law protection for trademarks. Trademark rights may potentially extend indefinitely and are dependent upon national laws and use of the trademarks.

While we consider our patents and trademarks to be valued assets, we do not believe that our competitive position is dependent on patent or trademark protection or that our operations are dependent upon any single patent or group of related patents. We nevertheless face intellectual property-related risks. For more information on these risks, see Item 1A, "Risk Factors—Risks Related to Our Business—We may not be able to adequately protect our intellectual property rights in foreign countries, and we may become involved in intellectual property disputes."

Management of Information Technology Systems

Historically, information technology has not been a significant differentiator for us in our markets, however, we believe that ease of doing business with us will become increasingly important to our growth. Currently, we operate our business using widely commercially available hardware and software products with well-developed support services. In addition to these widely available IT products, we developed a new application for our agents which we believe will improve the overall order entry process. Additionally, during fiscal 2016, we invested more than \$6.0 million and installed and implemented a new general ledger and financial reporting system for the entire Company replacing a number of systems used in various parts of the Company. We have also chosen to migrate our email service and various other information technology services to a cloud computing platform hosted by Microsoft. During fiscal 2019, we completed the implementation of an integrated system for order management, advanced warehouse management, finished goods inventory management and accounts receivable. We have spent over \$15.3 million to date on this project, which went live in the fourth quarter of fiscal 2018.

Employees

As of September 30, 2019, we employed approximately 3,900 total full-time equivalent employees of whom approximately 12% are temporary or contract workers. Our employees are primarily located in the United States, with about 18% employed at our international locations in Australia, Belgium, Canada, China, New Zealand, Russia and the United Kingdom.

As of September 30, 2019, approximately 27% of our employees globally were represented by a union under a collective bargaining agreement. All unions are either located in the United States or Canada with no unions or Worker's Councils at any of our other locations abroad.

From time to time our collective bargaining agreements expire and come up for re-negotiation. Our collective bargaining agreement for our New Bedford Massachusetts facility expired in February 2018, and we successfully negotiated a new agreement which now expires in February 2023. Our Harvey, Illinois Special Metal Processing Facility agreement with the United Steelworkers Union, involving a bargaining unit of 15 employees, expired on November 11, 2018 and we successfully negotiated a new agreement which now expires in November 2022. Our Harvey, Illinois collective bargaining agreement with the United Steelworkers involves nearly 400 represented employees, is set expire in April 2020. We believe our relationship with our employees is good.

Regulatory Matters

Our facilities are subject to various federal, state, local and non-U.S. requirements relating to the protection of human health, safety and the environment. Among other things, these laws govern the use, storage, treatment, transportation, disposal and management of hazardous substances and wastes; regulate emissions or discharges of pollutants or other substances into the air, water, or otherwise into the environment; impose liability for the costs of investigating and remediating, and damages resulting from, present and past releases of hazardous substances and protect the health and safety of our employees.

We have incurred, and expect to continue to incur, capital expenditures in addition to ordinary course costs to comply with applicable current and future environmental, health and safety laws, such as those governing air emissions and wastewater discharges. In addition, government agencies could impose conditions or other restrictions in our environmental permits which increase our costs. These laws are subject to change, which can be frequent and material. More stringent federal, state or local environmental rules or regulations could increase our operating costs and expenses.

The cost of compliance with environmental, health and safety laws and capital expenditures required to meet regulatory requirements is not anticipated to have a material effect on our financial condition, results of operations, cash flows or competitive position.

In October 2013, the State of Illinois filed a complaint against our subsidiary Allied Tube, alleging violations of the Illinois Environmental Protection Act relating to discharges to a storm sewer system that terminates at Allied Tube's Harvey, Illinois manufacturing facility. The State sought an injunction ordering Allied Tube to take immediate corrective action to abate the alleged violations and civil penalties as permitted by applicable law. Allied Tube has reviewed management practices and made improvements to its diesel fuel storage and truck maintenance areas to resolve the State's claims. We entered into a consent order that required Allied Tube to pay a nominal penalty, install base low-flow oil and water separation equipment and take certain additional remedial actions to resolve the State's claims. The installation of the low-flow oil and water separation equipment is complete and certain additional remediation activities are in progress. We do not currently expect that any remaining obligations would have a material effect on our financial condition, results of operations or cash flows.

In August 2014, we received from the Illinois Environmental Protection Agency, or the "IEPA," the terms of a proposed new stormwater discharge permit for our Harvey, Illinois manufacturing facility. Because the facility did not meet the zinc limit set forth in the proposed permit, the Company commenced negotiations with the IEPA to agree upon mutually acceptable discharge limits. During these negotiations, the facility was operating under an extension of the terms of our existing stormwater discharge permit. In October 2016, we received the final permit. A mutually agreed upon compliance plan is part of the permit and we expect to achieve compliance in accordance with a four-year schedule. The compliance plan includes studies to reduce zinc emitted from galvanizing manufacturing operations, implementation of more rigorous management practices, evaluation of the installation of passive/cost effective stormwater treatment and receiving stream studies to determine if a less stringent permit limit will be as protective of the water system as the current permit limit. Given the scope and time frame of the compliance plan, we do not expect that achieving compliance with either the stormwater discharge permit or the plan will have a material effect on our financial condition, results of operations or cash flows.

We received from the City of Phoenix the terms of an industrial wastewater discharge permit renewal that contains more rigorous wastewater discharge limits for our Phoenix, Arizona facility. We do not currently expect that any such obligations would have a material effect on our financial condition, results of operations or cash flows.

We are continually investigating, remediating or addressing contamination at our current and former facilities. For example, we are currently monitoring groundwater contamination at our Wayne, Michigan facility. Future remediation activities may be required to address contamination at or migrating from the Wayne, Michigan site. Many of our current and former facilities have a history of industrial usage for which additional investigation and remediation obligations could arise in the future and which could materially adversely affect our business, financial condition, results of operations or cash flows.

Available Information

We make available free of charge through our website, <http://investors.atkore.com/sec-filings>, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, other reports filed under the Securities Exchange Act of 1934 (“Exchange Act”), and all amendments to those reports simultaneously or as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. Our reports are also available free of charge on the SEC’s website, www.sec.gov. References to our website in this Annual Report on Form 10K do not constitute an incorporation by reference of any of the information found on our website, and such information is not a part of this or any other report we file with or furnish to the SEC.

Item 1A. Risk Factors

You should carefully consider the factors described below, in addition to the other information set forth in this Annual Report on Form 10-K. These risk factors are important to understanding the contents of this Annual Report on Form 10-K and of other reports. Our reputation, business, financial position, results of operations and cash flows are subject to various risks. The risks and uncertainties described below are not the only ones relevant to us. Additional risks and uncertainties not currently known to us or that we currently believe are immaterial may also adversely impact our reputation, business, financial position, results of operations and cash flows.

Risks Related to Our Business

Our business is affected by general business and economic conditions, which could materially and adversely affect our business, financial position, results of operations or cash flows.

Demand for our products is affected by a number of general business and economic conditions. A decline in the United States and international markets in which we operate could materially and adversely affect our business, financial position, results of operations or cash flows. Our profit margins, as well as overall demand for our products, could decline as a result of a large number of factors beyond our control, including economic recessions, changes in end-user preferences, consumer confidence, inflation, availability of credit, fluctuation in interest and currency exchange rates and changes in the fiscal or monetary policies of governments in the regions in which we operate.

During the most recent United States economic recession, which began in the second half of 2007 and continued through June of 2009, demand for our products declined significantly. Another economic downturn in any of the markets we serve may result in a reduction of sales and pricing for our products. If the creditworthiness of our customers declines, we could face increased credit risk and some, or many, of our customers may not be able to pay us amounts when they become due. While the United States recession that began in 2007 has ended and there has been growth in the United States construction markets that we serve, there can be no assurance that any improvement will be sustained or continue.

We cannot predict the duration of current economic conditions, or the timing or strength of any future recovery of activities in our markets. Weakness in the markets in which we operate could have a material adverse effect on our business, financial condition, results of operations or cash flows. We may have to close underperforming facilities from time to time as warranted by general economic conditions and/or weakness in the markets in which we operate. In addition to a reduction in demand for our products, these factors may also reduce the price we are able to charge for our products. This, combined with an increase in excess capacity, could negatively impact our business, financial condition, results of operations or cash flows.

The non-residential construction industry accounts for a significant portion of our business, and the United States non-residential construction industry in recent years experienced a significant downturn followed by a slow recovery. Another downturn could materially and adversely affect our business, financial position, results of operations or cash flows.

Our business is largely dependent on the non-residential construction industry. Approximately 39% of our net sales in fiscal 2019 were directly related to United States new non-residential construction. For new construction, we estimate that our product installation typically lags United States non-residential starts by six to twelve months. The United States non-residential construction industry is cyclical, with product demand based on numerous factors such as availability of credit, interest rates, general economic conditions, consumer confidence and other factors that are beyond our control. United States non-residential construction starts, as reported by Dodge, reached a historic low of 690 million square feet in our fiscal 2010 and increased to 1,140 million square feet in our fiscal 2019, which remains below historical levels. We expect to capitalize on any further recovery in non-residential construction activity over the coming years and potentially drive higher margins by leveraging the scalability of our operations.

From time to time we have been adversely affected in various parts of the country by declines in non-residential building construction starts due to, among other things, changes in tax laws affecting the real estate industry, high interest rates and the level of non-residential construction activity. Continued uncertainty about current economic conditions will continue to pose a risk to our business, financial position, results of operations and cash flows, as participants in this industry may postpone spending in response to tighter credit, negative financial news and/or declines in income or asset values, which could have a continued material negative effect on the demand for our products.

The raw materials on which we depend in our production process may be subject to price increases which we may not be able to pass through to our customers, or to price decreases which may decrease the price levels of our products. As a result, such price fluctuations could materially and adversely affect our business, financial position, results of operations or cash flows.

Our results of operations are impacted by changes in commodity prices, primarily steel, copper and PVC resin. Historically, we have not engaged in material hedging strategies for raw material purchases. Substantially all of the products we sell (such as steel conduit, tubing and framing, copper wiring in our cables, and PVC conduit) are subject to price fluctuations because they are composed primarily of steel, copper or PVC resin, three industrial commodities that are subject to price volatility. This volatility can significantly affect our gross profit. We also watch the market trends of certain other commodities, such as zinc (used in the galvanization process for a number of our products), electricity, natural gas and diesel fuel, as such commodities can be important to us as they impact our cost of sales, both directly through our plant operations and indirectly through transportation and freight expense.

Although, on an aggregate basis in the current year, we have successfully recovered increases in raw material prices through price increases in our products, we may not always be completely successful in managing market fluctuations in the future. In addition, in periods of declining prices for our raw materials we may face pricing pressure from our customers. We generally sell our products on a spot basis (and not under long-term contracts). Any increase in raw material prices that is not offset by an increase in our prices, or our inability to maintain price levels in an environment of declining raw material prices, could materially and adversely affect our business, financial position, results of operations or cash flows.

We operate in a competitive landscape, and increased competition could materially and adversely affect our business, financial position, results of operations or cash flows.

The principal markets that we serve are highly competitive. Competition is based primarily on product offering, product innovation, quality, service and price. Our principal competitors range from national manufacturers to smaller regional manufacturers and differ by each of our product lines. See Item 1, "Business—Competition." Some of our competitors may have greater financial and other resources than we do and some may have more established brand names in the markets we serve. The actions of our competitors may encourage us to lower our prices or to offer additional services or enhanced products at a higher cost to us, which could reduce our gross profit, net income or cash flows or may cause us to lose market share. Any of these consequences could materially and adversely affect our business, financial position, results of operations or cash flows.

Our operating results are sensitive to the availability and cost of freight and energy, such as diesel fuel and electricity, which are important in the manufacture and transport of our products.

Our operating costs increase when freight or energy costs rise. During periods of increasing freight and energy costs, we might not be able to fully recover our operating cost increases through price increases without reducing demand for our products. The cost of fuel is largely unpredictable and has fluctuated significantly in recent years, reaching historically high levels at times. Fuel availability, as well as pricing, is also impacted by political and economic factors that are beyond our control.

In addition, we are dependent on third-party freight carriers to transport many of our products. Our access to third-party freight carriers is not guaranteed, and we may be unable to transport our products at economically attractive rates in certain circumstances, particularly in cases of adverse market conditions or disruptions to transportation infrastructure. Similarly, increasing energy costs, in particular, the cost of diesel fuel, could put a strain on the transportation of materials and products if it forces certain transporters to close. Our business, financial position, results of operations or cash flows could be materially and adversely affected if we are unable to pass all of the cost increases on to our customers, if we are unable to obtain the necessary energy supplies or if freight carrier capacity in our geographic markets were to decline significantly or otherwise become unavailable.

Our business, financial position, results of operations or cash flows could be materially and adversely affected by the level of similar product imports into the United States, as well as U.S. trade policy and practices.

A substantial portion of our revenue is generated through our operations in the United States. Although we have not been substantially impacted by imports historically, imports of products similar to those manufactured by us may reduce the volume of products sold by domestic producers and depress the selling prices of our products and those of our competitors.

We believe import levels are affected by, among other things, overall worldwide product demand, the trade practices of the U.S. and foreign governments, the cost of freight, the challenges involved in shipping, government subsidies to foreign producers and governmentally imposed trade restrictions, such as quotas, tariffs, and other trade barriers in the United States. Increased imports of products similar to those manufactured by us in the United States could materially and adversely affect our business, financial position, results of operations or cash flows.

We are indirectly subject to regulatory changes that may affect demand for our products.

The market for certain of our products is influenced by federal, state, local and international governmental regulations and trade policies (such as the American Recovery and Reinvestment Act of 2009, Underwriters Laboratories, National Electric Code and American Society of Mechanical Engineers) as well as other policies, including those imposed on the non-residential construction industry (such as the National Electrical Code and corresponding state and local laws based on the National Electrical Code). These regulations and policies are subject to change. In the event that there would be changes in the National Electrical Code and any similar state, local or non-U.S. laws, including changes that would allow for alternative products to be used in the non-residential construction industry or that would render less restrictive or otherwise reduce the current requirements under such laws and regulations, the scope of products that would serve as alternatives to products we produce would increase. As a result, competition in the industries in which we operate could increase, with a potential corresponding decrease in the demand for our products. In addition, in the event that changes in such laws would render current requirements more restrictive, we may be required to change our products or production processes to meet such increased restrictions, which could result in increased costs and cause us to lose market share. Any changes to such regulations, laws and policies could materially and adversely affect our business, financial position, results of operations or cash flows.

Recent and future tax legislation could materially impact our business.

On December 22, 2017, President Trump signed the Tax Cuts and Jobs Act of 2017 ("TCJA"), which reformed major aspects of the U.S. federal income tax laws affecting the Company. The impact of the legislation could change as we analyze and apply additional regulations or guidance. In addition, other changes in international and domestic tax laws, including the reaction by states to the corporate tax changes in the TCJA, and changes in tax law enforcement, could negatively impact our tax provision, cash flow, and/or tax related balance sheet amounts.

Changes in U.S. tax law could have broader implications, including impacts to the economy, currency markets, inflation environment, consumer behavior, and/or competitive dynamics, which are difficult to predict, and may positively or negatively impact our business, financial position, results of operations or cash flows.

Our results of operations could be adversely affected by weather.

Although weather patterns affect our operating results throughout the year, adverse weather historically has reduced construction activity in our first and second fiscal quarters. In contrast, our highest volume of net sales historically has occurred in our third and fourth fiscal quarters.

Most of our businesses experience seasonal variation as a result of the dependence of our customers on suitable weather to engage in construction projects. Generally, during the winter months, construction activity declines due to inclement weather, frozen ground and shorter daylight hours. In addition, to the extent that hurricanes, severe storms, floods, other natural disasters or similar events occur in the geographic regions in which we operate, our results of operations may be adversely affected. We anticipate that fluctuations of our operating results from period to period due to seasonality will continue in the future.

We may need to raise additional capital, and we cannot be sure that additional financing will be available.

To satisfy existing obligations and support the development of our business, we depend on our ability to generate cash flow from operations and to borrow funds and issue securities in the capital markets. We may require additional financing for liquidity, capital requirements or growth initiatives. We may not be able to obtain financing on terms and at interest rates that are favorable to us or at all. Any inability by us to obtain financing in the future could materially and adversely affect our business, financial position, results of operations or cash flows.

The indemnification provisions of acquisition agreements by which we have acquired companies may not fully protect us and as a result we may face unexpected liabilities.

Certain of the acquisition agreements by which we have acquired companies require the former owners to indemnify us against certain liabilities related to the operation of the company before we acquired it. In most of these agreements, however, the liability of the former owners is limited and former owners may be unable to meet their indemnification responsibilities. We cannot assure you that these indemnification provisions will protect us fully or at all, and as a result we may face unexpected liabilities that could adversely affect our financial position, results of operations or cash flows.

We have incurred and continue to incur significant costs to comply with current and future environmental, health and safety laws and regulations, and our operations expose us to the risk of material environmental, health and safety liabilities and obligations.

We are subject to numerous federal, state, local and non-U.S. environmental, health and safety laws governing, among other things, the generation, use, storage, treatment, transportation, disposal and management of hazardous substances and wastes, emissions or discharges of pollutants or other substances into the environment, investigation and remediation of, and damages resulting from, releases of hazardous substances and the health and safety of our employees. We have incurred, and expect to continue to incur, capital expenditures in addition to ordinary course costs to comply with applicable current and future environmental, health and safety laws, such as those governing air emissions and wastewater discharges. In addition, government agencies could impose conditions or other restrictions in our environmental permits which increase our costs. These laws are subject to change, which can be frequent and material. More stringent federal, state or local environmental rules or regulations could increase our operating costs and expenses. Furthermore, our operations are governed by the United States Occupational Safety and Health Administration, or "OSHA." OSHA regulations may change in a way that increases our costs of operations. Our failure to comply with applicable environmental, health and safety laws and permit requirements could result in civil or criminal fines or penalties, enforcement actions, and regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures such as the installation of pollution control equipment, which could materially and adversely affect our business, financial position, results of operations or cash flows.

From time to time, we may be held liable for the costs to address contamination at any real property we have ever owned, operated or used as a disposal site. We are currently, and may in the future be, required to investigate, remediate or otherwise address contamination at our current or former facilities. Many of our current and former facilities have a history of industrial usage for which additional investigation, remediation or other obligations could arise in the future and that could materially and adversely affect our business, financial position, results of operations or cash flows. For example, as we sell, close or otherwise dispose of facilities, we may need to address environmental issues at such sites, including any previously unknown contamination.

We could be subject to third-party claims for property damage, personal injury and nuisance or otherwise as a result of violations of, or liabilities under, environmental, health or safety laws or in connection with releases of hazardous or other

materials at any current or former facility. We could also be subject to environmental indemnification or other claims in connection with assets and businesses that we have divested.

We cannot assure you that any costs relating to future capital and operating expenditures to maintain compliance with environmental, health and safety laws, as well as costs to address contamination or environmental claims, will not exceed any current estimates or adversely affect our business, financial position, results of operations or cash flows. In addition, any unanticipated liabilities or obligations arising, for example, out of discovery of previously unknown conditions or changes in law or enforcement policies, could materially and adversely affect our business, financial position, results of operations or cash flows.

We rely on a few customers for a significant portion of our net sales, and the loss of those customers could materially and adversely affect our business, financial position, results of operations or cash flows.

Certain of our customers, in particular buying groups representing consortia of independent electrical distributors, national electrical distributors, OEMs, data centers and medical center general contractors are material to our business, financial position, results of operations and cash flows because they account for a significant portion of our net sales. In fiscal 2019, although no single customer accounted for more than 10% of our net sales, our ten largest customers (including buyers and distributors in buying groups) accounted for approximately 33% of our net sales. Our percentage of sales to our major customers may increase if we are successful in pursuing our strategy of broadening the range of products we sell to existing customers. In such an event, or in the event of any consolidation in certain segments we serve, including retailers selling building products, our sales may be increasingly sensitive to deterioration in the financial condition of, or other adverse developments with respect to, one or more of our top customers. Our top customers may also be able to exert influences on us with respect to pricing, delivery, payment or other terms.

A significant asset included in our working capital is accounts receivable from customers. As of September 30, 2019, no single customer represented more than 10% of the Company's accounts receivable balance. As of September 30, 2018, one customer, Sonepar Management US, Inc., represented 11% of the Company's accounts receivable balance. See Note 20, "Segment Information" to the accompanying consolidated financial statements included elsewhere in this Annual Report. If customers responsible for a significant amount of accounts receivable become insolvent or otherwise unable to pay for products and services, or become unwilling or unable to make payments in a timely manner, our business, financial position, results of operations or cash flows could be materially and adversely affected. A significant deterioration in the economy could have an adverse effect on the servicing of these accounts receivable, which could result in longer payment cycles, increased collection costs and defaults in excess of management's expectations. Deterioration in the credit quality of several major customers at the same time could materially and adversely affect our business, financial position, results of operations or cash flows.

In general, we do not have long-term contracts with our customers. As a result, although our customers periodically provide indications of their product needs and purchases, they generally purchase our products on an order-by-order basis, and the relationship, as well as particular orders, can be terminated at any time. The loss or bankruptcy of, or significant decrease in business from, any of our major customers could materially and adversely affect our business, financial position, results of operations or cash flows.

Our working capital requirements could result in us having lower cash available for, among other things, capital expenditures and acquisition financing.

Our working capital needs fluctuate based on economic activity and the market prices for our main raw materials, which are predominantly steel, copper and PVC resin. We require significant working capital to purchase these raw materials and sell our products efficiently and profitably to our customers. We are typically obligated to pay for our raw material purchases within 10 and 60 days of receipt, while we generally collect cash from the sale of manufactured products between 30 to 60 days from the point at which title and risk of loss transfers. If our working capital requirements increase and we are unable to finance our working capital on terms and conditions acceptable to us, we may not be able to obtain raw materials to respond to customer demand, which could result in a loss of sales. Our average working capital days during fiscal 2019 was 66 days.

If our working capital needs increase, the amount of liquidity we have at our disposal to devote to other uses will decrease. A decrease in liquidity could, among other things, limit our flexibility, including our ability to make capital expenditures and to complete acquisitions that we have identified, thereby materially and adversely affecting our business, financial condition, results of operations and cash flows.

Work stoppages and other production disruptions may adversely affect our operations and impair our financial performance.

As of September 30, 2019, approximately 27% of our employees in the United States and Canada were represented with a collective bargaining agreement by labor unions. A work stoppage or other interruption of production could occur at our facilities as a result of disputes under existing collective bargaining agreements with labor unions or in connection with negotiations of new collective bargaining agreements, as a result of supplier financial distress, or for other reasons. A work stoppage or interruption of production at our facilities, due to labor disputes, shortages of supplies or any other reason could materially and adversely affect our business, financial position, results of operations or cash flows. See Item 1, "Business—Employees."

If we are unable to hire, engage and retain key personnel, our business, financial position, results of operations or cash flows could be materially and adversely affected.

We are dependent, in part, on our continued ability to hire, engage and retain key employees at our operations around the world. Additionally, we rely upon experienced managerial, marketing and support personnel to effectively manage our business and to successfully promote our wide range of products. If we do not succeed in engaging and retaining key employees and other personnel, or if we do not succeed in facilitating transitions of new key personnel, we may be unable to meet our objectives and, as a result, our business, financial position, results of operations or cash flows could be materially and adversely affected.

We have financial obligations relating to pension plans that we maintain in the United States.

We provide pension benefits through a number of noncontributory and contributory defined benefit retirement plans covering eligible United States employees. As of September 30, 2019, we estimated that our pension plans were underfunded by approximately \$35 million. The funded status represents five plans, all of which are frozen and do not accrue any additional service cost. As such, the funded status is primarily impacted by the performance of the underlying assets supporting the plan and changes in interest rates or other factors, which may trigger additional cash contributions. Our pension obligation is calculated annually and is based on several assumptions, including then-prevailing conditions, which may change from year to year. If in any year our assumptions are inaccurate, we could be required to expend greater amounts than anticipated.

Unplanned outages at our facilities and other unforeseen disruptions could materially and adversely affect our business, financial position, results of operations or cash flows.

Our business depends on the operation of our manufacturing and distribution facilities. It is possible that we could experience prolonged periods of reduced production or distribution capacity due to interruptions in the operations of our facilities or those of our key suppliers. It is also possible that operations may be disrupted due to other unforeseen circumstances such as power outages, explosions, fires, floods, accidents and severe weather conditions. Availability of raw materials and delivery of products to customers could be affected by logistical disruptions. To the extent that lost production or distribution capacity could not be compensated for at unaffected facilities and depending on the length of the outage, our sales and production costs could be adversely affected.

We rely on the efforts of agents and distributors to generate sales of our products.

We utilize various third-party agents and distributors to market, sell and distribute our products and to directly interface with our customers and end-users by providing customer service and support. No single agent or distributor accounts for a material percentage of our annual net sales. We do not have long-term contracts with our third-party agents and distributors, who could cease offering our products. In addition, many of our third-party agents and distributors with whom we transact business also offer the products of our competitors to our ultimate customers and they could begin offering our products with less prominence. The loss of a substantial number of our third-party agents or distributors or a dramatic deviation from the amount of sales they generate, including due to an increase in their sales of our competitors' products, could reduce our sales and could materially and adversely affect our business, financial position, results of operations or cash flows.

Interruptions in the proper functioning of our information technology, or "IT" systems, including from cybersecurity threats, could disrupt operations and cause unanticipated increases in costs or decreases in revenues, or both.

We use our information systems to, among other things, manage our manufacturing operations, manage inventories and accounts receivable, make purchasing decisions and monitor our results of operations, and process, transmit and store sensitive electronic data, including employee, supplier and customer records. As a result, the proper functioning of our IT systems is critical to the successful operation of our business. Our information systems include proprietary systems developed and maintained by us. In addition, we depend on IT systems of third parties, such as suppliers, retailers and OEMs to, among other things, market and distribute our products, develop new products and services, operate our website, host and manage our services, store data, process transactions, respond to customer inquiries and manage inventory and our supply chain. Although our IT systems are protected through physical and software safeguards and remote processing capabilities exist, our IT systems or those of third parties whom we depend upon are still vulnerable to natural disasters, power losses, unauthorized access, telecommunication failures and other problems. If critical proprietary or third-party IT systems fail or are otherwise unavailable, including as a result of system upgrades and transitions, our ability to process orders, track credit risk, identify business opportunities, maintain proper levels of inventories, collect accounts receivable, pay expenses and otherwise manage our business would be adversely affected.

Cyber incidents can result from deliberate attacks or unintentional events. These incidents can include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity attacks in particular are becoming more sophisticated and include, but are not limited to, malicious software, attempts to gain unauthorized access to data (either directly or through our vendors) and other electronic security breaches. Despite our security measures, our IT systems and infrastructure or those of our third parties may be vulnerable to such cyber incidents. The result of these incidents could include, but are not limited to, disrupted operations, misstated or misappropriated financial data, theft of our intellectual property or other confidential information (including of our customers, suppliers and employees), liability for stolen assets or information, increased cyber security protection costs and reputational damage adversely affecting customer or investor confidence. In addition, if any information about our customers, including payment information, were the subject of a successful cybersecurity attack against us, we could be subject to litigation or other claims by the affected customers. We have incurred costs and may incur significant additional costs in order to implement the security measures we feel are appropriate to protect our IT systems.

We may be required to recognize goodwill, intangible assets or other long-lived asset impairment charges.

As of September 30, 2019, we had goodwill of \$186.2 million, intangible assets of \$285.7 million, and other long-lived assets of \$265.5 million. Goodwill and indefinite-lived intangible assets are not amortized and are subject to impairment testing at least annually. Future events, such as declines in our cash flow projections or customer demand, may cause impairments of our goodwill or long-lived assets based on factors such as the price of our common stock, projected cash flows, assumptions used, control premiums or other variables.

In addition, if we divest long-lived assets at prices below their asset value, we must write them down to fair value resulting in long-lived asset impairment charges, which could adversely affect our financial position or results of operations. For example, in fiscal 2015 we recorded asset impairments of \$27.9 million primarily related to our announced Fence and Sprinkler exit. See Note 14, "Goodwill and Intangible Assets" to the accompanying consolidated financial statements included elsewhere in this Annual Report. We cannot accurately predict the amount and timing of any impairment of assets, and we may be required to recognize goodwill or other asset impairment charges which could materially and adversely affect our results of operations. See Item 8, "Financial Statements and Supplementary Data—Report of Independent Registered Public Accounting Firm—Critical Accounting Matter."

We are subject to certain safety and labor risks associated with the manufacture and testing of our products.

As of September 30, 2019, we employed approximately 3,900 total full-time equivalent employees, a significant percentage of whom work at our 38 manufacturing facilities. Our business involves complex manufacturing processes and there is a risk that an accident resulting in property damage, personal injury or death could occur in one of our facilities. In addition, prior to the introduction of new products, our employees test such products under rigorous conditions, which could potentially result in injury or death. The outcome of any personal injury, wrongful death or other litigation is difficult to assess or quantify and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith or negative effects on employee morale, could have a negative effect on our business, financial position, results of operations or cash flows. In addition, any accident could result in manufacturing or product delays, which could negatively affect our

business, financial position, results of operations or cash flows. See Item 8, “Financial Statements and Supplementary Data—Report of Independent Registered Public Accounting Firm—Critical Accounting Matter.

The nature of our business exposes us to product liability, construction defect and warranty claims and litigation as well as other legal proceedings, which could materially and adversely affect our business, financial position, results of operations or cash flows.

We are exposed to construction defect and product liability claims relating to our various products if our products do not meet customer expectations. Such claims and liabilities may arise out of the quality of raw materials or component parts we purchase from third-party suppliers, over which we do not have direct control, or due to our fabrication, assembly, or damage in shipment of our products. In addition, we warrant certain of our products to be free of certain defects and could incur costs related to paying warranty claims in connection with defective products. We cannot assure you that we will not experience material losses or that we will not incur significant costs to defend or pay for such claims.

While we currently maintain insurance coverage to address a portion of these types of liabilities, we cannot make assurances that we will be able to obtain such insurance on acceptable terms in the future, if at all, or that any such insurance will provide adequate coverage against potential claims. Further, while we intend to seek indemnification against potential liability for product liability claims from relevant parties, we cannot guarantee that we will be able to recover under any such indemnification agreements. Any claims that result in liability exceeding our insurance coverage and rights to indemnification by third parties could materially and adversely affect our business, financial position, results of operations or cash flows. Product liability claims can be expensive to defend and can divert the attention of management and other personnel for significant time periods, regardless of the ultimate outcome. For example, certain of our subsidiaries have been named as defendants in product liability law suits claiming that our ABF II anti-microbial coated sprinkler pipe allegedly caused environmental stress cracking in chlorinated PVC pipe. See Note 17, "Commitments and Contingencies" to the accompanying consolidated financial statements included elsewhere in this Annual Report. An unsuccessful product liability defense could be highly costly and accordingly result in a decline in revenues and profitability.

From time to time, we are also involved in government inquiries and investigations, as well as consumer, employment, tort proceedings and other litigation. We cannot predict with certainty the outcomes of these legal proceedings and other contingencies. The outcome of some of these legal proceedings and other contingencies could require us to take actions which would adversely affect our operations or could require us to pay substantial amounts of money. Additionally, defending against these lawsuits and proceedings may involve significant expense and diversion of management's attention and resources from other matters.

We may not be able to adequately protect our intellectual property rights in foreign countries, and we may become involved in intellectual property disputes.

Our use of contractual provisions, confidentiality procedures and agreements, and patent, trademark, copyright, unfair competition, trade secret and other laws to protect our intellectual property and other proprietary rights may not be adequate. We have registered intellectual property (mainly trademarks and patents) in more than 84 countries. Because of the differences in foreign trademark, patent and other intellectual property or proprietary rights laws, we may not receive the same protection in foreign countries as we would in the United States.

Litigation may be necessary to enforce our intellectual property rights or to defend against claims by third parties that our products infringe their intellectual property rights. Any litigation or claims brought by or against us could result in substantial costs and diversion of our resources. A successful intellectual property infringement suit against us could prevent us from manufacturing or selling certain products in a particular area, which could materially and adversely affect our business, financial position, results of operations or cash flows.

We face risks relating to doing business internationally that could materially and adversely affect our business, financial position, results of operations or cash flows.

Our business operates and serves customers in certain foreign countries, including Australia, Belgium, Canada, China, New Zealand, Russia and the United Kingdom. There are certain risks inherent in doing business internationally, including:

- economic volatility and sustained economic downturns;
- difficulties in enforcing contractual and intellectual property rights;
- currency exchange rate fluctuations and currency exchange controls;
- import or export restrictions, sanctions and changes in trade regulations;
- difficulties in developing, staffing, and simultaneously managing a number of foreign operations as a result of distance;
- issues related to occupational safety and adherence to local labor laws and regulations;
- potentially adverse tax developments;
- longer payment cycles;
- exposure to different legal standards;
- political or social unrest, including terrorism;
- risks related to government regulation and uncertain protection and enforcement of our intellectual property rights;
- the presence of corruption in certain countries; and
- higher than anticipated costs of entry.

One or more of these factors could materially and adversely affect our business, financial position, results of operations or cash flows.

Changes in foreign laws and legal systems could materially impact our business.

Evolving foreign laws and legal systems, including those that may occur as a result of the United Kingdom's likely withdrawal from the European Union ("Brexit") may adversely affect global economic and market conditions and could contribute to volatility in the foreign exchange markets. Brexit may also adversely affect our revenues and could subject us to new regulatory costs and challenges, in addition to other adverse effects that we are unable to effectively anticipate. The effects of Brexit will depend on agreements, if any, the United Kingdom makes to retain access to markets in the European Union either during a transitional period or more permanently. Brexit creates an uncertain political and economic environment in the United Kingdom and potentially across other countries in the European Union for the foreseeable future, including while the terms of Brexit are being negotiated, and such uncertainties could impair or limit our ability to transact business in the European Union.

Our inability to introduce new products effectively or implement our innovation strategies could adversely affect our ability to compete.

We continually seek to develop products and solutions that allow us to stay at the forefront of the needs of the Electrical Raceway and MP&S markets. The success of new products depends on a variety of factors, including but not limited to, timely and successful product development, the effective consummation of strategic acquisitions, market acceptance and demand, competitive response, protection of associated intellectual property and avoidance of third-party infringement of the Company's intellectual property, our ability to manage risks associated with product life cycles, the effective management of inventory and purchase commitments, the availability and cost of raw materials and the quality of our initial products during the initial period of introduction. Some of the foregoing factors are beyond our control and we cannot fully predict the ultimate success of the introduction of new products, especially in the early stages of innovation. In introducing new products and implementing our innovation strategies, any delays, unexpected costs, diversion of resources, loss of key employees or other setbacks could materially and adversely affect our business, financial position, results of operations or cash flows.

The majority of our net sales are credit sales that are made primarily to customers whose ability to pay is dependent, in part, upon the economic strength of the industries and geographic areas in which they operate, and the failure to collect monies owed from customers could adversely affect our business, financial position, results of operations or cash flows.

The majority of our net sales are facilitated through the extension of credit to our customers, whose ability to pay is dependent, in part, upon the economic strength of the industries and geographic areas in which they operate. We offer credit to customers, either through unsecured credit that is based solely upon the creditworthiness of the customer, or secured credit for materials sold for a specific job where the security lies in lien rights associated with the material going into the job. The type of credit offered depends both on the financial strength of the customer and the nature of the business in which the customer is involved. End users, resellers and other non-contractor customers generally purchase more on unsecured credit than secured credit. The inability of our customers to pay off their credit lines in a timely manner, or at all, would adversely affect our business, financial condition, results of operations and cash flows. Furthermore, our collections efforts with respect to non-paying or slow-paying customers could negatively impact our customer relations going forward.

Because we depend on the creditworthiness of our customers, if the financial condition of our customers declines, our credit risk could increase. Significant contraction in our markets, coupled with tightened credit availability and financial institution underwriting standards, could adversely affect certain of our customers. Should one or more of our larger customers declare bankruptcy, it could adversely affect the collectibility of our accounts receivable, bad debt reserves and net income.

Our business, financial position or results of operations could be materially and adversely affected by the ability to import raw materials, component parts and/or finished goods from existing suppliers and otherwise without government regulations or restrictions incremental to those borne by the business today.

Our business, financial position or results of operations could be materially and adversely affected by our inability to continue importing raw materials, component parts and/or finished goods under the regulatory regime applicable to our business. Although we seek to have alternate sources and recover increases in input costs through price increases in our products, regulatory changes or other governmental actions could result in the need to change suppliers or incur cost increases that cannot, in the short term, or in some cases even the long term, be offset by our prices. Such changes could reduce our gross profit, net income and cash flow. Any of these consequences could materially and adversely affect our business, financial position, results of operations or cash flows.

In connection with acquisitions, joint ventures or divestitures, we may become subject to liabilities and required to issue additional debt or equity.

In connection with any acquisitions or joint ventures, we may acquire liabilities such as legal claims, including but not limited to third-party liability and other tort claims; claims for breach of contract; employment-related claims; environmental liabilities, conditions or damage; permitting, regulatory or other compliance with law issues; liability for hazardous materials; or tax liabilities. If we acquire any of these liabilities and they are not adequately covered by insurance or an enforceable indemnity or similar agreement from a creditworthy counterparty, we may be responsible for significant out-of-pocket expenditures. In connection with any divestitures, we may incur liabilities for breaches of representations and warranties or failure to comply with operating covenants under any agreement for a divestiture. In addition, we may have to indemnify a counterparty in a divestiture for certain liabilities of the subsidiary or operations subject to the divestiture transaction. These liabilities, if they materialize, could materially and adversely affect our business, financial position, results of operations or cash flows.

In addition, if we were to undertake a substantial acquisition for cash, the acquisition would likely need to be financed in part through additional financing from banks, through public offerings or private placements of debt or equity securities or through other arrangements. Such acquisition financing might decrease our ratio of earnings to fixed charges and adversely affect other leverage criteria and our credit rating. We cannot assure you that the necessary acquisition financing would be available to us on acceptable terms if and when required. Moreover, acquisitions financed through the issuance of equity securities could cause our stockholders to experience dilution.

We may be unable to identify, acquire, close or integrate acquisition targets successfully.

Acquisitions are a component of our growth strategy; however, there can be no assurance that we will be able to continue to grow our business through acquisitions as we have done historically or that any businesses acquired will perform in accordance with expectations or that business judgments concerning the value, strengths and weaknesses of businesses acquired will prove to be correct. We will continue to analyze and evaluate the acquisition of strategic businesses or product lines with the potential to strengthen our industry position or enhance our existing product offering. We cannot assure you that we will identify or successfully complete transactions with suitable acquisition candidates in the future, nor can we assure you that completed acquisitions will be successful. If an acquired business fails to operate as anticipated or cannot be successfully integrated with our existing business, our business, financial condition, results of operations or cash flows could be materially and adversely affected.

As a result of our international operations, we could be adversely affected by violations of the United States Foreign Corrupt Practices Act and similar foreign anti-corruption laws.

The United States Foreign Corrupt Practices Act, or the "FCPA," and similar foreign anti-corruption laws generally prohibit companies and their intermediaries from making improper payments or providing anything of value to influence foreign government officials for the purpose of obtaining or retaining business or obtaining an unfair advantage. Recent years have seen a substantial increase in the global enforcement of anti-corruption laws, with more frequent voluntary self-disclosures by companies, aggressive investigations and enforcement proceedings by both the United States Department of Justice and the United States Securities and Exchange Commission, or the "SEC," resulting in record fines and penalties, increased enforcement activity by non-U.S. regulators, and increases in criminal and civil proceedings brought against companies and individuals.

We have operations in Australia, Belgium, Canada, China, New Zealand, Russia and the United Kingdom and sell our products in many additional countries. As we acquire additional businesses, we often become responsible for such businesses' prior violations of anti-corruption laws, if any. Our internal policies provide for compliance with all applicable anti-corruption laws for us, third-party representatives, distributors and our joint venture operations. Our continued operation and expansion outside the United States, including in developing countries, could increase the risk of such violations in the future. Despite our training and compliance programs, we cannot assure you that our internal control policies and procedures always will protect us from unauthorized reckless or criminal acts committed by our employees, agents or joint venture partners. In the event that we believe or have reason to believe that our employees, agents or distributors have or may have violated applicable anti-corruption laws, including the FCPA, we may be required to investigate or have outside counsel investigate the relevant facts and circumstances, which can be expensive and require significant time and attention from senior management. Violations of these laws may result in severe criminal or civil sanctions, which could disrupt our business and result in a material adverse effect on our business, financial condition, results of operations or cash flows.

Regulations related to "conflict minerals" may force us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers.

As a public company, we are subject to the requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the "Dodd-Frank Act." The SEC has adopted requirements under the Dodd-Frank Act for companies that use certain minerals and metals, known as conflict minerals, in their products, whether or not these products are manufactured by third parties. These requirements require companies to conduct due diligence and disclose whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries. There are costs associated with complying with these disclosure requirements, including for efforts to determine the sources of conflict minerals used in our products and other potential changes to products, processes or sources of supply as a consequence of such verification activities. In addition, compliance with these requirements could adversely affect the sourcing, supply and pricing of materials used in those products and we may face reputational challenges if we are unable to verify the origins for all "conflict minerals" used in products through the procedures we have implemented. We may also encounter challenges to satisfy customers that may require all of the components of products purchased to be certified as conflict free. If we are not able to meet customer requirements, customers may choose to disqualify us as a supplier.

Anti-terrorism measures and other disruptions to the raw material supply network could impact our operations.

Our ability to provide efficient distribution of products to our customers is an integral component of our overall business strategy. In the aftermath of terrorist attacks in the United States, federal, state and local authorities have implemented and continue to implement various security measures that affect the raw material supply network in the United States and abroad. If security measures disrupt or impede the receipt of sufficient raw materials, we may fail to meet the needs of our customers or may incur increased expenses to do so.

Risks Related to Our Indebtedness

Our indebtedness may adversely affect our financial health.

As of September 30, 2019, we had approximately \$851.4 million of total long-term consolidated indebtedness outstanding (including current portion) under AII's credit facilities ("Credit Facilities"), which consist of: (i) an asset-based credit facility ("ABL Credit Facility"); and (ii) the first lien term loan facility (the "First Lien Term Loan Facility"). As of September 30, 2019, AII had \$301.9 million of available borrowing capacity under the ABL Credit Facility and there were no outstanding borrowings (excluding \$10.5 million of letters of credit issued under the facility). Our indebtedness could have important consequences to you. Because of our indebtedness:

- our ability to obtain additional financing for working capital, capital expenditures, acquisitions, debt service requirements or general corporate purposes and our ability to satisfy our obligations with respect to our indebtedness may be impaired in the future;
- a large portion of our cash flow from operations must be dedicated to the payment of principal and interest on our indebtedness, thereby reducing the funds available to us for other purposes;
- we are exposed to the risk of increased interest rates because a significant portion of our borrowings are at variable rates of interest;
- it may be more difficult for us to satisfy our obligations to our creditors, resulting in possible defaults on, and acceleration of, such indebtedness;
- we may be more vulnerable to general adverse economic and industry conditions;
- we may be at a competitive disadvantage compared to our competitors with proportionately less indebtedness or with comparable indebtedness on more favorable terms and, as a result, they may be better positioned to withstand economic downturns;
- our ability to refinance indebtedness may be limited or the associated costs may increase;
- our flexibility to adjust to changing market conditions and ability to withstand competitive pressures could be limited; and
- we may be prevented from carrying out capital spending and restructurings that are necessary or important to our growth strategy and efforts to improve our operating margins.

Despite our indebtedness levels, we and our subsidiaries may incur substantially more indebtedness, which may increase the risks created by our indebtedness.

We and our subsidiaries may incur substantial additional indebtedness in the future. The terms of the credit agreements governing the Credit Facilities do not fully prohibit our subsidiaries from incurring additional debt. If our subsidiaries are in compliance with certain coverage ratios set forth in the agreements governing the Credit Facilities, they may be able to incur substantial additional indebtedness, which may increase the risks created by our current indebtedness. Subject to certain conditions and without the consent of the then existing lenders, the loans under the First Lien Term Loan Facility may be expanded (or a new term loan facility, revolving credit facility or letter of credit facility added) by up to \$235.0 million, plus an additional amount not to exceed specified coverage ratios. In addition, subject to certain conditions and without the consent of the then existing lenders, the loans under the ABL Credit Facility may be expanded by up to \$100 million, and the credit agreements governing the Credit Facilities allow for up to \$50.0 million of second lien facilities, plus an additional amount not to exceed a specified leverage ratio. As of September 30, 2019, we were able to borrow an additional \$301.9 million under the ABL Credit Facility.

Increases in interest rates would increase the cost of servicing our indebtedness and could reduce our profitability.

A significant portion of our outstanding indebtedness bears interest or will bear interest at variable rates. As a result, increases in interest rates would increase the cost of servicing our indebtedness and could materially and adversely affect our business, financial position, results of operations or cash flows. As of September 30, 2019, LIBOR exceeded 1.00%; therefore, each one percentage point change in interest rates would have resulted in a change of approximately \$8.6 million in the annual interest expense on the First Lien Term Loan Facility. As of September 30, 2019, assuming availability was fully utilized, each one percentage point change in interest rates would have resulted in a change of approximately \$3.3 million in annual interest expense on the ABL Credit Facility. Additionally, if the ABL Credit Facility were fully utilized, the margin we pay on borrowings would increase by 0.50% from the current level and we would incur additional interest expense of \$1.6 million. The impact of increases in interest rates could be more significant for us than it would be for some other companies because of our indebtedness, thereby affecting our profitability.

Further, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, has announced that it intends to stop encouraging or compelling banks to submit rates for the calculation of LIBOR rates after 2021 ("FCA Announcement"). The FCA Announcement indicates that the continuation of LIBOR on the current basis is not guaranteed after 2021 and, based on the foregoing, it appears likely that LIBOR will be discontinued or modified by 2021. It is not possible to predict the effect the FCA Announcement, any discontinuation, modification or other reforms to LIBOR or the establishment of alternative reference rates may have on LIBOR. Furthermore, the use of alternative reference rates or other reforms could adversely affect the interest rates payable under our current and/or future indebtedness bearing interest at variable rates.

A lowering or withdrawal of the ratings, outlook or watch assigned to our indebtedness by rating agencies may increase our future borrowing costs and reduce our access to capital.

Our indebtedness currently has a non-investment grade rating, and any rating, outlook or watch assigned could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, current or future circumstances relating to the basis of the rating, outlook or watch, such as adverse changes to our business, so warrant. Any future lowering of our ratings, outlook or watch likely would make it more difficult or more expensive for us to obtain additional debt financing.

The agreements and instruments governing our indebtedness contain restrictions and limitations that could significantly impact our ability to operate our business.

The Credit Facilities contain covenants that, among other things, restrict the ability of AII and its subsidiaries to:

- incur additional indebtedness and create liens;
- pay dividends and make other distributions or to purchase, redeem or retire capital stock;
- purchase, redeem or retire certain junior indebtedness;
- make loans and investments;
- enter into agreements that limit AII's or its subsidiaries' ability to pledge assets or to make distributions or loans to us or transfer assets to us;
- sell assets;
- enter into certain types of transactions with affiliates;
- consolidate, merge or sell substantially all assets;
- make voluntary payments or modifications of junior indebtedness; and
- enter into lines of business.

The restrictions in the Credit Facilities may prevent us from taking actions that we believe would be in the best interest of our business and may make it difficult for us to execute our business strategy successfully or effectively compete with companies that are not similarly restricted. We may also incur future debt obligations that might subject us to additional restrictive covenants that could affect our financial and operational flexibility. Additionally, we may be required to make accelerated payments due to the covenants and restrictions contained in the Credit Facilities. We may be unable to refinance our indebtedness, at maturity or otherwise, on terms acceptable to us or at all.

The ability of AII to comply with the covenants and restrictions contained in the Credit Facilities may be affected by economic, financial and industry conditions beyond our control including credit or capital market disruptions. The breach of any of these covenants or restrictions could result in a default that would permit the applicable lenders to declare all amounts outstanding thereunder to be due and payable, together with accrued and unpaid interest. If we are unable to repay indebtedness, lenders having secured obligations, such as the lenders under the Credit Facilities, could proceed against the collateral securing the indebtedness. In any such case, we may be unable to borrow under the Credit Facilities and may not be able to repay the amounts due under such facilities. This could materially and adversely affect our business, financial position, results of operations or cash flows and could cause us to become bankrupt or insolvent.

Our ability to increase or refinance our indebtedness could become more difficult or expensive upon the adoption of the new leasing accounting standard which requires companies to show all off-balance sheet operating leases as liabilities on the balance sheet.

The Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2016-02, Leases which the Company is required to adopt for its 2020 fiscal year. Under this ASU, operating leases are classified as liabilities on the balance sheet. These operating leases are currently treated as off-balance sheet financing under generally accepted accounting principles currently effective for Atkore. See Note 1, "Basis of Presentation and Summary of Significant Accounting Policies" to the accompanying consolidated financial statements included elsewhere in this Annual Report. Though the terms and conditions of our current debt agreements relating to covenants and restrictions are not impacted by this change as they incorporate the adoption of the ASU, our ability to increase or refinance our indebtedness could become more difficult or expensive given the additional liabilities that will be included on our balance sheet subsequent to the adoption of the ASU.

Our ability to generate the significant amount of cash needed to pay interest and principal on our indebtedness and our ability to refinance all or a portion of our indebtedness or obtain additional financing depends on many factors beyond our control.

Atkore International Group Inc. ("AIG"), AII, and AIH are each holding companies, and as such they have no independent operations or material assets other than ownership of equity interests in their respective subsidiaries. AIG, AII and AIH each depend on their respective subsidiaries to distribute funds to them so that they may pay obligations and expenses, including satisfying obligations with respect to indebtedness. Our ability to make scheduled payments on, or to refinance our obligations under, our indebtedness depends on the financial and operating performance of our subsidiaries and their ability to make distributions and dividends to us, which, in turn, depends on their results of operations, cash flows, cash requirements, financial position and general business conditions and any legal and regulatory restrictions on the payment of dividends to which they may be subject, many of which may be beyond our control.

We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal and interest on our indebtedness. If our cash flow and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, seek to obtain additional equity capital or restructure our indebtedness. In the future, our cash flow and capital resources may not be sufficient for payments of interest on and principal of our indebtedness, and such alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

The outstanding borrowings under the First Lien Term Loan Facility have a maturity date of December 22, 2023 and the ABL Credit Facility is scheduled to mature on December 22, 2021. We may be unable to refinance any of our indebtedness or obtain additional financing, particularly because of our indebtedness. Market disruptions, such as those experienced in 2008 and 2009, as well as our indebtedness levels, may increase our cost of borrowing or adversely affect our ability to refinance our obligations as they become due. If we are unable to refinance our indebtedness or access additional credit, or if short-term or long-term borrowing costs dramatically increase, our ability to finance current operations and meet our short-term and long-term obligations could be adversely affected.

If our subsidiary AII cannot make scheduled payments on its indebtedness, it will be in default and the lenders under the Credit Facilities could terminate their commitments to loan money or foreclose against the assets securing their borrowings, and we could be forced into bankruptcy or liquidation.

Risks Related to Our Common Stock

AIG is a holding company with no operations of its own, and it depends on its subsidiaries for cash to fund all of its operations and expenses, including to make future dividend payments, if any.

Our operations are conducted entirely through our subsidiaries, and our ability to generate cash to fund our operations and expenses, to pay dividends or to meet debt service obligations is highly dependent on the earnings and the receipt of funds from our subsidiaries through dividends or intercompany loans. Deterioration in the financial condition, earnings or cash flow of AIG and its subsidiaries for any reason could limit or impair their ability to pay such distributions. Additionally, to the extent our subsidiaries are restricted from making such distributions under applicable law or regulation or under the terms of our financing arrangements, or are otherwise unable to provide funds to the extent of our needs, there could be a material adverse effect on our business, financial condition, results of operations or cash flows.

For example, the agreements governing the Credit Facilities significantly restrict the ability of our subsidiaries to pay dividends, make loans or otherwise transfer assets to us. Furthermore, our subsidiaries are permitted under the terms of the Credit Facilities to incur additional indebtedness that may restrict or prohibit the making of distributions, the payment of dividends or the making of loans by such subsidiaries to us.

The market price of our common stock may be volatile and could decline.

The market price of our common stock may fluctuate significantly. Among the factors that could affect our stock price are:

- industry or general market conditions;
- domestic and international economic factors unrelated to our performance;
- changes in our customers' preferences;
- new regulatory pronouncements and changes in regulatory guidelines;
- lawsuits, enforcement actions and other claims by third parties or governmental authorities;
- actual or anticipated fluctuations in our quarterly operating results;
- changes in securities analysts' estimates of our financial performance or lack of research coverage and reports by industry analysts;
- action by institutional stockholders or other large stockholders, including future sales of our common stock;
- failure to meet any guidance given by us or any change in any guidance given by us, or changes by us in our guidance practices;
- announcements by us of significant impairment charges;
- speculation in the press or investment community;
- investor perception of us and our industry;
- changes in market valuations or earnings of similar companies;
- announcements by us or our competitors of significant contracts, acquisitions, dispositions or strategic partnerships;
- war, terrorist acts and epidemic disease;
- any future sales of our common stock or other securities;
- additions or departures of key personnel; and
- misconduct or other improper actions of our employees.

Stock markets have experienced extreme volatility in recent years that has been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock. In the past, following periods of volatility in the market price of a company's securities, class action litigation has often been instituted against the affected company. Any litigation of this type brought against us could result in substantial costs and a diversion of our management's attention and resources, which could materially and adversely affect our business, financial position, results of operations or cash flows.

The timing and amount of the Company's share repurchases are subject to a number of uncertainties.

In February 2019, the Company announced that its board of directors had approved a share repurchase program for the repurchase of up to an aggregate amount of \$50 million of the Company's common stock. We expect that share repurchases under the program will be funded with cash on hand. The amount and timing of share repurchases will be based on a variety of factors. Important factors that could cause the Company to limit, suspend or delay its share repurchases include unfavorable trading market conditions, the price of the Company's common stock, the nature of other investment opportunities presented to us from time to time, the ability to obtain financing at attractive rates and the availability of U.S. cash. The share repurchase program does not obligate us to acquire any particular amount of common stock, and it may be terminated at any time at the Company's discretion.

If securities or industry analysts do not publish research or publish misleading or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts that covers our common stock downgrades our stock or publishes misleading or unfavorable research about our business, our stock price would likely decline. If one or more of the analysts ceases coverage of our common stock or fails to publish reports on us regularly, demand for our common stock could decrease, which could cause our common stock price or trading volume to decline.

Future offerings of debt or equity securities which would rank senior to our common stock may adversely affect the market price of our common stock.

If, in the future, we decide to issue debt or equity securities that rank senior to our common stock, it is likely that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. We and, indirectly, our stockholders, will bear the cost of issuing and servicing such securities. Because our decision to issue debt or equity securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, holders of our common stock will bear the risk of our future offerings reducing the market price of our common stock and diluting the value of their stock holdings in us.

Anti-takeover provisions in our amended and restated certificate of incorporation and amended and restated by-laws could discourage, delay or prevent a change of control of our company and may affect the trading price of our common stock.

Our third amended and restated certificate of incorporation ("amended and restated certificate of incorporation") and our third amended and restated by-laws, ("amended and restated by-laws") include a number of provisions that may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable. For example, our amended and restated certificate of incorporation and amended and restated by-laws collectively:

- authorize the issuance of "blank check" preferred stock that could be issued by our board of directors to thwart a takeover attempt;
- provide for a classified board of directors until the 2022 annual meeting, which divides our board of directors into three classes, with members of each class serving staggered three-year terms, except that those directors elected at the 2020 and 2021 annual meetings will be elected for one-year terms, which prevents stockholders from electing an entirely new board of directors at an annual meeting until the 2022 annual meeting;
- limit the ability of stockholders to remove directors;
- provide that vacancies on our board of directors, including vacancies resulting from an enlargement of our board of directors, may be filled only by a majority vote of directors then in office;
- prohibit stockholders from calling special meetings of stockholders;
- prohibit stockholder action by written consent, thereby requiring all actions to be taken at a meeting of stockholders; and
- establish advance notice requirements for nominations of candidates for election as directors or to bring other business before an annual meeting of our stockholders.

These provisions may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these

provisions may adversely affect the prevailing market price of our common stock if the provisions are viewed as discouraging takeover attempts in the future.

Our amended and restated certificate of incorporation and amended and restated by-laws may also make it difficult for stockholders to replace or remove our management. Furthermore, the existence of the foregoing provisions could limit the price that investors might be willing to pay in the future for shares of our common stock. These provisions may facilitate management entrenchment that may delay, deter, render more difficult or prevent a change in our control, which may not be in the best interests of our stockholders.

We do not currently intend to pay dividends on our common stock for the foreseeable future and, consequently, your ability to achieve a return on your investment depends on appreciation in the price of our common stock.

We do not currently intend to declare and pay dividends on our common stock for the foreseeable future. We currently intend to use our future earnings, if any, to repay debt, to fund our growth, to develop our business, for working capital needs and for general corporate purposes. Therefore, you are not likely to receive any dividends on your common stock for the foreseeable future, and the success of an investment in shares of our common stock depends upon any future appreciation in their value. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares. Payments of dividends, if any, are at the sole discretion of our board of directors after taking into account various factors, including general and economic conditions, our financial condition and operating results, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions and implications of the payment of dividends by us to our stockholders or by our subsidiaries (including AII) to us, and such other factors as our board of directors may deem relevant. In addition, our operations are conducted almost entirely through our subsidiaries. As such, to the extent that we determine in the future to pay dividends on our common stock, none of our subsidiaries will be obligated to make funds available to us for the payment of dividends. Further, the agreements governing the Credit Facilities significantly restrict the ability of our subsidiaries to pay dividends or otherwise transfer assets to us. In addition, Delaware law imposes additional requirements that may restrict our ability to pay dividends to holders of our common stock.

Our amended and restated certificate of incorporation includes provisions limiting the personal liability of our directors for breaches of fiduciary duty under the DGCL.

Our amended and restated certificate of incorporation contains provisions permitted under the action asserting a claim arising under the General Corporation Law of the State of Delaware ("DGCL") relating to the liability of directors. These provisions eliminate a director's personal liability to the fullest extent permitted by the DGCL for monetary damages resulting from a breach of fiduciary duty, except in circumstances involving:

- any breach of the director's duty of loyalty;
- acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- Section 174 of the DGCL (unlawful dividends); or
- any transaction from which the director derives an improper personal benefit.

The principal effect of the limitation on liability provision is that a stockholder will be unable to prosecute an action for monetary damages against a director unless the stockholder can demonstrate a basis for liability for which indemnification is not available under the DGCL. These provisions, however, should not limit or eliminate our rights or any stockholder's rights to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director's fiduciary duty. These provisions do not alter a director's liability under federal securities laws. The inclusion of this provision in our amended and restated certificate of incorporation may discourage or deter stockholders or management from bringing a lawsuit against directors for a breach of their fiduciary duties, even though such an action, if successful, might otherwise have benefited us and our stockholders.

Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or stockholders.

Our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is, to the fullest extent permitted by law, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed to us or our stockholders by any of our directors, officers, other employees, agents or stockholders, (iii) any action asserting a claim arising out of or under the DGCL, or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware (including, without limitation, any action asserting a claim arising out of or pursuant to our amended and restated certificate of incorporation or our amended and restated by-laws) or (iv) any action asserting a claim that is governed by the internal affairs doctrine. As a stockholder in our company, you are deemed to have notice of and have consented to the provisions of our amended and restated certificate of incorporation related to choice of forum. The choice of forum provision in our amended and restated certificate of incorporation may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or any of our directors, officers, other employees, agents or stockholders, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could materially and adversely affect our business, financial position, results of operations or cash flows.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our corporate headquarters is located in owned premises at 16100 South Lathrop Avenue, Harvey, Illinois. We and our operating companies own and lease a variety of facilities, principally in the United States, for manufacturing, distribution and light assembly. Our manufacturing, distribution and assembly centers are strategically located to optimize route efficiency, market coverage and overhead. The following chart identifies the number of owned and leased facilities used by each of our reportable segments as of September 30, 2019. We believe that these facilities, when considered with our corporate headquarters, offices and warehouses are suitable and adequate to support the current needs of our business.

Reportable Segment	Owned Facilities	Leased Facilities
Electrical Raceway	10	36
Mechanical Products & Solutions	7	12

We believe that our facilities are well-maintained and are sufficient to meet our current and projected needs. We also have an ongoing process to continually review and update our real estate portfolio to meet changing business needs. Our two principal facilities are located in Harvey, Illinois and New Bedford, Massachusetts. Our owned manufacturing facility in Harvey, Illinois supports both our Electrical Raceway and MP&S segments. Our owned facility in New Bedford, Massachusetts supports our Electrical Raceway segment.

Item 3. Legal Proceedings

See Note 17, "Commitments and Contingencies" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Item 4. Mine Safety Disclosures

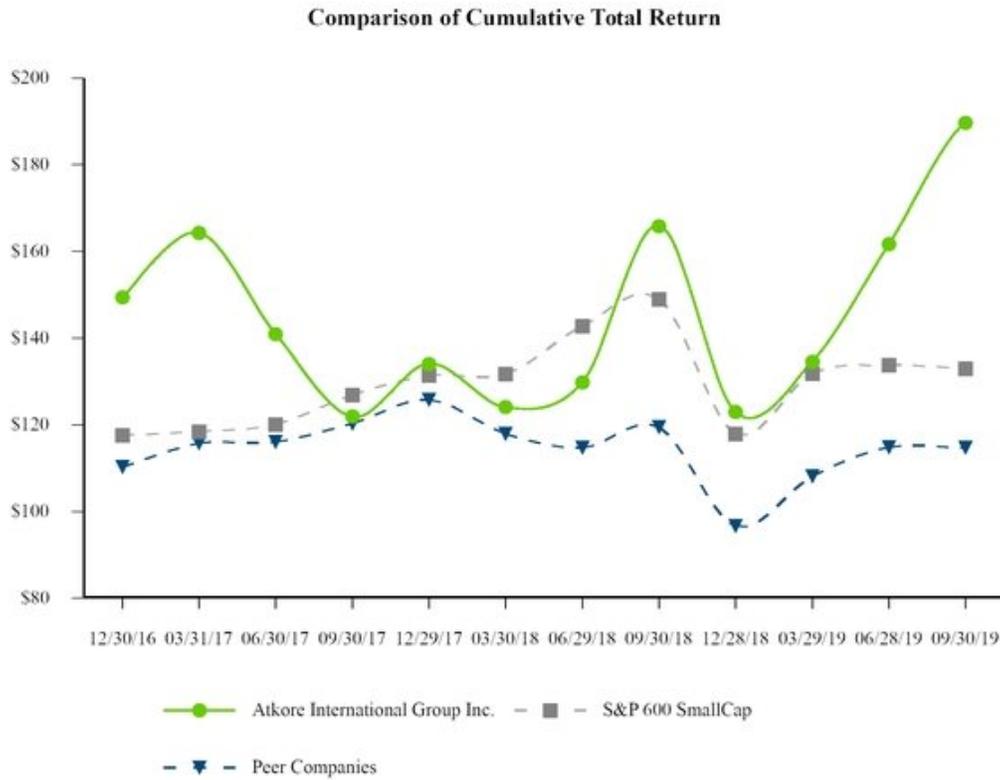
None.

PART II

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

Common Stock Market Prices

Shares of our common stock have traded on the NYSE under the symbol ATKR since June 10, 2016.



** Assumes \$100 invested on June 10, 2016 in stock or index, including reinvestment of dividends.

The following group of 10 public companies represents the Company's peer group:

- nVent Electric plc
- Schneider Electric SE
- ABB Ltd. Sponsored ADR
- Acuity Brands
- AZZ Inc.
- Eaton Corp. Plc
- Hubbell Incorporated Class B
- Littelfuse, Inc.
- Legrand SA
- Cornerstone Building Brands, Inc.

Holders

As of November 18, 2019, there was one stockholder of record of our common stock. This number excludes stockholders whose stock is held in nominee or street name by brokers.

Dividend Policy

We have not and do not currently intend to declare or pay dividends on our common stock for the foreseeable future. We currently intend to use our future earnings, if any, to repay debt, to fund our growth, to develop our business, for working capital needs and for general corporate purposes. Our ability to pay dividends to holders of our common stock is significantly limited as a practical matter by the Credit Facilities insofar as we may seek to pay dividends out of funds made available to us by AII or its subsidiaries, because AII's debt instruments directly or indirectly restrict AII's ability to pay dividends or make loans to us. Any future determination to pay dividends on our common stock will be subject to the discretion of our board of directors and depends upon various factors, including our results of operations, financial condition, liquidity requirements, capital requirements, level of indebtedness, contractual restrictions with respect to payment of dividends, restrictions imposed by Delaware law, general business conditions and other factors that our board of directors may deem relevant.

Issuer Purchases of Equity Securities

The following table shows our purchases of our common stock during fiscal 2019, 2018 and 2017 (in thousands, except per share data):

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program(1)	Maximum Value of Shares that May Yet Be Purchased Under the Program(1)
August 1, 2017 - August 31, 2017	80.9	\$ 16.49	80.9	\$ 73,666
September 1, 2017 - September 30, 2017	700.5	\$ 17.95	700.5	\$ 61,092
October 1, 2017 - October 31, 2017	89.6	\$ 18.91	89.6	\$ 59,398
November 1, 2017 - November 30, 2017	260.3	\$ 18.99	260.3	\$ 54,455
December 1, 2017 - December 31, 2017	1.8	\$ 20.49	1.8	\$ 54,418
February 1, 2018 - February 28, 2018	17,225.5	\$ 21.77	17,225.5	\$ 54,418
March 1, 2018 - March 31, 2018	6.4	\$ 19.50	6.4	\$ 54,293
May 1, 2018 - May 31, 2018	1,333.1	\$ 20.81	1,333.1	\$ 26,551
June 1, 2018 - June 30, 2018	25.5	\$ 20.95	25.5	\$ 26,017
July 1, 2018 - July 31, 2018	77.9	\$ 20.90	77.9	\$ 24,389
December 1, 2018 - December 28, 2018	1,229.8	\$ 19.85	1,229.8	\$ 50,000
Total	21,031.3		21,031.3	

(1) On February 5, 2019, the board of directors approved a share repurchase program, under which the Company may repurchase up to \$50.0 million of its outstanding common stock. As of September 30, 2019, there were \$50.0 million of authorized repurchases remaining. The share repurchase program will be funded from our available cash balances. This share repurchase program does not obligate us to acquire any particular amount of common stock, and it may be terminated at any time at our discretion.

In August 2017, the Company announced that its board of directors had approved a share repurchase program for the repurchase of up to an aggregate amount of \$75 million of the Company's common stock. In January 2018, the Company announced a stock repurchase transaction whereby the Company agreed to repurchase from the CD&R Investor, a related party, approximately 17.2 million shares of the Company's common stock, par value \$0.01 per share, at a per share price equal to \$21.77, for a total purchase price of \$375 million, subject to the terms and conditions set forth in the stock purchase agreement. As of September 30, 2019, there were no authorized repurchases remaining under this plan.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table contains information, as of September 30, 2019, about the amount of common shares to be issued upon the exercise of outstanding options, performance share options ("PSUs") and restricted stock units ("RSUs") granted under the Omnibus Incentive Plan ("Omnibus Incentive Plan").

(share amounts in thousands)	Equity Compensation Plan Information		
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options	Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in (1))
	(1)		(1)
Equity compensation plans approved by shareholders	2,965	\$ 12.94	1,847
Equity compensation plans not approved by shareholders	—	—	—
Total	2,965	\$ 12.94	1,847

(1) Includes 1,836 stock options, 455 PSUs and 674 RSUs granted to officers pursuant to the Omnibus Incentive Plan. Shares underlying RSUs and PSUs are deliverable without payment of any consideration, and therefore these awards have not been taken into account in calculating the weighted-average exercise price of outstanding options. PSUs are reflected at the target level of performance. For a description of the Omnibus Incentive Plan, see Note 6, "Stock Incentive Plan" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Recent Sales of Unregistered Securities

There were no sales of unregistered securities in fiscal 2019.

Item 6. Selected Financial Data

The following tables set forth selected historical financial data as of the dates and for the periods indicated. The selected historical consolidated financial data as of September 30, 2019 and September 30, 2018 and for the fiscal years ended September 30, 2019, September 30, 2018 and September 30, 2017 have been derived from our audited consolidated financial statements and related notes included elsewhere in this Annual Report. The selected historical consolidated financial data as of September 30, 2017, September 30, 2016 and September 25, 2015 and for the years ended September 30, 2016 and September 25, 2015 have been derived from our audited consolidated financial statements and related notes not included in this Annual Report. The selected financial data presented below should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes included in Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K. Our historical results are not necessarily indicative of the results to be expected for any future period.

(in thousands, except per share data)	September 30, 2019	September 30, 2018	September 30, 2017	September 30, 2016	September 25, 2015
	(1)	(2)	(3)	(4)	(4)
Statement of Operations Data:					
Net sales	\$ 1,916,538	\$ 1,835,139	\$ 1,503,934	\$ 1,523,384	\$ 1,729,168
Net income (loss)	\$ 139,051	\$ 136,645	\$ 84,639	\$ 58,796	\$ (4,955)
Net income (loss) per share					
Basic	\$ 2.91	\$ 2.59	\$ 1.33	\$ 0.94	\$ (0.08)
Diluted	\$ 2.83	\$ 2.48	\$ 1.27	\$ 0.94	\$ (0.08)
Balance Sheet Data (at end of period):					
Cash and cash equivalents	\$ 123,415	\$ 126,662	\$ 45,718	\$ 200,279	\$ 80,598
Total assets	\$ 1,436,995	\$ 1,324,060	\$ 1,215,092	\$ 1,164,568	\$ 1,113,799
Long-term obligations	\$ 916,525	\$ 929,254	\$ 642,384	\$ 702,500	\$ 747,024
Total equity	\$ 232,936	\$ 122,059	\$ 360,871	\$ 257,246	\$ 156,277
Cash Flow Data:					
Cash flows provided by (used in):					
Operating activities	\$ 209,694	\$ 145,703	\$ 121,654	\$ 156,646	\$ 141,073
Investing activities	\$ (133,101)	\$ 2,514	\$ (205,833)	\$ (12,895)	\$ (46,641)
Financing activities	\$ (78,180)	\$ (65,931)	\$ (67,760)	\$ (23,908)	\$ (44,106)
Other Financial Data:					
Capital expenditures	\$ 34,860	\$ 38,501	\$ 25,122	\$ 16,830	\$ 26,849

- (1) Includes results of operations of Verkogan, US Tray, Flytec and Cor-Tek from October 1, 2018, June 3, 2019, August 12, 2019 and August 21, 2019, respectively. See Note 3, "Acquisitions" to our audited consolidated financial statements included elsewhere in this Annual Report.
- (2) Includes results of operations of Cii from January 8, 2018. See Note 2, "Acquisitions" to our audited consolidated financial statements included elsewhere in this Annual Report. Includes results of operations of FlexHead until March 30, 2018. See Note 4, "Divestitures" to our audited consolidated financial statements included elsewhere in this Annual Report.
- (3) Includes results of operations of Marco, Flexicon and Calpipe from May 18, 2017, September 1, 2017, and September 29, 2017 respectively. See Note 3, "Acquisitions" to our audited consolidated financial statements included elsewhere in this Annual Report.
- (4) Includes results of operations of American Pipe & Plastics, Inc., or "APPI," and Steel Components, Inc., or "SCI," from October 20, 2014 and November 17, 2014, respectively.

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

The following information should be read in conjunction with the accompanying consolidated financial statements and related notes included in this Annual Report.

The following discussion may contain forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include those factors discussed below and elsewhere in this report, particularly in "Special Note Regarding Forward-Looking Statements and Information" and "Risk Factors" included elsewhere in this Annual Report. The percentages provided below reflect rounding adjustments. Accordingly, figures expressed as percentages when aggregated may not be the arithmetic sum of the percentages that precede them.

Business Factors Influencing our Results of Operations

We are a leading manufacturer of Electrical Raceway products primarily for the non-residential construction and renovation markets and MP&S for the construction and industrial markets. Electrical Raceway products form the critical infrastructure that enables the deployment, isolation and protection of a structure's electrical circuitry from the original power source to the final outlet. MP&S frame, support and secure component parts in a broad range of structures, equipment and systems in electrical, industrial and construction applications. We believe we hold #1 or #2 positions in the United States by net sales in the vast majority of our products. The quality of our products, the strength of our brands and our scale and presence provide what we believe to be a unique set of competitive advantages that position us for profitable growth.

The following factors may affect our results of operations in any given period:

Economic Conditions. Our business depends on demand from customers across various end markets, including wholesale distributors, OEMs, retail distributors and general contractors. Our products are primarily used by trade contractors in the construction and renovation of non-residential structures such as commercial office buildings, healthcare facilities and manufacturing plants. In fiscal 2019, 88% of our net sales were to customers located in the United States. As a result, our business is heavily dependent on the health of the United States economy, in general, and on United States non-residential construction activity, in particular. A stronger United States economy and robust non-residential construction generally increase demand for our products.

We believe that our business and demand for our products is influenced by two main economic indicators: United States gross domestic product, or "GDP," and non-residential construction starts, measured in square footage. The United States non-residential construction market has experienced modest growth over the past few years, in line with United States GDP. Our historic results have been positively impacted by growth in the non-residential construction market, as such growth leads to greater demand for our products. MR&R activity generally increases and represents a greater share of non-residential construction activity during challenging periods in the economic or construction cycle. During those periods, our MR&R demand as a percentage of total demand typically increases, providing a more consistent revenue stream for our business.

Raw Materials. We use a variety of raw materials in the manufacture of our products, which primarily include steel, copper and PVC resin. We believe that sources for these raw materials are well established, generally available and are in sufficient quantity that we may avoid disruption in our business. The cost to procure these raw materials is subject to price fluctuations, often as a result of macroeconomic conditions. Our cost of sales may be affected by changes in the market price of these materials, and to a lesser extent, other commodities, such as zinc, aluminum, electricity, natural gas and diesel fuel. The prices at which we sell our products may adjust upward or downward based on raw material price changes. We believe several factors drive the pricing of our products, including the quality of our products, the ability to meet customer delivery expectations and co-loading capabilities, as well as the prices of our raw material inputs. Historically, we have not engaged in hedging strategies for raw material purchases. Our results may be impacted by inventory liquidations at costs higher or lower than current prices we pay for similar items.

Working Capital. Our working capital requirements are impacted by our operational activities. Our inventory levels may be impacted from time to time, due to delivery lead times from our suppliers. We are typically obligated to pay for our raw material purchases within 10 and 30 days of their receipt, while we typically receive payment 30 to 60 days from the point we have satisfied the related performance obligation to the customer. Our average working capital days during fiscal 2019 was 66 days.

Seasonality. In a typical year, our operating results are impacted by seasonality. Historically, sales of our products have been higher in the third and fourth quarters of each fiscal year due to favorable weather for construction-related activities.

Recent Acquisitions. In addition to our organic growth, we have transformed the Company through acquisitions in recent years, allowing us to expand our product offerings with existing and new customers. In accordance with accounting principles generally accepted in the United States of America ("GAAP"), the results of our acquisitions are reflected in our financial statements from the date of each acquisition forward.

Our acquisition strategy has focused primarily on growing market share by complementing our existing portfolio with synergistic products and expanding into end-markets that we have not previously served. In total, we have invested \$285 million in acquisitions since 2017.

Product diversification has been a core element to our growth strategy. Prior to 2013, our Electrical Raceway offering primarily consisted of steel and copper products. At that time, we produced PVC conduit from a single facility in Georgia, and we did not have a meaningful presence in the market. In 2013 and 2014, we completed the acquisitions of Heritage Plastics, Liberty Plastics, Ridgeline and APPI, which significantly increased our portfolio of PVC products, including PVC conduit, fittings, elbows and sweeps. The additional scale, which included new operations in the Northeast, Midwest, Southwest and Western United States, enabled us to more comprehensively serve our largest electrical distribution customers in this product line and significantly increased our market share and presence in the Electrical Raceway market. These acquisitions also substantially increased our cross-selling opportunities, providing a meaningful avenue for growth going forward.

In 2015, we acquired SCI, a manufacturer of electrical fittings for steel, flexible and liquidtight conduit as well as armored cable. SCI enhanced the breadth of our product portfolio and is representative of the opportunities we have in our fragmented markets to add complementary products that will further support our growth and customer value proposition.

On May 18, 2017, we acquired Marco Cable Management ("Marco"), a leading designer and manufacturer of wire basket cable tray, PVC trunking and aluminum power poles. Marco's product portfolio adds value to our electrical distribution partners in the United Kingdom and expands the Company's presence in the United Kingdom and the rest of Europe.

On September 1, 2017, we acquired Flexicon Limited ("Flexicon"), a leading global manufacturer of metallic and non-metallic flexible cable protection systems that holds many international and market product approvals and serves the industrial, commercial and infrastructure sectors in more than 55 countries.

On September 29, 2017, we acquired Calpipe Industries, LLC ("Calpipe"), a market leader for electrical conduit systems for corrosive environments and bollards for high security, access control and architectural environments.

On January 8, 2018, we acquired the assets of Communications Integrators, Inc. ("Cii"), a manufacturer of modular, prefabricated power, voice and data distribution systems.

On October 1, 2018, we acquired Vergokan International NV ("Vergokan"), a leading manufacturer of cable tray and cable ladder systems, underfloor installations and industrial floor trunking that serves industrial, power and energy, commercial and infrastructure sectors in more than 45 countries.

On June 3, 2019, we acquired the assets of United Structural Products, LLC. ("U.S. Tray"), a manufacturer of welded aluminum and engineered-to-order cable trays.

On August 12, 2019 we acquired Flytec Systems Ltd. ("Flytec"), a manufacturer of metal surface trunking, including IP4X, perimeter systems, pedestal boxes, as well as underfloor installations and industrial floor trunking.

On August 21, 2019 we acquired Rocky Mountain Colby Pipe ("Cor-Tek"), a manufacturer of PVC conduit for electrical applications considered a leading innovator in cellular core extrusion technology.

We expect to continue to pursue synergistic acquisitions as part of our growth strategy to expand our product offerings. See Note 3, "Acquisitions" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Divestitures and Restructurings. Since 2011, we have continuously evaluated our operations to ensure that we are investing resources strategically. Our assessment has included existing operating performance, required levels of investment to improve performance and the overall complexities of doing business in certain markets and geographic regions. After careful consideration, we streamlined our business through a combination of business divestitures, asset sales and the exit of certain product lines.

In 2012, we sold our interest in a joint venture in Saudi Arabia that represented our only investment in the Middle East because we determined that it did not provide sufficient earnings or strategic value. During that same year, we also sold two low-margin, commodity-oriented businesses in the United States for which we had limited market presence or competitive differentiation—our hollow structural tube business based in Morrisville, Pennsylvania and our sprinkler system fabrication business. During 2013, we further reduced our non-domestic footprint by closing one facility in Brazil, selling the remainder of our Brazilian operations and closing our Acroba subsidiary in France.

In 2015, we exited Fence and Sprinkler, two product lines that did not align with our long-term vision due to limited product differentiation, exposure to significant import competition, ongoing price pressure due to overcapacity in the market and having different channels to market than our Electrical Raceway and MP&S segments. In conjunction with the exit from Fence and Sprinkler, we evaluated the viability of a Philadelphia, Pennsylvania manufacturing facility and determined that significant investment would be required to bring that facility to an acceptable level of operation. Given our ability to shift ongoing production capacity from that facility to other existing facilities, we closed this facility in the first quarter of fiscal 2016. Neither Fence nor Sprinkler constituted a component and did not require presentation as discontinued operations. On March 30, 2018, we sold the assets of FlexHead Industries, Inc. and SprinkFLEX, LLC (together "Flexhead"). See Note 4, "Divestitures" and Note 7, "Restructuring Charges" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Foreign Currencies. In fiscal 2019, approximately 12% of our net sales came from customers located outside the United States, most of which were foreign currency sales denominated in British pounds sterling, European euros, Canadian dollars, Australian dollars, Chinese yuan, Russian rubles and New Zealand dollars. The functional currency of our operations outside the United States is generally the local currency. Assets and liabilities of our non-U.S. subsidiaries are translated into United States dollars using period-end exchange rates. Foreign revenue and expenses are translated at the monthly average exchange rates in effect during the period. Foreign currency translation adjustments are included as a component of other comprehensive income (loss) within our statements of comprehensive income. See "Quantitative and Qualitative Disclosures about Market Risk—Foreign Currency Risk."

See Note 1, "Basis of Presentation and Summary of Significant Accounting Policies" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Emerging Industry Trends. In addition to United States GDP and non-residential construction starts, there are emerging industry trends that we believe will drive further demand for our products. These include new building technologies which enhance facility management, such as automation and LED lighting systems, as well as the rapid expansion of certain non-residential construction categories, for example, data centers. In recent years, technological advancements aimed at improving facility management have been driven by a number of factors, including integration and interoperability, the proliferation of the Internet and associated increases in data and power requirements and a desire to reduce costs through improved energy efficiency, lighting systems and operating effectiveness. We believe that these trends will drive greater needs for electrical capacity and circuitry, increasing the demand for many of our products. We also target high growth end-markets that are projected to experience rapid growth and to drive demand for our products, including our framing and support products. Based on third-party data, growth in the data center construction market in the United States is forecast to grow at a compound annual growth rate ("CAGR") of 4.2% between 2017 and 2023 and, between 2017 and 2022, the building lighting control systems market in the United States is forecast to grow at a CAGR of 5.9%, while the LED lighting market in North America is forecast to grow at a CAGR of 12% between 2018 and 2022.

Reportable Segments

We operate our business through two operating segments which are also our reportable segments: Electrical Raceway and MP&S. Our operating segments are organized based on primary market channel and, in most instances, the end use of products. We review the results of our operating segments separately for the purposes of making decisions about resource allocation and performance assessment. We evaluate performance on the basis of net sales and Adjusted EBITDA. Segment Adjusted EBITDA is the sum of income (loss) from operations before income taxes, adjusted to exclude unallocated expenses, depreciation and amortization, interest expense, net gain (loss) on extinguishment of debt, restructuring and impairments, stock-based compensation, certain legal matters, consulting fees, transaction costs, gain on sale of joint venture and other items, such as inventory reserves and adjustments, release of indemnified uncertain tax positions, the impact of foreign exchange gains or losses and the impact from the Fence and Sprinkler exit. See Note 20, "Segment Information" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Fiscal Periods

The Company has a fiscal year that ends on September 30. The Company's fiscal quarters end on the last Friday in December, March and June.

Key Components of Results of Operations

Net sales

Net sales represents external sales of Electrical Raceway products to the non-residential construction and MR&R markets and MP&S products and solutions to the commercial and industrial markets. Net sales includes gross product sales and freight billed to our customers, net of allowances for rebates, sales incentives, trade promotions, product returns and discounts.

Cost of sales

Cost of sales includes all costs directly related to the production of goods for sale. These costs include direct material, direct labor, production related overheads, excess and obsolescence costs, lower-of-cost-or-market provisions, freight and distribution costs and the depreciation and amortization of assets directly used in the production of goods for sale.

Selling, general and administrative expenses

Selling, general and administrative expenses include payroll related expenses including salaries, wages, employee benefits, payroll taxes, variable cash compensation for both administrative and selling personnel and consulting and professional services fees. Also included are compensation expense for share-based awards, restructuring-related charges, third-party professional services and translation gains or losses for foreign currency trade transactions.

Results of Operations

Fiscal 2019 Compared to Fiscal 2018

The results of operations for the fiscal years ended September 30, 2019 and September 30, 2018 were as follows:

(\$ in thousands)	Fiscal year ended		Change (\$)	Change (%)
	September 30, 2019	September 30, 2018		
Net sales	\$ 1,916,538	\$ 1,835,139	\$ 81,399	4.4 %
Cost of sales	1,419,338	1,397,055	22,283	1.6 %
Gross profit	497,200	438,084	59,116	13.5 %
Selling, general and administrative	240,660	226,282	14,378	6.4 %
Intangible asset amortization	32,876	32,104	772	2.4 %
Operating income	223,664	179,698	43,966	24.5 %
Interest expense, net	50,473	40,694	9,779	24.0 %
Other income, net	(11,478)	(27,348)	15,870	(58.0)%
Income before income taxes	184,669	166,352	18,317	11.0 %
Income tax expense	45,618	29,707	15,911	53.6 %
Net income	\$ 139,051	\$ 136,645	\$ 2,406	1.8 %

Net sales

	Change (%)
Volume	1.4 %
Average selling prices	0.9 %
Foreign exchange	(0.5)%
Acquisitions/Divestitures	2.6 %
Net sales	4.4 %

Net sales for fiscal 2019 increased \$81.4 million to \$1,916.5 million, an increase of 4.4%, compared to \$1,835.1 million for fiscal 2018. Net sales increased \$46.8 million due to higher sales resulting from the 2019 acquisitions, net of a decrease of \$9.4 million resulting from the divestiture of Flexhead. Additionally, net sales increased \$24.8 million from higher sales volumes primarily in the Electric Raceway segment. Net sales also increased by \$16.8 million due to higher average selling prices resulting from higher market prices for all product categories primarily in the Mechanical Products & Solutions segment.

Cost of sales

	Change (%)
Volume	1.2 %
Average input costs	(3.4)%
Foreign exchange	(0.4)%
Acquisitions/Divestitures	2.7 %
Other	1.5 %
Cost of sales	1.6 %

Cost of sales increased \$22.3 million, or 1.6%, to \$1,419.3 million for fiscal 2019 compared to \$1,397.1 million for fiscal 2018. The increase was primarily due to additional costs of \$38.3 million resulting from the 2019 acquisitions, net of the reduction of costs resulting from the FlexHead divestiture of \$6.3 million. Additionally, the increase was due to inventory adjustments related to changes in market prices of \$9.8 million as well as volume increases of \$17.2 million and higher freight costs of \$8.0 million. These increases were partially offset by \$48.0 million of lower material input costs primarily driven by lower steel costs.

Selling, general and administrative

Selling, general and administrative expenses increased \$14.4 million, or 6.4%, to \$240.7 million for fiscal 2019 compared to \$226.3 million for fiscal 2018. The increase was primarily due to additional selling, general and administrative costs of \$5.9 million resulting from the 2019 acquisitions and \$4.8 million of increased spending on productivity initiatives and growth investments, partially offset by a \$2.8 million decrease in stock-based compensation expense driven by higher forfeitures.

Intangible asset amortization

Intangible asset amortization expense increased \$0.8 million, or 2.4%, to \$32.9 million for fiscal 2019 compared to \$32.1 million for fiscal 2018 due to the 2019 acquisitions, partially offset by the sale of the assets of FlexHead. See Note 3, "Acquisitions" and Note 4, "Divestitures" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Interest expense, net

Interest expense, net, increased \$9.8 million, or 24.0% to \$50.5 million for fiscal 2019, compared to \$40.7 million for fiscal 2018. The increase is primarily due to our debt refinancing transactions on February 2, 2018, which resulted in additional borrowings of \$425.0 million. See Note 15, "Debt" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Other income, net

Other income, net decreased \$15.9 million, or 58.0%, to income of \$11.5 million for fiscal 2019, compared to income of \$27.3 million for fiscal 2018, primarily due to the prior year gain on the sale of FlexHead of \$27.6 million versus the \$7.4 million of income generated from a bargain purchase gain on the acquisition of Cor-Tek in fiscal 2019. This decrease is partially offset by gains from undesignated foreign currency derivative instruments of \$5.4 million in fiscal 2019 versus gains of \$0.1 million in fiscal 2018. See Note 3, "Acquisitions", Note 4, "Divestitures" and Note 8, "Other Income, net" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Income tax expense

Income tax expense increased \$15.9 million to \$45.6 million, compared to \$29.7 million for fiscal 2018. The Company's income tax rate increased to 24.7% for fiscal 2019, compared to 17.9% for fiscal 2018. The increase in the effective tax rate was primarily due to the increase of state income tax expense, the prior year tax benefits related to the remeasurement of the deferred tax liabilities as a result of the TCJA and the Section 199 deduction, and a larger prior year tax benefit from the release of indemnified tax positions and exercise of stock options. See Note 9, "Income Taxes" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Segment results

Electrical Raceway

(\$ in thousands)	Fiscal year ended		Change (\$)	Change (%)
	September 30, 2019	September 30, 2018		
Net sales	\$ 1,443,493	\$ 1,366,611	\$ 76,882	5.6%
Adjusted EBITDA	292,585	255,260	37,325	14.6%
Adjusted EBITDA Margin	20.3%	18.7%		

Net sales

	Change (%)
Volume	2.0 %
Foreign exchange	(0.5)%
Acquisitions/Divestitures	4.1 %
Net sales	5.6 %

Net sales increased \$76.9 million, or 5.6%, to \$1,443.5 million for fiscal 2019 compared to \$1,366.6 million for fiscal 2018. Net sales increased by \$56.2 million due to higher sales resulting from the acquisitions during fiscal 2019. Additionally, net sales increased \$26.9 million due to higher sales volumes primarily within the flexible electrical and PVC electrical conduit and fittings product categories.

Adjusted EBITDA

Adjusted EBITDA increased \$37.3 million, or 14.6%, to \$292.6 million for fiscal 2019 compared to \$255.3 million for fiscal 2018. The increase was largely due to \$15.0 million of incremental income from higher sales, operational efficiencies of \$12.5 million and \$7.3 million of incremental income resulting from the 2019 acquisitions.

Mechanical Products & Solutions

(\$ in thousands)	Fiscal year ended		Change (\$)	Change (%)
	September 30, 2019	September 30, 2018		
Net sales	\$ 474,260	\$ 470,153	\$ 4,107	0.9%
Adjusted EBITDA	\$ 70,040	\$ 51,339	\$ 18,701	36.4%
Adjusted EBITDA Margin	14.8%	10.9%		

Net sales

	Change (%)
Volume	(0.5)%
Average selling prices	3.4
Divestitures	(2.0)
Net sales	0.9 %

Net sales increased \$4.1 million, or 0.9%, to \$474.3 million for fiscal 2019 compared to \$470.2 million for fiscal 2018. The increase was primarily due to higher average selling prices driven by higher market prices for all product categories of \$16.2 million, partially offset by a reduction of \$9.4 million due to the sale of FlexHead in the second quarter of fiscal 2018 as well as a reduction of \$2.5 million from lower sales volumes primarily within the mechanical pipe product category.

Adjusted EBITDA

Adjusted EBITDA increased \$18.7 million, or 36.4%, to \$70.0 million for fiscal 2019 compared to \$51.3 million for fiscal 2018. Adjusted EBITDA increased primarily due to higher gross profit of \$15.0 million and \$3.8 million of operational efficiencies, partially offset by a reduction of \$1.9 million due to the sale of FlexHead in the second quarter of fiscal 2018.

Fiscal 2018 Compared to Fiscal 2017

The results of operations for the fiscal years ended September 30, 2018 and September 30, 2017 were as follows:

(\$ in thousands)	Fiscal year ended		Change (\$)	Change (%)
	September 30, 2018	September 30, 2017		
Net sales	\$ 1,835,139	\$ 1,503,934	\$ 331,205	22.0 %
Cost of sales	1,397,055	1,142,664	254,391	22.3 %
Gross profit	438,084	361,270	76,814	21.3 %
Selling, general and administrative	226,282	182,910	43,372	23.7 %
Intangible asset amortization	32,104	22,407	9,697	43.3 %
Operating income	179,698	155,953	23,745	15.2 %
Interest expense, net	40,694	26,598	14,096	53.0 %
Loss on extinguishment of debt	—	9,805	(9,805)	*
Other income, net	(27,348)	(6,575)	(20,773)	315.9 %
Income before income taxes	166,352	126,125	40,227	31.9 %
Income tax expense	29,707	41,486	(11,779)	(28.4)%
Net income	\$ 136,645	\$ 84,639	\$ 52,006	61.4 %

Net sales

	Change (%)
Volume	3.4%
Average selling prices	11.0%
Foreign exchange	0.4%
Acquisitions/Divestitures	7.2%
Net sales	22.0%

Net sales for fiscal 2018 increased \$331.2 million to \$1,835.1 million, an increase of 22.0% compared to \$1,503.9 million for fiscal 2017. Net sales increased by \$165.6 million due to increased average market prices for the Metal and PVC electrical conduit and fittings product categories and the pass-through impact of higher average input costs of steel, copper, and freight. Additionally, net sales increased \$118.5 million due to the acquisitions of Marco, Flexicon and Calpipe during fiscal 2017 and Cii during fiscal 2018, partially offset by a decrease in net sales of \$10.0 million resulting from the divestiture of Flexhead. Lastly, net sales increased by \$51.8 million due to higher volume of products primarily from the mechanical pipe and metal framing and fittings product categories sold within the Mechanical Products & Solutions segment.

Cost of sales

	Change (%)
Volume	3.8%
Average input costs	8.1%
Foreign exchange	0.4%
Acquisitions/Divestitures	5.9%
Other	4.1%
Cost of sales	22.3%

Cost of sales increased \$254.4 million, or 22.3% to \$1,397.1 million for fiscal 2018 compared to \$1,142.7 million for fiscal 2017. Cost of sales primarily increased due to higher average input costs of steel and copper of \$92.5 million. Additionally, cost of sales increased \$73.9 million due to the acquisitions of Marco, Flexicon, and Calpipe during fiscal 2017 and Cii during fiscal 2018, partially offset by a decrease in cost of sales of \$6.6 million resulting from the divestiture of Flexhead. Cost of sales also increased \$43.7 million due to higher volume of products primarily from the mechanical pipe and metal framing and fittings product categories sold within the Mechanical Products & Solutions segment. Lastly, cost of sales increased due to higher other cost of sales related to freight costs of \$33.4 million resulting from a tighter freight market.

Selling, general and administrative

Selling, general and administrative expenses increased \$43.4 million, or 23.7% to \$226.3 million for fiscal 2018 compared to \$182.9 million for fiscal 2017. The Company had \$26.0 million in additional expenses due to the acquisitions of Marco, Flexicon, and Calpipe during fiscal 2017 and Cii during fiscal 2018, partially offset by a decrease in expenses of \$1.5 million resulting from the divestiture of Flexhead. Incentive-based compensation and stock-based compensation expense increased \$9.9 million and \$1.9 million, respectively during fiscal 2018 compared to fiscal 2017, due to stronger operating results, additional grants in fiscal 2018, and the modification of a key executive's awards. Additionally, the Company recorded \$5.0 million of higher commissions expense due to the increase in sales volume compared to the prior year. The increase in expense is partially offset by the \$7.2 million pre-tax reversal of expense related to the Antidumping Duty Order for Malleable Iron Pipe Fittings.

Intangible asset amortization

Intangible asset amortization expense increased \$9.7 million, or 43.3% to \$32.1 million for fiscal 2018 compared to \$22.4 million for fiscal 2017 due to the acquisitions of Marco, Flexicon, and Calpipe during fiscal 2017 and Cii during fiscal 2018.

Interest expense, net

Interest expense, net, increased \$14.1 million, or 53.0% to \$40.7 million for fiscal 2018, compared to \$26.6 million for fiscal 2017. The increase is primarily due to our debt refinancing transactions on February 2, 2018, which resulted in additional borrowings of \$425.0 million. The Company used the proceeds to 1) repurchase approximately 17.2 million shares of common stock from CD&R Allied Holdings, L.P. ("the CD&R Investor") for a total purchase price of approximately \$375 million, 2) repay \$42.0 million of outstanding loans under the ABL Credit Facility and 3) pay \$5.8 million in related fees and expenses. See Note 15, "Debt" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Loss on extinguishment of debt

The Company recorded a loss on the extinguishment of debt of \$9.8 million during September 30, 2017 related to the December 22, 2016 debt refinancing transaction. See Note 15, "Debt" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Other income, net

On March 30, 2018, the Company sold the assets of FlexHead Industries, Inc. and SprinkFLEX, LLC (together "Flexhead"). The Company recognized a pre-tax gain of \$27.6 million. During fiscal 2017, we recognized a pre-tax gain of \$5.8 million on the sale of the minority ownership share in Abahsain-Cope Saudi Arabia Ltd. when transfer of ownership was completed. See Note 4, "Divestitures" and Note 8, "Other Income, net" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Income tax expense

Income tax expense decreased \$11.8 million, to \$29.7 million, compared to \$41.5 million for fiscal 2017. The Company's income tax rate decreased to 17.9% for fiscal 2018, compared to 32.9% for fiscal 2017. The decrease in the effective tax rate was primarily due to the reduction of the federal statutory rate from 35% to 21% as a result of the enactment of new tax legislation, TCJA, on December 22, 2017, the remeasurement of the deferred tax liabilities as a result of the TCJA, and a net tax benefit from the release of indemnified tax positions. See Note 9, "Income Taxes" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Segment results

Electrical Raceway

(\$ in thousands)	Fiscal year ended		Change (\$)	Change (%)
	September 30, 2018	September 30, 2017		
Net sales	\$ 1,366,611	\$ 1,094,783	\$ 271,828	24.8%
Adjusted EBITDA	255,260	189,351	65,909	34.8%
Adjusted EBITDA Margin	18.7%	17.3%		

Net sales

	Change (%)
Volume	0.5%
Average selling prices	13.0%
Foreign exchange	0.5%
Acquisitions	10.8%
Net sales	24.8%

Net sales increased \$271.8 million, or 24.8%, to \$1,366.6 million for fiscal 2018 compared to \$1,094.8 million for fiscal 2017. The increase was primarily due to increased average market prices for Metal and PVC electrical conduit and fittings product categories and the pass-through impact of higher average input costs of steel, copper, and freight of \$142.3 million. Additionally, net sales increased \$118.5 million resulting from acquisitions during fiscal 2018 and fiscal 2017.

Adjusted EBITDA

Adjusted EBITDA increased \$65.9 million, or 34.8%, to \$255.3 million for fiscal 2018 compared to \$189.4 million for fiscal 2017. The increase in Adjusted EBITDA was largely due to higher gross profit from increased average market prices for the Metal and PVC electrical conduit and fittings product categories and incremental Adjusted EBITDA resulting from acquisitions. The increase in Adjusted EBITDA was partially offset by an increase in freight costs and selling, general and administrative expenses attributed to acquisitions in fiscal 2018 and 2017.

Mechanical Products & Solutions

(\$ in thousands)	Fiscal year ended		Change (\$)	Change (%)
	September 30, 2018	September 30, 2017		
Net sales	\$ 470,153	\$ 410,532	\$ 59,621	14.5 %
Adjusted EBITDA	\$ 51,339	\$ 63,687	\$ (12,348)	(19.4)%
Adjusted EBITDA Margin	10.9%	15.5%		

Net sales

	Change (%)
Volume	11.2 %
Average selling prices	5.7 %
Divestiture	(2.4)%
Net sales	14.5 %

Net sales increased \$59.6 million, or 14.5% to \$470.2 million for fiscal 2018 compared to \$410.5 million for fiscal 2017. The increase in net sales was primarily due to \$46.2 million of higher volume of products sold within the mechanical pipe and metal framing and fittings product categories as well as higher average selling prices of \$23.3 million, partially offset by a decrease in net sales of \$10.0 million resulting from the Flexhead divestiture.

Adjusted EBITDA

Adjusted EBITDA decreased \$12.3 million, or 19.4%, to \$51.3 million for fiscal 2018 compared to \$63.7 million for fiscal 2017. Adjusted EBITDA decreased due to an increase in average input costs, which exceeded the increase in average selling prices, and a decrease attributed to the sale of Flexhead, partially offset by higher volume of product categories sold.

Liquidity and Capital Resources

We believe we have sufficient liquidity to support our ongoing operations and to invest in future growth and create value for stockholders. Our cash and cash equivalents were \$123.4 million as of September 30, 2019, of which \$45.4 million was held at non-U.S. subsidiaries. Those cash balances at foreign subsidiaries may be subject to withholding or local country taxes if the Company's intention to permanently reinvest such income were to change and cash was repatriated to the United States. Our cash and cash equivalents decreased \$3.2 million from September 30, 2018, primarily as a result of the increase in acquisitions and debt repayments, partially offset by cash flows from operations.

In general, we require cash to fund working capital investments, acquisitions, capital expenditures, debt repayment, interest payments, taxes and share repurchases. We have access to the ABL Credit Facility to fund our operational needs. As of September 30, 2019, there were no outstanding borrowings under the ABL Credit Facility (excluding \$10.5 million of standby letters of credit issued under the ABL Credit Facility). The borrowing base was estimated to be \$312.4 million and approximately \$301.9 million was available under the ABL Credit Facility as of September 30, 2019.

Our use of cash may fluctuate during the year and from year to year due to differences in demand and changes in economic conditions primarily related to the prices of commodities we purchase.

Capital expenditures have historically been necessary to expand and update the production capacity and improve the productivity of our manufacturing operations.

Our ongoing liquidity needs are expected to be funded by cash on hand, net cash provided by operating activities and, as required, borrowings under the Credit Facilities. We expect that cash provided from operations and available capacity under the ABL Credit Facility will provide sufficient funds to operate our business, make expected capital expenditures and meet our liquidity requirements for at least the next twelve months, including payment of interest and principal on our debt.

Limitations on Distributions and Dividends by Subsidiaries

AIG, AII, and AIH are each holding companies, and as such have no independent operations or material assets other than ownership of equity interests in their respective subsidiaries. Each company depends on its respective subsidiaries to distribute funds to them so that they may pay obligations and expenses, including satisfying obligations with respect to indebtedness. The ability of our subsidiaries to make distributions and dividends to us depends on their operating results, cash requirements and financial and general business conditions, as well as restrictions under the laws of our subsidiaries' jurisdictions.

The agreements governing the Credit Facilities significantly restrict the ability of our subsidiaries, including AII, to pay dividends, make loans or otherwise transfer assets from AII and, in turn, to us. Further, AII's subsidiaries are permitted under the terms of the Credit Facilities to incur additional indebtedness that may restrict or prohibit the making of distributions, the payment of dividends or the making of loans by such subsidiaries to AII and, in turn, to us. The First Lien Term Loan Facility requires AII to meet a certain consolidated coverage ratio on an incurrence basis in connection with additional indebtedness. The ABL Credit Facility contains limits on additional indebtedness based on various conditions for incurring the additional debt. AII has been in compliance with the covenants under the agreements for all periods presented. See Note 15, "Debt" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Cash Flows

The table below summarizes cash flow information derived from our statements of cash flows for the fiscal years ended September 30, 2019 and September 30, 2018.

(in thousands)	Fiscal year ended			
	September 30, 2019	September 30, 2018	Change (\$)	Change (%)
Cash flows provided by (used in):				
Operating activities	\$ 209,694	\$ 145,703	\$ 63,991	43.9 %
Investing activities	(133,101)	2,514	(135,615)	(5,394.4)%
Financing activities	(78,180)	(65,931)	(12,249)	18.6 %

Operating activities

During fiscal 2019, operating activities provided \$209.7 million of cash, compared to \$145.7 million during fiscal year 2018. The \$64.0 million increase was primarily due to improved operating income of \$44.0 million and working capital improvements of \$31.0 million, see "Results of Operations," as well as lower spending on working capital driven by improved collections as well as reduced purchases of inventory at lower prices.

Investing activities

During fiscal 2019, we used \$133.1 million of cash for investing activities compared to \$2.5 million provided by investing activities during fiscal 2018. The \$135.6 million increase in cash used by investing activities is due primarily to \$98.0 million in cash used for acquisitions in fiscal 2019 compared to \$3.5 million in fiscal 2018 as well as the cash received from the sale of a business in fiscal 2018 of \$42.6 million.

Financing Activities

During fiscal 2019, we used \$78.2 million for financing activities compared to \$65.9 million during fiscal 2018. The \$12.2 million increase was due to the decrease in borrowings net of repayments of \$392.8 million, which includes the voluntary accelerated prepayment of \$40.0 million on our First Lien Term Loan Facility in the fourth quarter of fiscal 2019. Additionally, there was the incremental decrease in issuance of common stock of \$12.7 million in fiscal 2019 compared to fiscal 2018, partially offset by a decrease in share repurchases of \$387.4 million in fiscal 2019 compared to fiscal 2018.

The table below summarizes cash flow information derived from our statements of cash flows for the fiscal years ended September 30, 2018 and September 30, 2017.

(in thousands)	Fiscal year ended			
	September 30, 2018	September 30, 2017	Change (\$)	Change (%)
Cash flows provided by (used in):				
Operating activities	\$ 145,703	\$ 121,654	24,049	19.8 %
Investing activities	2,514	(205,833)	208,347	(101.2)%
Financing activities	(65,931)	(67,760)	1,829	(2.7)%

Operating activities

During fiscal 2018, operating activities provided \$145.7 million of cash, compared to \$121.7 million during fiscal year 2017. The \$24.0 million increase was primarily due to improved operating income of \$23.7 million, see "Results of Operations".

Investing activities

During fiscal 2018, investing activities provided \$2.5 million compared to \$205.8 million during fiscal 2017. The \$208.3 million increase in cash used for investing activities is due primarily to a reduction of \$180.5 million in cash used in acquisitions in fiscal 2018 compared to 2017, and the cash received for the sale of the assets of Flexhead of \$42.6 million in fiscal 2018 compared to fiscal 2017, and partially offset by the increase of \$13.4 million in capital expenditures in fiscal 2018 compared to fiscal 2017. Capital expenditures represent enhancements to our IT infrastructure, manufacturing and distribution operations as well as replacement of our existing equipment and facilities.

Financing Activities

During fiscal 2018, we used \$65.9 million for financing activities compared to \$67.8 million in fiscal 2017. The \$1.8 million increase was due to the increase in borrowings net of repayments of \$393.4 million in fiscal 2018 and the incremental issuance of common stock of \$7.9 million fiscal 2018 compared to fiscal 2017, partially offset by our incremental share repurchase of \$397.8 million in fiscal 2018 compared to fiscal 2017.

Contractual Obligations

The following table presents our contractual obligations and commitments as of September 30, 2019.

(\$ in thousands)	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	Total
First Lien Term Loan Facility due December 22, 2023	\$ —	\$ —	\$ 852,120	\$ —	\$ 852,120
Interest payments (a)	43,433	84,453	50,830	—	178,716
Purchase commitments (b)	97,011	2,237	—	—	99,248
Operating lease obligations	13,526	20,258	11,459	6,938	52,181
Total (c)	\$ 153,970	\$ 106,948	\$ 914,409	\$ 6,938	\$ 1,182,265

(a) Interest expense is estimated based on outstanding loan balances assuming principal payments are made according to the payment schedule and interest rates as of September 30, 2019 (4.86% for the First Lien Term Loan Facility).

(b) Represents purchases of raw materials in the normal course of business for which all significant terms have been confirmed.

(c) As of September 30, 2019, we had \$5.0 million of income tax liability, gross unrecognized tax benefits of \$0.7 million and gross interest and penalties of \$0.1 million. Of these amounts, \$3.7 million is classified as a non-current liability in the consolidated balance sheet. At this time, we are unable to make a reasonably reliable estimate of the timing for such payments in future years; therefore, such amounts have been excluded from the above contractual obligations table.

The ABL Credit Facility provides for a five-year senior secured revolving credit facility of up to \$325.0 million. As of September 30, 2019, there were no borrowings under the ABL Credit Facility. We have the ability to continually refinance amounts drawn on the ABL Credit Facility through its maturity on December 22, 2021, subject to borrowing base limitations.

The projected company pension contributions for fiscal 2020 is \$2.1 million.

In the normal course of business, we are liable for contract completion and product performance. In the opinion of management, such obligations will not significantly affect our financial condition, results of operations or cash flows.

Off-Balance Sheet Arrangements

With the exception of operating leases, we do not have any off-balance sheet financing arrangements that we believe are reasonably likely to have a material current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Policies and Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions relating to the reporting of results of operations, financial condition and related disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates under different assumptions or conditions. The following are our most critical accounting policies, which are those that require management's most difficult, subjective and complex judgments, requiring the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods.

The following discussion is not intended to represent a comprehensive list of our accounting policies. For a detailed discussion of the application of these and other accounting policies, see Note 1, "Basis of Presentation and Summary of Significant Accounting Policies" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Revenue Recognition

The Company's revenue arrangements primarily consist of a single performance obligation to transfer promised goods which is satisfied at a point in time when title, risks and rewards of ownership, and subsequently control have transferred to the customer. This generally occurs when the product is shipped to the customer, with an immaterial amount of transactions in which control transfers upon delivery. The Company primarily offers assurance-type standard warranties that do not represent separate performance obligations.

The Company has certain arrangements that require it to estimate at the time of sale the amounts of variable consideration that should not be recorded as revenue as certain amounts are not expected to be collected from customers, as well as an estimate of the value of products to be returned. The Company principally relies on historical experience, specific customer agreements, and anticipated future trends to estimate these amounts at the time of sale and to reduce the transaction price. These arrangements include sales discounts and allowances, volume rebates, and returned goods. Historically, adjustments related to these estimates have not been material.

Income Taxes

In determining income for financial statement purposes, we must make certain estimates and judgments. These estimates and judgments affect the calculation of certain tax liabilities and the determination of the recoverability of certain deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenue and expense. Certain deferred tax assets are reviewed for recoverability and valued accordingly, considering available positive and negative evidence, including our past results, estimated future taxable income streams and the impact of tax planning strategies in the applicable tax paying jurisdiction. A valuation allowance is established to reduce deferred tax assets to the amount that is considered more likely than not to be realized. Valuations related to tax accruals and assets can be impacted by changes in accounting regulations, changes in tax codes and rulings, changes in statutory tax rates, and changes in our forecasted future taxable income. Any reduction in future taxable income, including but not limited to any future restructuring activities, may require that we record an additional valuation allowance against our deferred tax assets. An increase in the valuation allowance could result in additional income tax expense in such period and could have a significant impact on our future earnings.

In addition, the calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions across our global operations. Certain tax positions may be considered uncertain requiring an assessment of whether an allowance should be recorded. Our provision for uncertain tax positions provides a recognition threshold based on an estimate of whether it is more likely than not that a position will be sustained upon examination. We measure our uncertain tax position as the largest amount of benefit that has greater than a 50% likelihood of being realized upon ultimate settlement. We record interest and penalties related to unrecognized tax benefits as a component of provision for income taxes.

We recognize potential liabilities and record tax liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. These tax liabilities are reflected net of related tax loss carry-forwards. We adjust these reserves in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. If our estimate of tax liabilities proves to be less than the ultimate assessment, an additional charge to expense would result. If payment of these amounts ultimately proves to be less than the recorded amounts, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary. See Note 9, "Income Taxes" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Pension and Postretirement Benefits

Our pension expense and obligations are developed from actuarial valuations. Two critical assumptions in determining pension expense and obligations are the discount rate and expected long-term return on plan assets. We evaluate these assumptions at least annually. Other assumptions reflect demographic factors such as retirement, mortality and turnover and are evaluated periodically and updated to reflect our actual experience. Actual results may differ from actuarial assumptions. The following table summarizes the impact of a 50 basis point increase of these assumptions on our operating income for fiscal 2019:

(in millions)	50 Basis Point Change
Discount rate	\$(0.2)
Return on assets	\$0.5

See Note 5, "Postretirement Benefits" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Long-Lived Asset, Indefinite-Lived Intangible Assets and Goodwill Impairments

Goodwill and other intangible assets primarily result from business acquisitions. The Company assesses the recoverability of goodwill and indefinite-lived trade names on an annual basis in accordance with Accounting Standards Codification ("ASC") 350 "Intangibles - Goodwill and Other." The measurement date is the first day of the fourth fiscal quarter, or more frequently, if events or circumstances indicate that it is more likely than not that the fair value of a reporting unit or the respective indefinite-lived trade name is less than the carrying value. The Company can elect to perform a quantitative or qualitative test of impairment.

For fiscal 2019 and fiscal 2018, the Company performed a quantitative impairment assessment for goodwill. The Company calculated the fair value of its six reporting units considering three valuation approaches: (a) the income approach; (b) the guideline public company method; and (c) a market approach using a transaction analysis. The income approach calculates the fair value of the reporting unit using a discounted cash flow approach. Internally forecasted future cash flows, which the Company believes reasonably approximate market participant assumptions, are discounted using a weighted average cost of capital (Discount Rate) developed for each reporting unit. The Discount Rate is developed using market observable inputs, as well as considering whether or not there is a measure of risk related to the specific reporting unit's forecasted performance. Fair value under the guideline public company method is determined for each unit by applying market multiples for comparable public companies to the unit's financial results. The key uncertainties in these calculations are the assumptions used in determining the reporting unit's forecasted future performance, including revenue growth and EBITDA margins, as well as the perceived risk associated with those forecasts, along with selecting representative market multiples. Fair value under the guideline public company method is determined for each unit by applying market multiples for comparable public companies to the unit's financial results. Fair value under the transactional analysis is determined based on exchange prices in actual transactions and on asking prices for controlling interests in public or private companies currently offered for sale by applying market multiples for comparable public companies to the unit's financial results. The key uncertainties in the guideline public company method and the transactional analysis calculations are the assumptions used in determining the reporting unit's comparable public companies, comparable transactions and the selection of the market multiples.

For fiscal 2017, the Company determined through qualitative assessment ("Step 0") that it was not "more likely than not" that the fair values of its reporting units were less than their carrying values; as a result, the Company was not required to perform the quantitative impairment test.

The Company did not record any goodwill impairments in fiscal 2019, 2018 or 2017. As of September 30, 2019, the fair values of the reporting units exceeded their respective carrying amount by 10% or more. A 10% decrease in the discounted cash flows utilized in Step 1 for each of the reporting units would not have changed our determination that the fair value of each reporting unit was in excess of its carrying value.

As noted above, ASC 350 also requires that the Company test the indefinite-lived intangible assets for impairment at least annually. Under ASC 350, if the carrying value of the indefinite-lived asset is higher than its fair value, then the asset is deemed to be impaired and the impairment charge is estimated as the excess carrying value over the fair value. The Company calculated the fair value of its indefinite-lived intangible assets using the income approach, specifically the relief-from-royalty method. The relief-from-royalty method is used to estimate the cost savings that accrue to the owner of an intangible asset who would otherwise have to pay royalties or license fees on revenues earned through the use of the asset. Internally forecasted revenues, which the Company believes reasonably approximate market participant assumptions, are multiplied by a royalty rate to arrive at the estimated net after tax cost savings. The royalty rate used in the analysis is based on an analysis of empirical, market-derived royalty rates for guideline intangible assets. The net after tax cost savings are discounted using the Discount Rate. The Discount Rate is developed using market observable inputs, as well as considering whether or not there is a measure of risk related to the specific indefinite lived intangible assets' forecasted performance. The key uncertainties in these calculations are the assumptions used in determining the revenue associated with each indefinite-lived intangible asset and the royalty rate.

During fiscal year 2019, 2018, and 2017 the results indicated all indefinite-lived intangible assets had significant excess of fair value over the carrying value. A reasonably possible change in the estimated revenues associated with the indefinite-lived intangible assets, selected royalty rates or the residual growth rate would not result in an impairment of any of these assets.

Inventories

We account for inventory valuation for a majority of the Company using the last-in, first-out ("LIFO") method measured at the lower of cost or market value. We utilize the LIFO method of valuing inventories because it reflects how we monitor and manage our business and it matches current costs and revenues. Valuation of inventory using the LIFO method is made at the end of our fiscal year based on inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on estimates of expected year-end inventory levels and costs. Other inventories, consisting mostly of foreign inventories, are measured using first-in, first-out ("FIFO") costing methods. Inventory cost, regardless of valuation method, includes direct material, direct labor and overhead costs. In circumstances where inventory levels are in excess of anticipated market demand, where inventory is deemed technologically obsolete or not marketable due to its condition or where the inventory cost for an item exceeds its market value, we record a charge to cost of goods sold and reduce the inventory to its market value.

Product Liability

We are partially self-insured for product liability matters. We utilize third-party actuaries to assist us with measuring our exposure for these matters. Our product liability reserves represent both reported claims as well as an estimate for incurred but not reported claims. After a claim is filed, liability is estimated as facts associated with the claim become known. The establishment and update of liabilities for unpaid claims, including claims incurred but not reported, is based on the assessment by our claim administrator of each claim, an independent actuarial valuation of the nature and severity of total claims, and management's best estimate. We utilize a third-party claims administrator to pay claims, track and evaluate actual claims experience, and ensure consistency in the data used in the actuarial valuation. We assess product liability exposures for two different types of matters. The first type are claims and lawsuits alleging that the ABF and ABF II antimicrobial coating on our steel sprinkler pipe causes stress cracking in chlorinated polyvinyl pipe, or "CPVC," when the two types of pipe are installed in the same system. The second are product liability exposures unrelated to ABF. See Note 17, "Commitments and Contingencies" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Recent Accounting Pronouncements

See Note 1, "Basis of Presentation and Summary of Significant Accounting Policies" to the accompanying consolidated financial statements included elsewhere in this Annual Report.

Special Note Regarding Forward-Looking Statements and Information

This Annual Report on Form 10-K contains forward-looking statements and cautionary statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on management's beliefs and assumptions and information currently available to management. Some of the forward-looking statements can be identified by the use of forward-looking terms such as "believes," "expects," "may," "will," "shall," "should," "would," "could," "seeks," "aims," "projects," "is optimistic," "intends," "plans," "estimates," "anticipates" or other comparable terms. Forward-looking statements include, without limitation, all matters that are not historical facts. They appear in a number of places throughout this Annual Report and include, without limitation, statements regarding our intentions, beliefs, assumptions or current expectations concerning, among other things, financial position; results of operations; cash flows; prospects; growth strategies or expectations; customer retention; the outcome (by judgment or settlement) and costs of legal, administrative or regulatory proceedings, investigations or inspections, including, without limitation, collective, representative or class action litigation; and the impact of prevailing economic conditions.

Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of the market in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Annual Report. In addition, even if our results of operations, financial condition and cash flows, and the development of the market in which we operate, are consistent with the forward-looking statements contained in this Annual Report, those results or developments may not be indicative of results or developments in subsequent periods. A number of important factors, including, without limitation, the risks and uncertainties discussed or referenced under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, could cause actual results and outcomes to differ materially from those reflected in the forward-looking statements. Additional factors that could cause actual results and outcomes to differ from those reflected in forward-looking statements include, without limitation:

- declines in, and uncertainty regarding, the general business and economic conditions in the United States and international markets in which we operate;
- weakness or another downturn in the United States non-residential construction industry;
- changes in prices of raw materials;
- pricing pressure, reduced profitability, or loss of market share due to intense competition;
- availability and cost of third-party freight carriers and energy;
- high levels of imports of products similar to those manufactured by us;
- changes in federal, state, local and international governmental regulations and trade policies;
- changes in foreign laws and legal systems, including as a result of Brexit;
- recent and future changes to tax legislation;
- adverse weather conditions;
- failure to generate sufficient cash flow from operations or to raise sufficient funds in the capital markets to satisfy existing obligations and support the development of our business;
- increased costs relating to future capital and operating expenditures to maintain compliance with environmental, health and safety laws;
- reduced spending by, deterioration in the financial condition of, or other adverse developments with respect to, one or more of our top customers;
- increases in our working capital needs, which are substantial and fluctuate based on economic activity and the market prices for our main raw materials, including as a result of failure to collect, or delays in the collection of, cash from the sale of manufactured products;
- work stoppage or other interruptions of production at our facilities as a result of disputes under existing collective bargaining agreements with labor unions or in connection with negotiations of new collective bargaining agreements, as a result of supplier financial distress, or for other reasons;
- challenges attracting and retaining key personnel or high-quality employees;
- changes in our financial obligations relating to pension plans that we maintain in the United States;
- reduced production or distribution capacity due to interruptions in the operations of our facilities or those of our key suppliers;
- loss of a substantial number of our third-party agents or distributors or a dramatic deviation from the amount of sales they generate;
- security threats, attacks, or other disruptions to our information systems, or failure to comply with complex network security, data privacy and other legal obligations or the failure to protect sensitive information;

- possible impairment of goodwill or other long-lived assets as a result of future triggering events, such as declines in our cash flow projections or customer demand;
- safety and labor risks associated with the manufacture and in the testing of our products;
- product liability, construction defect and warranty claims and litigation relating to our various products, as well as government inquiries and investigations, and consumer, employment, tort and other legal proceedings;
- our ability to protect our intellectual property and other material proprietary rights;
- risks inherent in doing business internationally;
- our inability to introduce new products effectively or implement our innovation strategies;
- the inability of our customers to pay off the credit lines extended to them by us in a timely manner and the negative impact on customer relations resulting from our collections efforts with respect to non-paying or slow-paying customers;
- our inability to continue importing raw materials, component parts and/or finished goods;
- the incurrence of liabilities and the issuance of additional debt or equity in connection with acquisitions, joint ventures or divestitures and the failure of indemnification provisions in our acquisition agreements to fully protect us from unexpected liabilities;
- failure to manage acquisitions successfully, including identifying, evaluating, and valuing acquisition targets and integrating acquired companies, businesses or assets;
- the incurrence of liabilities in connection with violations of the FCPA and similar foreign anti-corruption laws;
- the incurrence of additional expenses, increase in complexity of our supply chain and potential damage to our reputation with customers resulting from regulations related to "conflict minerals";
- disruptions or impediments to the receipt of sufficient raw materials resulting from various anti-terrorism security measures;
- restrictions contained in our debt agreements;
- failure to generate cash sufficient to pay the principal of, interest on, or other amounts due on our debt; and
- other risks and factors described in this report and from time to time in documents that we file with the SEC.

You should read this Annual Report completely and with the understanding that actual future results may be materially different from expectations. All forward-looking statements attributable to us or persons acting on our behalf that are made in this Annual Report are qualified in their entirety by these cautionary statements. These forward-looking statements are made only as of the date of this Annual Report, and we do not undertake any obligation, other than as may be required by law, to update or revise any forward-looking or cautionary statements to reflect changes in assumptions, the occurrence of events, unanticipated or otherwise, and changes in future operating results over time or otherwise.

Comparisons of results for current and any prior periods are not intended to express any future trends, or indications of future performance, unless expressed as such, and should only be viewed as historical data.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

In the normal course of conducting business, we are exposed to certain risks associated with potential changes in market conditions. These risks include fluctuations in interest rates, credit risks, commodity prices, including price fluctuations related to our primary raw materials and foreign currency translation rates.

Interest Rate Risk

The Credit Facilities bear interest at a floating rate. The ABL Credit Facility bears interest at a floating rate of LIBOR plus an applicable margin. The First Lien Term Loan Facility bears interest at the greater of LIBOR or 1.00% plus an applicable margin. As a result, we are exposed to fluctuations in interest rates to the extent of our net borrowings under the Credit Facilities, which were \$851.4 million at September 30, 2019. As of September 30, 2019, LIBOR exceeded 1.00%; therefore, each one percentage point change in interest rates would result in an approximately \$8.6 million change in the annual interest expense on our First Lien Term Loan Facility. As of September 30, 2019, assuming availability was fully utilized, each one percentage point change in interest rates would result in an approximately \$3.3 million change in annual interest expense on the ABL Credit Facility. Additionally, if the ABL Credit Facility were fully utilized, the margin we pay on borrowings would increase by 0.50% from the current level and we would incur additional interest expense of \$1.6 million.

Credit Risk

We are exposed to credit risk on accounts receivable balances. This risk is mitigated due to our large, diverse customer base. In fiscal 2019, our ten largest customers (including buyers and distributors in buying groups) accounted for approximately 33.0% of our net sales. However, no single customer comprised more than 10% of our consolidated net sales in fiscal 2019,

2018 or 2017. As of September 30, 2019, no single customer represented more than 10% of the Company's accounts receivable balance. As of September 30, 2018, one customer, Sonepar Management US, Inc., represented 11% of the Company's accounts receivable balance. See Note 20, "Segment Information" to the accompanying consolidated financial statements included elsewhere in this Annual Report. No single customer comprised more than 10% of consolidated accounts receivable in fiscal 2017. We maintain provisions for potential credit losses and such losses to date have normally been within our expectations. We evaluate the solvency of our customers on an ongoing basis to determine if additional allowances for doubtful accounts receivable need to be recorded. We have historically not been exposed to a material amount of uncollectible receivable balances.

Commodity Price Risk

We are exposed to price fluctuations for our primary raw material commodities such as steel, copper and PVC resin. Our operating performance may be affected by both upward and downward price fluctuations. We are also exposed to fluctuations in petroleum costs as we deliver a substantial portion of the products we sell by truck. We seek to minimize the effects of inflation and changing prices through economies of purchasing and inventory management resulting in cost reductions and productivity improvements as well as price increases to maintain reasonable gross margins. Such commodity price fluctuations have from time to time produced volatility in our financial performance and could do so in the future.

Foreign Currency Risk

Because we conduct our business on an international basis in multiple currencies, we may be adversely affected by foreign exchange rate fluctuations. Although we report financial results in United States dollars, approximately 12% of our net sales and expenses are denominated in currencies other than the United States dollar, particularly British pounds sterling, European euros, Canadian dollars, Australian dollars, Chinese yuan, Russian rubles and New Zealand dollars. Fluctuations in exchange rates could therefore significantly affect our reported results from period to period as we translate results in local currencies into United States dollars. With the exception of certain foreign denominated intercompany loans, we generally do not use derivative instruments to hedge translation risks in the ordinary course of business, including the risk related to earnings of foreign subsidiaries. Due to limited cross border transactions, we do not experience material foreign exchange transactional gains or losses.

Item 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Atkore International Group Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Atkore International Group Inc. and subsidiaries (the "Company") as of September 30, 2019 and 2018, the related consolidated statements of operations, comprehensive income, cash flows, and shareholders' equity, for each of the three years in the period ended September 30, 2019, and the related notes and the schedules listed in the Index at Part IV, Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2019, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of September 30, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated November 22, 2019, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill - Refer to Notes 1 and 14 to the financial statements

Critical Audit Matter Description

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company's goodwill balance was \$186 million as of September 30, 2019. The Company considers the income approach, the guideline public company method, and a market approach to estimate the fair value of its reporting units. With respect to the income approach, management makes significant estimates and assumptions related to forecasts of future performance, including revenue growth, earnings before interest, income taxes, depreciation, and amortization (EBITDA) margins, and discount rates. The fair value of all reporting units exceeded their respective carrying values and, therefore, no impairment was recognized for the year ended September 30, 2019.

We identified goodwill for one of the Company's reporting units as a critical audit matter because of the significant estimates and assumptions management makes to estimate the fair value of this reporting unit, specifically the impact of recent acquisitions on these assumptions. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of

management's estimates and assumptions related to forecasts of revenue growth, EBITDA margins, and the selection of the discount rate.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the forecasts of revenue growth and EBITDA margins ("forecasts"), and the selection of discount rate for this reporting unit included the following, among others:

- We tested the design and operating effectiveness of controls over the annual goodwill impairment assessment, including those over the forecasts and the selection of the discount rate.
- We evaluated management's ability to accurately forecast by comparing actual results to management's historical forecasts.
- We evaluated the impact of recent acquisitions on the reporting unit's current and forecasted EBITDA margins.
 - We evaluated the reasonableness of management's forecasts by comparing the forecasts to:
 - Historical results.
 - Internal communications to management and the Board of Directors.
 - Industry reports.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the (1) valuation methodology and (2) discount rate by:
 - Evaluating whether the fair value models being used are appropriate considering the Company's circumstances and valuation premise identified.
 - Testing the source information and the mathematical accuracy of the calculations underlying the determination of the discount rate, and developing a range of independent estimates and comparing those to the discount rate selected by management.

/s/ Deloitte & Touche LLP

Chicago, Illinois
November 22, 2019

We have served as the Company's auditor since 2011.

**ATKORE INTERNATIONAL GROUP INC.
CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except per share data)	Note	Fiscal Year Ended		
		September 30, 2019	September 30, 2018	September 30, 2017
Net sales		\$ 1,916,538	\$ 1,835,139	\$ 1,503,934
Cost of sales		1,419,338	1,397,055	1,142,664
Gross profit		497,200	438,084	361,270
Selling, general and administrative		240,660	226,282	182,910
Intangible asset amortization	14	32,876	32,104	22,407
Operating income		223,664	179,698	155,953
Interest expense, net		50,473	40,694	26,598
Loss on extinguishment of debt	15	—	—	9,805
Other income, net	8	(11,478)	(27,348)	(6,575)
Income before income taxes		184,669	166,352	126,125
Income tax expense	9	45,618	29,707	41,486
Net income		\$ 139,051	\$ 136,645	\$ 84,639
Net income per share				
Basic	10	\$ 2.91	\$ 2.59	\$ 1.33
Diluted	10	\$ 2.83	\$ 2.48	\$ 1.27

See Notes to Consolidated Financial Statements

**ATKORE INTERNATIONAL GROUP INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(in thousands)	Note	Fiscal Year Ended		
		September 30, 2019	September 30, 2018	September 30, 2017
Net income		\$ 139,051	\$ 136,645	\$ 84,639
Change in foreign currency translation adjustment		(7,490)	(2,853)	1,221
Change in unrecognized (loss) income related to pension benefit plans, net of tax benefit (expense) of \$5,253, (\$1,362) and (\$3,356), respectively		(15,437)	4,397	6,747
Total other comprehensive (loss) income	11	(22,927)	1,544	7,968
Comprehensive income		\$ 116,124	\$ 138,189	\$ 92,607

See Notes to Consolidated Financial Statements

**ATKORE INTERNATIONAL GROUP INC.
CONSOLIDATED BALANCE SHEETS**

(in thousands, except share and per share data)	Note	September 30, 2019	September 30, 2018
Assets			
Current Assets:			
Cash and cash equivalents		\$ 123,415	\$ 126,662
Accounts receivable, less allowance for doubtful accounts of \$2,608 and \$1,762, respectively		315,353	265,147
Inventories, net	12	226,090	221,753
Prepaid expenses and other current assets		34,679	33,576
Total current assets		699,537	647,138
Property, plant and equipment, net	13	260,703	213,108
Intangible assets, net	14	285,684	291,916
Goodwill	14	186,231	170,129
Deferred income taxes	9	577	162
Non-trade receivables		4,263	1,607
Total Assets		\$ 1,436,995	\$ 1,324,060
Liabilities and Equity			
Current Liabilities:			
Short-term debt and current maturities of long-term debt	15	\$ —	\$ 26,561
Accounts payable		150,681	156,525
Income tax payable		2,157	542
Accrued compensation and employee benefits		35,770	33,350
Customer liabilities	2	44,983	3,377
Other current liabilities		53,943	52,392
Total current liabilities		287,534	272,747
Long-term debt	15	845,317	877,686
Deferred income taxes	9	19,986	16,510
Other long-term tax liabilities		3,669	1,443
Pension liabilities	5	34,509	17,075
Other long-term liabilities		13,044	16,540
Total Liabilities		1,204,059	1,202,001
Equity:			
Common stock, \$0.01 par value, 1,000,000,000 shares authorized, 46,955,163 and 47,079,645 shares issued and outstanding, respectively		471	472
Treasury stock, held at cost, 260,900 and 260,900 shares, respectively		(2,580)	(2,580)
Additional paid-in capital		477,139	457,978
Accumulated deficit		(200,396)	(317,373)
Accumulated other comprehensive loss	11	(41,698)	(16,438)
Total Equity		232,936	122,059
Total Liabilities and Equity		\$ 1,436,995	\$ 1,324,060

See Notes to Consolidated Financial Statements

**ATKORE INTERNATIONAL GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)	Note	Fiscal year ended		
		September 30, 2019	September 30, 2018	September 30, 2017
Operating activities				
Net income		\$ 139,051	\$ 136,645	\$ 84,639
Adjustments to reconcile net income to net cash provided by operating activities				
Gain on sale of a business		—	(27,575)	(5,093)
Depreciation and amortization		72,347	66,890	54,727
Amortization of debt issuance costs and original issue discount		1,804	1,542	1,446
Deferred income taxes	9	(796)	(9,008)	938
Loss on extinguishment of debt	15	—	—	9,805
Provision for losses on accounts receivable and inventory		4,656	7,241	1,333
Stock-based compensation expense	6	11,798	14,664	12,788
Gain on purchase of business	3	(7,384)	—	—
Other adjustments to net income		(1,938)	2,023	896
Changes in operating assets and liabilities, net of effects from acquisitions				
Accounts receivable		6,026	(44,419)	(13,445)
Inventories		9,002	(36,528)	(10,301)
Prepaid expenses and other current assets		(3,054)	(1,762)	(3,074)
Accounts payable		(21,981)	31,667	8,673
Income taxes		4,511	(3,179)	(9,138)
Accrued and other liabilities		(2,782)	7,243	(11,232)
Other, net		(1,566)	259	(1,308)
Net cash provided by operating activities		209,694	145,703	121,654
Investing activities				
Capital expenditures		(34,860)	(38,501)	(25,122)
Proceeds from sale of properties, plant and equipment		80	349	100
Proceeds from divestiture of business		—	42,631	—
Proceeds from sale of assets held for sale		—	—	3,024
Acquisitions of businesses, net of cash acquired	3	(97,999)	(3,467)	(183,923)
Other, net		(322)	1,502	88
Net cash (used for) provided by investing activities		(133,101)	2,514	(205,833)
Financing activities				
Borrowings under credit facility	15	39,000	358,000	97,000
Repayments under credit facility	15	(39,000)	(443,000)	(12,000)
Repayments of short-term debt	15	(20,980)	(8,150)	(4,200)
Issuance of long-term debt	15	—	426,217	498,750
Repayments of long-term debt	15	(40,000)	(1,217)	(641,100)
Issuance of common stock	6	7,374	20,110	12,168
Repurchase of common stock		(24,419)	(411,775)	(13,938)
Payments for debt financing costs and fees	15	—	(5,955)	(4,375)
Other, net		(155)	(161)	(65)

(in thousands)	Note	Fiscal year ended		
		September 30, 2019	September 30, 2018	September 30, 2017
Net cash used for financing activities		(78,180)	(65,931)	(67,760)
Effects of foreign exchange rate changes on cash and cash equivalents		(1,660)	(1,342)	(2,622)
Increase (decrease) in cash and cash equivalents		(3,247)	80,944	(154,561)
Cash and cash equivalents at beginning of period		126,662	45,718	200,279
Cash and cash equivalents at end of period		\$ 123,415	\$ 126,662	\$ 45,718
Supplementary Cash Flow information				
Interest paid		\$ 49,879	\$ 39,898	\$ 26,131
Income taxes paid, net of refunds		38,698	41,601	49,813
Capital expenditures, not yet paid		3,719	916	1,330

See Notes to Consolidated Financial Statements

ATKORE INTERNATIONAL GROUP INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
For the three year period ended September 30, 2019

(in thousands)	Common Stock		Treasury Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity
	Shares	Amount	Amount				
Balance as of September 30, 2016	62,458	\$ 626	\$ (2,580)	\$ 398,292	\$ (113,142)	\$ (25,950)	\$ 257,246
Net income	—	—	—	—	84,639	—	84,639
Other comprehensive income	—	—	—	—	—	7,968	7,968
Stock-based compensation	—	—	—	12,788	—	—	12,788
Issuance of common stock	1,628	16	—	12,152	—	—	12,168
Repurchase of common stock	(781)	(8)	—	—	(13,930)	—	(13,938)
Balance as of September 30, 2017	63,305	634	(2,580)	423,232	(42,433)	(17,982)	360,871
Net income	—	—	—	—	136,645	—	136,645
Other comprehensive income	—	—	—	—	—	1,544	1,544
Stock-based compensation	—	—	—	14,664	—	—	14,664
Issuance of common stock	2,795	28	—	20,082	—	—	20,110
Repurchase of common stock	(19,020)	(190)	—	—	(411,585)	—	(411,775)
Balance as of September 30, 2018	47,080	472	(2,580)	457,978	(317,373)	(16,438)	122,059
Net income	—	—	—	—	139,051	—	139,051
Other comprehensive loss	—	—	—	—	—	(22,927)	(22,927)
Reclassification of stranded tax benefits (1)	—	—	—	—	2,333	(2,333)	—
Stock-based compensation	—	—	—	11,798	—	—	11,798
Issuance of common stock	1,105	11	—	7,363	—	—	7,374
Repurchase of common stock	(1,230)	(12)	—	—	(24,407)	—	(24,419)
Balance as of September 30, 2019	46,955	\$ 471	\$ (2,580)	\$ 477,139	\$ (200,396)	\$ (41,698)	\$ 232,936

(1) Due to the adoption of ASU 2018-02.

See Notes to Consolidated Financial Statements

ATKORE INTERNATIONAL GROUP INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except share and per share data)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

Organization and Ownership Structure — Atkore International Group Inc. (the "Company" or "Atkore") is a leading manufacturer of Electrical Raceway products primarily for the non-residential construction and renovation markets and Mechanical Products & Solutions ("MP&S") for the construction and industrial markets. Electrical Raceway products form the critical infrastructure that enables the deployment, isolation and protection of a structure's electrical circuitry from the original power source to the final outlet. MP&S frame, support and secure component parts in a broad range of structures, equipment and systems in electrical, industrial and construction applications.

The Company was incorporated in the State of Delaware on November 4, 2010. Atkore is the sole stockholder of Atkore International Holdings Inc. ("AIH"), which in turn is the sole stockholder of Atkore International, Inc. ("AII").

The Transactions — On November 9, 2010, Tyco announced that it had entered into an agreement to sell a majority interest in TEMP to CD&R Allied Holdings, L.P. (the "CD&R Investor"), an affiliate of the private equity firm Clayton Dubilier & Rice, LLC ("CD&R"). On December 22, 2010, the transaction was completed and CD&R acquired shares of a newly created class of cumulative convertible preferred stock (the "Preferred Stock") of the Company. The Preferred Stock initially represented 51% of the Company's outstanding capital stock (on an as-converted basis). The preferred stock is entitled to a 12% fixed, cumulative dividend paid quarterly ("Preferred Dividends") and dividends on an as-converted basis when declared on common stock ("Participating Dividends"). On December 22, 2010, the Company also issued common stock (the "Common Stock") to Tyco's wholly owned subsidiary, Tyco International Holding S.à.r.l. ("Tyco Seller"), that initially represented the remaining 49% of the Company's outstanding capital stock. Subsequent to December 22, 2010, the Company has operated as an independent, stand-alone entity. The aforementioned transactions described in this paragraph are referred to herein as the "Transactions."

On March 6, 2014, the Company entered into a non-binding letter of intent (the "Letter of Intent") with Tyco for the acquisition (the "Acquisition") of 40.3 million shares of Common Stock held by Tyco Seller. On April 9, 2014, the Company paid \$250,000 to Tyco Seller to redeem the shares, which were subsequently retired. The Company paid \$2,000 of expenses related to the share redemption.

In a separate transaction on the same date, the CD&R Investor converted its Preferred Stock and accumulated Preferred Dividends into Common Stock. As of September 26, 2014, Common Stock is the Company's sole issued and outstanding class of securities.

Initial Public Offering — On June 9, 2016, the Company's Registration Statement on Form S-1 relating to an initial public offering ("IPO") of its common stock was declared effective by the United States Securities and Exchange Commission ("SEC") and on June 15, 2016, we completed the IPO at a price to the public of \$16.00 per share. In connection with the IPO, the CD&R Investor, an affiliate of CD&R, sold an aggregate of 12,000,000 shares of its common stock. In a series of secondary offerings during fiscal 2017, the CD&R Investor sold an aggregate 19,550,000 shares of the Company's common stock. The CD&R Investor received all of the net proceeds and bore all commissions and discounts from the sale of our common stock. The Company did not receive any proceeds from the IPO or any of the secondary offerings.

Holders of common stock are entitled to cast one vote for each share held of record on all matters submitted to a vote of the stockholders. Additionally, holders of common stock are entitled to receive, on a pro rata basis, dividends and distributions, if any, that the Company's board of directors may declare out of legally available funds, subject to preferences that may be applicable to preferred stock, if any.

Share Repurchase Program — In August 2017, the Company's board of directors approved a share repurchase program, under which the Company may repurchase up to an aggregate amount of \$75.0 million of its outstanding stock. Share repurchases will be conducted under the program in the open market and through broker negotiated purchases in compliance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended, and subject to market conditions, applicable legal requirements, and other relevant factors. This share repurchase program does not obligate the Company to acquire any particular amount of common stock, and it may be terminated at any time at the Company's discretion.

In January 2018, the Company announced a stock repurchase transaction whereby the Company agreed to repurchase from the CD&R Investor, a related party, approximately 17.2 million shares of the Company's common stock, par value \$0.01 per share, at a per share price equal to \$21.77, for a total purchase price of \$375 million, subject to the terms and conditions set forth in the stock purchase agreement. Following the stock repurchase transaction in January 2018 and secondary offerings of the Company's common stock in February 2018 and May 2018, the CD&R Investor completed its exit from its investment in the Company, and, as of September 30, 2018, no longer owned any of the Company's common stock. As of December 28, 2018, there were no authorized repurchases remaining under the August 2017 repurchase program.

On February 5, 2019, the board of directors approved a share repurchase program, under which the Company may repurchase up to \$50.0 million of its outstanding common stock. As of September 30, 2019, there were \$50.0 million of authorized repurchases remaining.

Basis of Presentation — The accompanying audited consolidated financial statements of the Company and all of its subsidiaries included herein have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

The audited consolidated financial statements include the assets and liabilities used in operating the Company's business. All intercompany balances and transactions have been eliminated in consolidation. The results of companies acquired or disposed of are included in the audited consolidated financial statements from the effective date of acquisition or up to the date of disposal.

Fiscal Periods — The Company has a fiscal year that ends on September 30. The Company's fiscal quarters end on the last Friday in December, March and June.

Use of Estimates — The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclose contingent assets and liabilities at the date of the consolidated financial statements and report the associated amounts of revenues and expenses. Actual results could differ materially from these estimates.

Summary of significant accounting policies

Revenue Recognition — The Company's revenue arrangements primarily consist of a single performance obligation to transfer promised goods which is satisfied at a point in time when title, risks and rewards of ownership, and subsequently control have transferred to the customer. This generally occurs when the product is shipped to the customer, with an immaterial amount of transactions in which control transfers upon delivery. The Company primarily offers assurance-type standard warranties that do not represent separate performance obligations.

The Company has certain arrangements that require it to estimate at the time of sale the amounts of variable consideration that should not be recorded as revenue as certain amounts are not expected to be collected from customers, as well as an estimate of the value of products to be returned. The Company principally relies on historical experience, specific customer agreements, and anticipated future trends to estimate these amounts at the time of sale and to reduce the transaction price. These arrangements include sales discounts and allowances, volume rebates, and returned goods.

The Company has elected to utilize certain practical expedients available under GAAP. The Company records amounts billed to customers for reimbursement of shipping and handling costs within revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as fulfillment costs and are included in cost of sales. Sales taxes and other usage-based taxes are excluded from revenue. The practical expedient not to disclose information about remaining performance obligations has also been elected as these obligations have an original duration of one year or less. The Company does not evaluate whether the selling price includes a financing interest component for contracts that are less than a year. The Company also expenses costs incurred to obtain a contract, primarily sales commissions, as all obligations will be settled in less than one year.

The Company typically receives payment 30 to 60 days from the point it has satisfied the related performance obligation. See Note 20, "Segment Information" for revenue disaggregated by geography and product categories.

Cost of Sales — The Company includes all costs directly related to the production of goods for sale in cost of sales in the statement of operations. These costs include direct material, direct labor, production related overheads, excess and

obsolescence costs, lower of cost or market provisions, freight and distribution costs, and the depreciation and amortization of assets directly used in the production of goods for sale.

Selling, General and Administrative Expenses — These amounts primarily include payroll-related expenses for both administrative and selling personnel, compensation expense from stock-based awards, restructuring-related charges, third-party professional services and transactional gains or losses for foreign currency transactions, excluding the foreign exchange exposure for intercompany loan transactions, which is included in Other income, net.

Cash and Cash Equivalents — The Company considers all highly liquid investments with a maturity of three months or less, when purchased, to be cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts — The Company carries its accounts receivable at their face amounts less an allowance for doubtful accounts. The allowance for doubtful accounts receivable reflects the best estimate of losses inherent in the Company's accounts receivable portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other available evidence.

Inventories — Inventories are recorded at the lower of cost (primarily LIFO) or market value. The Company estimates losses for excess and obsolete inventory through an assessment of its net realizable value based on the aging of the inventory and an evaluation of the likelihood of recovering the inventory costs based on anticipated demand and selling price. See Note 12, "Inventories, net."

Property, Plant and Equipment — Property, plant and equipment, net, is recorded at cost less accumulated depreciation. Maintenance and repair expenditures are charged to expense when incurred. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets as follows:

Buildings	4 to 40 years
Building improvements	3 to 20 years
Machinery and production equipment	1 to 20 years
Support and testing machinery and equipment	2 to 10 years
Leasehold improvements	Lesser of remaining term of the lease or useful life
Software	2 to 10 years

The internal and external costs incurred to develop internal use computer software during the application development stage of the implementation, including the design of the chosen path, are capitalized. Other costs, including expenses incurred during the preliminary project stage, training expenses, data conversion costs and expenses incurred in the post implementation stage are expensed in the period incurred. Capitalized costs are amortized ratably over the useful life of the software when the software becomes operational. Upgrades and enhancements to internal use software are capitalized only if the costs result in additional functionality. The Company does not plan to sell or market our internal use computer software to third parties.

Long-Lived Asset and Finite - Lived Intangible Asset Impairments — The Company reviews long-lived assets, including property, plant and equipment and finite-lived intangible assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable.

The Company groups assets at the lowest level for which cash flows are separately identified in order to measure an impairment. Recoverability of an asset or asset group is first measured by a comparison of the carrying amount to its estimated undiscounted future cash flows expected to be generated by the asset or asset group. If the carrying amount exceeds its estimated undiscounted future cash flows, an impairment charge is recognized as the amount by which the carrying amount of the asset or asset group exceeds the estimated fair value. If impairment is determined to exist, any related impairment loss is calculated based on the estimated fair value. Impairment losses on assets to be disposed of or held for sale, if any, are based on the estimated proceeds to be received, less costs of disposal.

The Company also considers potential impairment indicators associated with other finite-lived intangible assets, including its customer relationships, patents, and non-compete agreements. An impairment is recognized if the carrying value of an asset or asset group exceeds the estimated undiscounted future cash flows expected to result from the use of the asset or asset group and its eventual disposition. The Company's key customers are primarily wholesale and national distributors. The terms of these relationships are based on purchase orders and are not contractually based. Customer relationships are amortized on a straight-line basis over their useful lives, ranging from 6 to 14 years. The Company evaluates the appropriateness of remaining useful lives based on customer attrition rates. Other intangible assets are amortized on a straight-lined basis over their estimated useful lives, ranging from 1 to 20 years. The Company did not have a triggering event during fiscal 2019 and 2018.

Goodwill and Indefinite-Lived Intangible Asset Impairments — The Company assesses the recoverability of goodwill and indefinite-lived trade names on an annual basis in accordance with Accounting Standards Codification ("ASC") 350 "Intangibles - Goodwill and Other." The measurement date is the first day of the fourth fiscal quarter, or more frequently, if events or circumstances indicate that it is more likely than not that the fair value of a reporting unit or the respective indefinite-lived trade name is less than the carrying value. The Company can elect to perform a quantitative or qualitative test of impairment. In the fourth quarter of 2017, the Company adopted Accounting Standards Update ("ASU") 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." This guidance eliminates the requirement to determine the fair value of individual assets and liabilities of a reporting unit to measure goodwill impairment. Under the amendments in the new guidance, the quantitative goodwill impairment testing is performed by comparing the fair value of the reporting unit with its carrying amount and recognizing an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value.

For fiscal 2019 and fiscal 2018, the Company performed a quantitative impairment assessment for goodwill. The Company calculated the fair value of its six reporting units considering three valuation approaches: (a) the income approach; (b) the guideline public company method; and (c) a market approach using a transaction analysis. The income approach calculates the fair value of the reporting unit using a discounted cash flow approach. Internally forecasted future cash flows, which the Company believes reasonably approximate market participant assumptions, are discounted using a weighted average cost of capital (Discount Rate) developed for each reporting unit. The Discount Rate is developed using market observable inputs, as well as considering whether or not there is a measure of risk related to the specific reporting unit's forecasted performance. Fair value under the guideline public company method is determined for each unit by applying market multiples for comparable public companies to the unit's financial results. The key uncertainties in these calculations are the assumptions used in determining the reporting unit's forecasted future performance, including revenue growth and EBITDA margins, as well as the perceived risk associated with those forecasts, along with selecting representative market multiples. Fair value under the guideline public company method is determined for each unit by applying market multiples for comparable public companies to the unit's financial results. Fair value under the transactional analysis is determined based on exchange prices in actual transactions and on asking prices for controlling interests in public or private companies currently offered for sale by applying market multiples for comparable public companies to the unit's financial results. The key uncertainties in the guideline public company method and the transactional analysis calculations are the assumptions used in determining the reporting unit's comparable public companies, comparable transactions and the selection of the market multiples.

For fiscal 2017, the Company determined through qualitative assessment ("Step 0") that it was not "more likely than not" that the fair values of its reporting units were less than their carrying values; as a result, the Company was not required to perform the quantitative impairment test.

The Company did not record any goodwill impairments in fiscal 2019, 2018 or 2017.

As noted above, ASC 350 also requires that the Company test the indefinite-lived intangible assets for impairment at least annually. Under ASC 350, if the carrying value of the indefinite-lived asset is higher than its fair value, then the asset is deemed to be impaired and the impairment charge is estimated as the excess carrying value over the fair value. The Company calculated the fair value of its indefinite-lived intangible assets using the income approach, specifically the relief-from-royalty method. The relief-from-royalty method is used to estimate the cost savings that accrue to the owner of an intangible asset who would otherwise have to pay royalties or license fees on revenues earned through the use of the asset. Internally forecasted revenues, which the Company believes reasonably approximate market participant assumptions, are multiplied by a royalty rate to arrive at the estimated net after tax cost savings. The royalty rate used in the analysis is based on an analysis of empirical, market-derived royalty rates for guideline intangible assets. The net after tax cost savings are discounted using the Discount Rate. The Discount Rate is developed using market observable inputs, as well as considering whether or not there is a measure of risk related to the specific indefinite lived intangible assets' forecasted performance. The key uncertainties in these calculations are the assumptions used in determining the revenue associated with each indefinite-lived intangible asset and the royalty rate.

Fair Value Measurements — Authoritative guidance for fair value measurements establishes a three-level hierarchy that ranks the quality and reliability of information used in developing fair value estimates. The hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. In cases where two or more levels of inputs are used to determine fair value, a financial instrument's level is determined based on the lowest level input that is considered significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are summarized as follows:

Level 1-inputs are based upon quoted prices (unadjusted) in active markets for identical assets or liabilities which are accessible as of the measurement date.

Level 2-inputs are based upon quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and model-derived valuations for the asset or liability that are derived principally from or corroborated by market data for which the primary inputs are observable, including forward interest rates, yield curves, credit risk and exchange rates.

Level 3-inputs for the valuations are unobservable and are based on management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques such as option pricing models and discounted cash flow models.

Income Taxes and Uncertain Tax Positions — The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and tax basis of assets and liabilities using enacted tax rates in effect for the year it is expected the differences will reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period of the enactment date.

The Company periodically assesses the realizability of the deferred tax assets. In making this determination management considers all available evidence, both positive and negative, including earnings history, expectations of future taxable income and available tax planning strategies. A valuation allowance is recorded to reduce the Company's deferred tax assets to the amount that is considered more likely than not to be realized. Changes in the required valuation allowance are recorded in income in the period such determination is made.

Certain tax positions may be considered uncertain requiring an assessment of whether an allowance should be recorded. Provisions for uncertain tax positions provide a recognition threshold based on an estimate of whether it is more likely than not that a position will be sustained upon examination. The Company measures its uncertain tax positions as the largest amount of benefit that is greater than a 50% likelihood of being realized upon examination. Interest and penalties related to unrecognized tax benefits are recorded as a component of income tax expense. See Note 9, "Income Taxes."

Leases — All leases that are determined not to meet any of the capital lease criteria are classified as operating leases. Operating lease payments are recognized as an expense in the statement of operations on a straight-line basis over the lease term.

Translation of Foreign Currency — For the Company's non-U.S. subsidiaries that report in a functional currency other than United States dollars, assets and liabilities are translated into United States dollars using year-end exchange rates. Revenue and expenses are translated at the monthly average exchange rates in effect during the fiscal year. Foreign currency translation adjustments are included as a component of accumulated other comprehensive loss within the consolidated statements of comprehensive income.

Recent Accounting Pronouncements

A summary of recently adopted Accounting Standards Update ("ASU"s) are as follows. Adoption dates are on the first day of the fiscal year indicated below, unless otherwise specified.

Adopted Guidance				
ASU	Description of ASU	Impact to Atkore	Note	Adoption Date
<i>2014-09 Revenue from Contracts with Customers and subsequent amendments</i>	The Accounting Standards Update ("ASU") provides guidance for revenue recognition. The update's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current guidance. Examples of the use of judgments and estimates may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The update also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The update provides for two transition methods to the new guidance: a full retrospective approach and a modified retrospective approach.	The Company adopted the guidance in the first quarter of 2019 using the modified retrospective method. See Note 2, "Revenue from Contracts with Customers" for further detail.	2	2019
<i>2018-02 Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income</i>	The ASU provided entities with the option to reclassify tax effects stranded in accumulated other comprehensive income as a result of the "H.R.1", also known as the "Tax Cuts and Jobs Act" ("TCJA") to retained earnings.	The Company elected to adopt the guidance early in the quarter ended March 29, 2019. As a result of adoption of the ASU, the Company reclassified \$2,333 of stranded tax benefits related to its pension plans out of Accumulated other comprehensive loss and into Accumulated deficit for the quarter ended March 29, 2019. The Company's policy is to release the tax effects as the related amounts in other comprehensive income are recognized in net income.	11	2019
<i>2018-07 Improvements to Nonemployee Share-Based Payment Accounting.</i>	The ASU simplifies the accounting for share-based payments to nonemployees by aligning it with the accounting for share-based payments to employees, with certain exceptions.	The Company elected to adopt the guidance early in the quarter ended June 28, 2019. There was no material impact to the consolidated financial statements as a result of the adoption of ASU 2018-07.		2019
<i>2018-13 Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement</i>	The ASU amends ASC 820 to add, remove and clarify disclosure requirements related to fair value measurements.	The Company elected to adopt the guidance early in the quarter ended June 28, 2019. There was no material impact to the consolidated financial statements as a result of the adoption of ASU 2018-13.		2019

A summary of guidance not yet adopted are as follows:

Guidance not yet adopted

ASU	Description of ASU	Impact to Atkore	Effective Date
<i>2016-02 Leases (Topic 842)</i>	The ASU requires companies to use a "right of use" lease model that assumes that each lease creates an asset (the lessee's right to use the leased asset) and a liability (the future rent payment obligations), which should be reflected on a lessee's balance sheet to fairly represent the lease transaction and the lessee's related financial obligations with terms of more than 12 months.	The Company will adopt the new lease guidance in the first quarter of fiscal 2020 utilizing the modified retrospective transition method and will not restate comparative periods. We plan to elect the package of practical expedients permitted under the transition guidance within the ASU, which allows us to carry forward prior conclusions about lease identification, classification and initial direct costs for leases entered into prior to adoption. The new standard also provides practical expedients for an entity's ongoing accounting. For leases with a term of 12 months or less, we plan to elect the short-term lease exemption, which allows us to not recognize right-of-use assets or lease liabilities for qualifying leases existing at transition and new leases we may enter into in the future. To assist with the ongoing accounting under ASC 842, we have implemented a new lease accounting system. The Company is continuing to assess the impact of the ASU on our consolidated financial statements, required disclosures, and changes to internal controls. Based on the work completed, the Company expects to recognize lease liabilities ranging from \$42 million to \$52 million, with corresponding right-of-use assets of the same amount.	2020
<i>2016-13 Financial Instruments - Credit Losses (Topic 326)</i>	The ASU adds to U.S. GAAP an impairment model (known as the current expected credit loss (CECL) model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses, which the FASB believes will result in more timely recognition of such losses.	Under evaluation.	2021
<i>2018-14 Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans</i>	The ASU amends ASC 715 to add, remove and clarify disclosure requirements related to defined benefit pension and other postretirement plans.	Under evaluation.	2021

2. REVENUE FROM CONTRACTS WITH CUSTOMERS

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, and issued subsequent amendments to the initial guidance in August 2015, March 2016, April 2016, May 2016, and December 2016 within ASU 2015-14, ASU 2016-08, ASU 2016-10 and ASU 2016-20, respectively. The core principle of this new revenue recognition guidance is that a company will recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The new guidance defines a five-step process to implement this core principle. The new guidance also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new guidance provides for two transition methods, a full retrospective approach and a modified retrospective approach. The Company adopted the new guidance on October 1, 2018 utilizing the modified retrospective

method of adoption for contracts not completed at the adoption date and determined there were no changes required to its historical reported revenues and earnings as a result of the adoption. The impacts to the consolidated financial statements consist of balance sheet reclassifications including amounts associated with the changes in the classification of reserves related to volume rebates and returns reserves. The Company has also enhanced its disclosures of revenue to comply with the new guidance. The impact to the Company's financial statements as of September 30, 2019 was as follows:

Balance Sheet	As of September 30, 2019		
	As Reported	Balances before adoption of ASC 606	Effect of Adoption Higher/(Lower)
Accounts Receivable, net	315,353	271,900	43,453
Customer liabilities	44,983	1,530	43,453

The Company typically receives payment 30 to 60 days from the point it has satisfied the related performance obligation. See Note 20, "Segment Information" for revenue disaggregated by geography and product categories.

3. ACQUISITIONS

From time to time, the Company enters into strategic acquisitions in an effort to better service existing customers and to attain new customers.

Fiscal 2019

On August 21, 2019, Atkore Plastic Pipe Corporation, a wholly-owned subsidiary of the Company acquired the assets of Rocky Mountain Pipe ("Cor-Tek"), a manufacturer of PVC conduit for electrical applications, and considered a leading innovator in cellular core extrusion technology for a purchase price of \$14,835. In connection with this acquisition, the Company recorded a bargain purchase gain of \$7,384, which is reported within other income, net in the Consolidated Statements Of Operations. The Company believes that it was able to acquire the net assets of Cor-Tek for less than fair value as a result of Cor-Tek's financial difficulties.

On August 12, 2019, Unistrut Limited, a wholly-owned subsidiary of the Company, acquired Flytec Systems Ltd. and its parent holding company, Modern Associates Ltd., (collectively "Flytec"), a manufacturer of metal surface trunking, including IP4X, perimeter systems, pedestal boxes, as well as underfloor installations and industrial floor trunking. The purchase price was immaterial to the Company.

On June 3, 2019, AFC Cable Systems, Inc., a wholly-owned subsidiary of the Company acquired the assets of United Structural Products, LLC. ("U.S. Tray"), a manufacturer of welded aluminum and engineered-to-order cable trays for a purchase price of \$25,507, net of cash received. The consolidated financial statements include the results of the acquired company from the acquisition date. Net sales and net income of the acquired company included in the condensed consolidated statement of operations for fiscal 2019 were insignificant. As a result of the acquisition, the Company recognized \$7,295 of goodwill, \$14,800 of identifiable intangible assets and \$3,412 of working capital and other net other tangible assets.

On October 1, 2018, Allied Luxembourg S.a.r.l, a wholly-owned subsidiary of the Company acquired all of the outstanding stock of Vergokan International NV ("Vergokan") for a purchase price of \$57,899, net of cash received. Vergokan is a leading manufacturer of cable tray and cable ladder systems, underfloor installations and industrial floor trunking that serves industrial, power and energy, commercial and infrastructure sectors in more than 45 countries. This transaction provides Atkore with an expanded presence in Western Europe and strengthens the Company's electrical portfolio of cable management products within the Electrical Raceway segment.

The Company incurred approximately \$1,140 for acquisition related expenses for its 2019 acquisitions, which were recorded in selling, general, and administrative expenses. All the above acquisitions were funded with cash on hand.

Fiscal 2018

On January 8, 2018, AFC Cable Systems, Inc., a wholly-owned subsidiary of the Company, acquired the assets of Communications Integrators, Inc. ("Cii"), a manufacturer of modular, prefabricated power, voice and data distribution systems located in Tempe, Arizona for a total purchase price, including contingent consideration, of \$3,997. The Cii acquisition complements Atkore's existing modular and prewired products within the Electrical Raceway segment.

Fiscal 2017

On September 29, 2017, AII acquired all of the outstanding stock of Calpipe Industries, LLC ("Calpipe"), a market leader for electrical conduit systems for corrosive environments and bollards for high security, access control and architectural environments. The Calpipe acquisition expanded the Company's product portfolio by adding stainless steel and PVC coated conduit systems, introduced security bollards to the Company's offerings and further complemented the Company's existing Electrical Raceway product offerings.

On September 1, 2017, Unistrut, Ltd, a wholly-owned indirect subsidiary of the Company, acquired all of the outstanding stock of Flexicon Limited ("Flexicon"), a leading global manufacturer of metallic and non-metallic flexible cable protection systems that carries many international and market product approvals and serves the industrial, commercial and infrastructure sectors in more than 55 countries.

On May 18, 2017, Unistrut, Ltd, a wholly-owned indirect subsidiary of the Company acquired all of the outstanding stock of Marco Cable Management ("Marco"), a leading designer and manufacturer of wire basket cable tray, PVC trunking and aluminum power poles. Marco's product portfolio adds value to the Company's electrical distribution partners in the U.K. and expands the Company's presence in the U.K. and the rest of Europe.

The acquisitions of Marco and Flexicon were funded using cash-on-hand. The acquisition of Calpipe was partially funded using borrowings from the ABL Credit Facility. The Company incurred approximately \$558 and \$1,676 for fiscal 2017 acquisition-related expenses, which were recorded as a component of selling, general and administrative expenses for the years ended September 30, 2018 and September 30, 2017, respectively.

Purchase Price Allocations

The purchase price was allocated to tangible and intangible assets acquired and liabilities assumed, based on their fair values. The following table summarizes the Level 3 fair values assigned to the net assets acquired and liabilities assumed as of the acquisition date for fiscal 2019:

(in thousands)	Vergokan		Other		Total
Fair value of consideration transferred:					
Cash consideration	\$	58,728	\$	41,641	\$ 100,369
Other liability consideration		—		1,400	1,400
Total consideration transferred		58,728		43,041	101,769
Fair value of assets acquired and liabilities assumed:					
Cash		829		1,541	2,370
Accounts receivable		8,761		8,217	16,978
Inventories		11,434		7,494	18,928
Intangible assets		12,621		16,400	29,021
Fixed assets		32,490		19,298	51,788
Accounts payable		(18,716)		(7,608)	(26,324)
Gain on purchase of business		—		(7,384)	(7,384)
Other		1,680		(3,412)	(1,732)
Net assets acquired		49,099		34,546	83,645
Excess purchase price attributed to goodwill acquired	\$	9,629	\$	8,495	\$ 18,124

Goodwill recognized from the Vergokan acquisition is non-deductible for tax purposes. Goodwill recognized from the other acquisitions is tax-deductible and is amortized over 15 years for income tax purposes. The goodwill consists largely of the synergies and economies of scale from integrating these companies with existing businesses.

The following table summarizes the fair value of intangible assets as of the acquisition date:

(\$ in thousands)	Vergokan		Other	
	Fair Value	Weighted Average Useful Life (Years)	Fair Value	Weighted Average Useful Life (Years)
Customer relationships	\$ 10,535	12.0	\$ 15,400	10.0
Other	2,086	9.0	1,000	9.0
Total intangible assets	\$ 12,621		\$ 16,400	

As of September 30, 2019, with the exception of Vergokan, the purchase price allocation for the remaining acquisitions has not been finalized as the Company is refining its fair value estimates for working capital, intangible assets and fixed assets.

The following table summarizes the Level 3 fair values assigned to the net assets acquired and liabilities assumed as of the acquisition date for fiscal 2017:

(in thousands)	Calpipe	Other	Total
Fair value of consideration transferred:			
Cash consideration	\$ 110,155	\$ 87,649	\$ 197,804
Working capital adjustment	120	—	120
Purchase price payable	2,278	—	2,278
Settlement of pre-existing relationship	(382)	—	(382)
Total consideration transferred	112,171	87,649	199,820
Fair value of assets acquired and liabilities assumed:			
Cash	5,051	8,830	13,881
Accounts receivable	10,369	7,589	17,958
Inventories	18,360	7,221	25,581
Intangible assets	54,860	40,100	94,960
Fixed assets	3,245	11,242	14,487
Accounts payable	(1,601)	(1,550)	(3,151)
Other	(8,342)	(11,558)	(19,900)
Net assets acquired	81,942	61,874	143,816
Excess purchase price attributed to goodwill acquired	\$ 30,229	\$ 25,775	\$ 56,004

From the date of the Company's preliminary purchase price allocation for the 2017 acquisitions through September 30, 2018, the Company recorded adjustments based on our valuation procedures for our acquisitions that resulted in an increase to goodwill of \$24,527. The adjustments were primarily attributable to a decrease of \$18,793 in the value allocated to acquired assets, primarily intangible assets and working capital, partially offset by an increase in the value of property, plant and equipment of \$2,536. Additionally, an adjustment of \$8,270 was recorded for deferred tax liabilities as a result of the purchase accounting adjustments. Goodwill recognized from the Calpipe acquisition is tax-deductible and is amortized over 15 years for income tax purposes. Goodwill recognized from the other acquisitions was non-deductible for tax purposes. The goodwill consists largely of the synergies and economies of scale from integrating these companies with existing businesses. See Note 14, "Goodwill and Intangible Assets".

The following table summarizes the fair value of intangible assets acquired in fiscal 2017 as of the acquisition dates:

(\$ in thousands)	Calpipe		Other	
	Fair Value	Weighted Average Useful Life (Years)	Fair Value	Weighted Average Useful Life (Years)
Customer relationships	\$ 50,680	10.0	\$ 37,341	10.0
Other	4,180	8.5	2,759	8.1
Total intangible assets	\$ 54,860	9.9	\$ 40,100	9.9

The following table presents unaudited pro forma results of operations for the fiscal year ended September 30, 2017 as if the Calpipe acquisition had occurred as of the first day of the fiscal 2017 period:

(in thousands)	Fiscal Year Ended	
	September 30, 2017	
Pro forma net sales	\$	1,575,801
Pro forma net income		91,362

The pro forma condensed financial information is presented for illustrative purposes only and does not indicate the actual financial results of the Company if the closing of the Calpipe acquisition had been completed on September 26, 2015, nor is it indicative of the results of operations in future periods. Included in the unaudited pro forma financial information for the fiscal year ended September 30, 2017 were pro forma adjustments to reflect the results of operations of Calpipe as well as the impact of amortizing certain acquisition accounting adjustments such as the nonrecurring inventory step up adjustment of \$2,159. The pro forma financial information neither indicates the impact of possible business model changes nor considers any potential impact of current market conditions, expense efficiencies or other factors.

Net sales and net income of the other companies acquired during fiscal 2019 and 2018 are included in the consolidated statement of operations for fiscal 2019 and fiscal 2018 for the post-acquisition periods. Due to the immaterial nature of these acquisitions, both individually, and in the aggregate, the Company did not include the full year pro forma results of operations for the acquisition year or previous years.

4. DIVESTITURES

On March 30, 2018, the Company sold the assets of FlexHead Industries, Inc. and SprinkFLEX, LLC (together "Flexhead"). The Flexhead businesses manufacture commercial flexible sprinkler head connection products for use in a variety of markets, including industrial, commercial, cold storage, institutional and clean room applications. The cash consideration received, net assets divested and resulting gain on sale for the year ended September 30, 2018 are as follows:

(in thousands)	Flexhead	
Cash consideration	\$	42,631
Net assets divested		15,056
Gain on sale of a business	\$	27,575

Net assets divested included \$2,626 of goodwill.

5. POSTRETIREMENT BENEFITS

The Company has a number of non-contributory and contributory defined benefit retirement plans covering certain United States employees. Net periodic pension benefit cost is based on periodic actuarial valuations that use the projected unit credit method of calculation and is charged to the statements of operations on a systematic basis over the expected average remaining service lives of current participants. The benefits under the defined benefit plans are based on various factors, such as years of service and compensation. For all periods presented, all defined pension benefit plans are frozen, whereby participants no longer accrue credited service. The net periodic (benefit)/cost for the periods presented was as follows:

(in thousands)	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Service cost	\$ —	\$ —	\$ 2,049
Interest cost	4,665	4,098	3,793
Expected return on plan assets	(6,371)	(6,415)	(6,601)
Amortization of actuarial loss	101	343	1,303
Net periodic (benefit) cost	\$ (1,605)	\$ (1,974)	\$ 544

The weighted-average assumptions used to determine net periodic pension (benefit) cost during the period were as follow:

	September 30, 2019	September 30, 2018	September 30, 2017
Discount rate	4.2%	3.7%	3.5%
Expected return on plan assets	6.3%	6.4%	7.0%
Rate of compensation increase	N/a	N/a	N/a

The change in the benefit obligations, plan assets and the amounts recognized on the consolidated balance sheets was as follows (in thousands):

<i>Change in benefit obligations:</i>		
Balance as of September 30, 2017		\$ 128,852
Interest cost		4,098
Actuarial gain		(7,130)
Benefits and administrative expenses paid		(4,863)
Balance as of September 30, 2018		120,957
Interest cost		4,665
Actuarial loss		17,463
Benefits and administrative expenses paid		(5,125)
Balance as of September 30, 2019		\$ 137,960
<i>Change in plan assets:</i>		
Balance as of September 30, 2017		\$ 103,613
Actual return on plan assets		4,701
Employer contributions		1,003
Benefits and administrative expenses paid		(4,863)
Balance as of September 30, 2018		104,454
Actual return on plan assets		3,043
Employer contributions		1,079
Benefits and administrative expenses paid		(5,125)
Balance as of September 30, 2019		\$ 103,451
<i>Funded status:</i>		
Funded status as of September 30, 2018		\$ (16,503)
Funded status as of September 30, 2019		\$ (34,509)

(in thousands)	September 30, 2019	September 30, 2018
<i>Amounts recognized in the consolidated balance sheets consist of:</i>		
Pension assets	\$ —	\$ 572
Pension liabilities	(34,509)	(17,075)
Net amount recognized	<u>\$ (34,509)</u>	<u>\$ (16,503)</u>

Amounts recognized in accumulated other comprehensive loss (before income taxes) consist of:

Net actuarial loss	\$ (33,035)	\$ (12,344)
Total loss recognized	<u>\$ (33,035)</u>	<u>\$ (12,344)</u>

Weighted-average assumptions used to determine pension benefit obligations at year end:

Discount rate	3.1%	4.2%
Rate of compensation increase	N/a	N/a

The following table summarizes the defined benefit pension plans with accumulated benefit obligations in excess of plan assets:

(in thousands)	September 30, 2019	September 30, 2018
Accumulated benefit obligation	\$ 137,959	\$ 105,414
Fair value of plan assets	103,451	88,339

The following table summarizes the defined benefit pension plans with projected benefit obligations in excess of plan assets:

(in thousands)	September 30, 2019	September 30, 2018
Projected benefit obligation	\$ 137,959	\$ 105,414
Fair value of plan assets	103,451	88,339

In determining the expected return on plan assets, the Company considers the relative weighting of plan assets by class, historical performance of asset classes over long-term periods, asset class performance expectations as well as current and future economic conditions. The Company's investment strategy for its pension plans is to manage the plans on a going-concern basis. Current investment policy is to maximize the return on assets, subject to a prudent level of portfolio risk, for the purpose of enhancing the security of benefits for participants. For the pension plans, this policy targets a 60% allocation to equity securities and a 40% allocation to debt securities.

Pension plans have the following weighted-average asset allocations:

Asset Category:	September 30, 2019	September 30, 2018
Equity securities	58%	59%
Debt securities	40%	39%
Cash and cash equivalents	2%	2%
Total	<u>100%</u>	<u>100%</u>

The Company evaluates its defined benefit plans' asset portfolios for the existence of significant concentrations of risk, such as investments in a single entity, industry, foreign country and individual fund manager. As of September 30, 2019, there were no significant concentrations of risk in the Company's defined benefit plan assets.

The Company's plan assets are accounted for at fair value and are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value of assets and their placement within the fair value hierarchy levels. The Company's asset allocations are presented in the table below:

(in thousands)

	September 30, 2019			September 30, 2018		
	Level 1	Level 2	Total	Level 1	Level 2	Total
United States equity securities	\$ 32,545	\$ 6,429	\$ 38,974	\$ 32,447	\$ 6,354	\$ 38,801
Non-U.S. equity securities	18,182	2,543	20,725	20,164	2,599	22,763
Fixed income securities	35,214	6,815	42,029	34,111	6,678	40,789
Cash and cash equivalents	1,723	—	1,723	2,101	—	2,101
Total	\$ 87,664	\$ 15,787	\$ 103,451	\$ 88,823	\$ 15,631	\$ 104,454

Equity securities consist primarily of publicly traded United States and non-U.S. equities. Publicly traded securities are valued at the last trade or closing price reported in the active market in which the individual securities are traded. Certain equity securities are held within commingled funds, which are valued at the unitized net asset value ("NAV") or percentage of the NAV as determined by the custodian of the fund. These values are based on the fair value of the underlying net assets owned by the fund.

Fixed income securities consist primarily of government and agency securities, corporate debt securities, and mortgage and other asset-backed securities. When available, fixed income securities are valued at the closing price reported in the active market in which the individual security is traded. Government and agency securities and corporate debt securities are valued using the most recent bid prices or occasionally the mean of the latest bid and ask prices when markets are less liquid. Asset-backed securities including mortgage-backed securities are valued using broker/dealer quotes when available. When quotes are not available, fair value is determined by utilizing a discounted cash flow approach, which incorporates other observable inputs such as cash flows, underlying security structure and market information including interest rates and bid evaluations of comparable securities. As of September 30, 2019 and September 30, 2018, the Company did not have any Level 3 pension assets. Certain fixed income securities are held within commingled funds, which are valued utilizing NAV as determined by the custodian of the fund. These values are based on the fair value of the underlying net assets owned by the fund.

Cash and cash equivalents consist primarily of short-term commercial paper, and other cash or cash-like instruments including settlement proceeds due from brokers, stated at cost, which approximates fair value.

Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstance giving rise to the transfer, which generally coincides with the Company's valuation process.

Contribution amounts are determined and funded based on laws and regulations and with the assistance of professionally qualified actuaries. The Company contributed \$1,079 and \$1,003 to its pension plans for the fiscal years ended September 30, 2019 and September 30, 2018. The Company anticipates that it will contribute at least the minimum required contribution of \$2,123 to its pension plans in fiscal 2020.

Benefit payments, which reflect future expected service as appropriate, are expected to be paid in each fiscal year as follows:

(in thousands)

2020	\$	5,841
2021		6,159
2022		6,442
2023		6,670
2024		6,903
2025 to 2029		37,071

Defined Contribution Retirement Plans — The Company also sponsors several defined contribution retirement plans - the 401(k) matching programs. Expense for the defined contribution plans is computed as a percentage of participants' compensation and was \$3,572, \$3,600 and \$3,000 for the fiscal years ended September 30, 2019, September 30, 2018 and September 30, 2017, respectively.

Multi-Employer Plan — The Company has a liability of \$5,658 as of September 30, 2019 and \$5,934 as of September 30, 2018 representing the Company's proportionate share of a multi-employer pension plan which was exited prior to fiscal 2017.

6. STOCK INCENTIVE PLAN

On June 10, 2016, the Company's board of directors adopted the Atkore International Group Inc. 2016 Omnibus Incentive Plan (the "Omnibus Incentive Plan"). The Omnibus Incentive Plan provides for stock purchases and grants of other equity awards, including non-qualified stock options, stock purchase rights, restricted stock, restricted stock units ("RSUs"), performance shares, performance stock units ("PSUs"), stock appreciation rights, dividend equivalents and other stock-based awards to directors, officers, other employees and consultants. The Omnibus Incentive Plan replaces and succeeds the Atkore International Group Inc. Stock Incentive Plan (the "Stock Incentive Plan"). The Company no longer grants awards from the Stock Incentive Plan. Awards previously granted under the Stock Incentive Plan were unaffected by the termination. A maximum of 1.6 million shares of common stock is reserved for issuance under the Omnibus Incentive Plan. All awards have a ten year life. All share-based awards are expected to be fulfilled with new shares of common stock. Stock compensation expense is included in selling, general and administrative in the Company's consolidated statements of operations and was \$11,798, \$14,664 and \$12,788 for fiscal years 2019, 2018 and 2017, respectively. The total income tax benefit recognized for share-based compensation arrangements was \$2,949, \$3,681 and \$4,731 for fiscal years 2019, 2018 and 2017, respectively.

On May 4, 2018, the Company's board of directors modified the stock awards of a key executive. As part of the modification, the Board extended the date through which the key executive has the right to exercise vested options. In addition, the amendment also accelerated the service vesting period of certain of his unvested stock options, RSUs and PSUs. As a result of these modifications, the Company recorded the entire incremental stock-based compensation expense of approximately \$0.5 million during the year ended September 30, 2018.

Stock Options

In accordance with ASC Topic 718 "Compensation - Stock Compensation", stock compensation expense is recorded on a straight-line basis over the requisite service period (generally the vesting period), net of actual forfeitures based on the grant-date fair value of the option under the equity accounting method.

The assumptions used in the Black-Scholes option pricing model to value the options granted and modified were as follows:

	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Expected dividend yield	—%	—%	—%
Expected volatility	45%	40%	40%
Range of risk-free interest rates	2.94% - 3.00%	2.16% - 2.38%	1.95%
Range of expected option lives	6 to 10 years	1 to 6 years	6 years

Dividends are not paid on the Company's common stock. Expected volatility is based on historical volatilities of comparable companies. The risk-free interest rate is based on the United States Treasury yield curve in effect at the time of the grant for periods corresponding with the expected life of the options. The expected life of options is estimated using the simplified method due to limited historical exercise activity. The Company does not estimate forfeitures, which are accounted for as they occur.

Stock option activity for the period September 30, 2016 to September 30, 2019 was as follows:

	Shares (in thousands)	Weighted- Average Exercise Price	Weighted- Average Grant Date Fair Value	Aggregate Intrinsic Value (in thousands)	Weighted-Average Remaining Contractual Term (in years)
Outstanding as of September 30, 2016	6,664	\$ 7.76			
Granted	171	21.45	\$ 8.84		
Exercised	(1,629)	7.47		\$ 25,757	
Forfeited	(48)	9.02			
Outstanding as of September 30, 2017	5,158	8.30			
Granted	185	20.01	\$ 8.33		
Exercised	(2,728)	7.55		\$ 42,512	
Forfeited	(10)	8.28			
Outstanding as of September 30, 2018	2,605	9.91			
Granted	342	23.45	\$ 11.35		
Exercised	(985)	8.62		\$ 16,453	
Forfeited	(126)	12.64			
Outstanding as of September 30, 2019	1,836	12.94		\$ 31,957	5.72
Exercisable as of September 30, 2019	1,301	\$ 9.46		\$ 27,185	4.63

As of September 30, 2019, there was \$2,575 of total unrecognized compensation expense related to non-vested options granted expected to be recognized over a weighted-average period of approximately 1.50 years. The total fair value of shares vested during fiscal years 2019, 2018 and 2017 was \$3,038, \$9,757 and \$10,696, respectively.

Cash received from stock option exercises for the fiscal years 2019, 2018 and 2017 was \$7,374, \$20,110 and \$12,168, respectively. The actual tax benefit for the tax deductions from stock option exercises totaled \$4,031, \$11,478 and \$9,530, respectively, for fiscal years 2019, 2018 and 2017. The Company does not settle any option exercises, under its current stock incentive plan, in cash.

Restricted Stock Units

Generally, RSUs granted under the Omnibus Incentive Plan vest ratably over three years. The fair value of RSU grants was based on the closing price of the Company's common stock on the date of grant. RSU compensation expense is recorded on a straight-line basis over the remaining vesting period.

Changes to the Company's nonvested RSU awards for the year ended September 30, 2019 were as follows:

	Shares (in thousands)	Weighted-average grant- date fair value
Nonvested as of September 30, 2016	—	\$ —
Granted	443	19.68
Forfeited	(8)	21.45
Nonvested as of September 30, 2017	435	\$ 19.65
Granted	334	20.86
Vested	(90)	21.95
Forfeited	(29)	20.57
Nonvested as of September 30, 2018	650	\$ 19.91
Granted	361	19.23
Vested	(195)	21.51
Forfeited	(142)	18.52
Nonvested as of September 30, 2019	674	\$ 19.37

As of September 30, 2019, there was \$6,460 of total unrecognized compensation expense related to non-vested RSUs granted, expected to be recognized over a weighted-average period of approximately 1.7 years. The total fair value of RSUs vested during fiscal years 2019, 2018 and 2017 was \$4,271, \$1,969 and \$0, respectively.

Performance Share Units

On November 30, 2016, November 28, 2017 and November 27, 2018, the Company awarded PSUs whose vesting is contingent upon meeting or exceeding certain market and performance conditions. The performance condition, which was based on an adjusted net income, represented 70% of the award and the market condition, which was based on Total Shareholder Return ("TSR") of the Company's common stock relative to a peer group represented the remaining 30%. All PSUs cliff vest at the end of three years based on the satisfaction of the performance conditions. Expense for the performance condition based award is recorded when the achievement of the performance condition is considered probable of achievement and is recorded on a straight-line basis over the requisite service period. If such performance criteria are not met, no compensation cost is recognized and any recognized compensation cost is reversed. Expense for the market condition based award is recorded on a straight-line basis over the explicit service period.

The grant-date fair value for the performance condition based awards represents the closing stock price on the date of grant. For the grants in fiscal 2019, 2018 and 2017, the closing stock price on the date of grant was \$17.90, \$20.01 and \$21.45, respectively. The grant-date fair value for the market condition based awards was determined using the Monte-Carlo method. The assumptions used in the Monte-Carlo method to value the performance share awards granted and modified during the fiscal year ended September 30, 2019 were as follows:

	September 30, 2019	September 30, 2018	September 30, 2017
Expected dividend yield	—%	—%	—%
Range of expected volatility	20.69 - 74.26	17.21 - 79.15	17.55 - 75.55
Risk free interest rates	2.84%	1.83% - 2.54%	1.35%
Expected life	3 years	1 -3 years	3 years
Fair value	\$ 18.84	\$ 13.90 - 26.68	\$ 29.53

Dividends are not paid on the Company's common stock. Expected volatility is based on historical volatilities of comparable companies. The risk-free interest rate is based on the United States Treasury yield curve in effect at the time of the grant for periods corresponding with the expected life of the award. The expected life of the award represents the weighted-average period of time that awards granted are expected to be outstanding, giving consideration to vesting schedules and expected exercise patterns. The Company does not estimate forfeitures, which are accounted for as they occur.

Changes to the Company's non-vested PSU awards for the year ended September 30, 2019 were as follows:

	Shares (in thousands)	Weighted-average grant- date fair value
Nonvested as of September 30, 2016	—	\$ —
Granted	184	23.87
Forfeited	(3)	23.87
Nonvested as of September 30, 2017	181	\$ 23.87
Granted	215	22.01
Forfeited	(89)	28.53
Nonvested as of September 30, 2018	307	\$ 21.22
Granted	242	18.17
Forfeited	(94)	20.55
Nonvested as of September 30, 2019	455	\$ 21.11

As of September 30, 2019, there was \$4,020 of total unrecognized compensation expense related to non-vested PSUs granted, expected to be recognized over a weighted-average period of approximately 1.64 years. There were no PSUs vested during fiscal years 2019, 2018 and 2017.

7. RESTRUCTURING CHARGES

Restructuring charges relate to the streamlining of the Company's cost structure and improving its operations. These actions primarily resulted in workforce reductions, lease termination costs, and other facility rationalization costs. Restructuring reserves are included as a component of other current liabilities.

(in thousands)	Electrical Raceway		Mechanical Products & Solutions		Other/Corporate		Total
	Severance (a)	Other (a)	Severance (a)	Other (a)	Severance		
Balance as of September 30, 2016	\$ 841	\$ —	\$ —	\$ 539	\$ —		\$ 1,380
Charges	527	439	422	63	71		1,522
Utilization	(917)	(209)	(166)	(556)	(71)		(1,919)
Reversals	—	(230)	—	(36)	—		(266)
Exchange rate effects	(2)	—	22	—	—		20
Balance as of September 30, 2017	\$ 449	\$ —	\$ 278	\$ 10	\$ —		\$ 737
Charges	536	1,130	97	179	98		2,040
Utilization	(787)	(820)	(178)	(160)	(98)		(2,043)
Reversals	—	—	(191)	—	—		(191)
Exchange rate effects	14	—	(6)	—	—		8
Balance as of September 30, 2018	\$ 212	\$ 310	\$ —	\$ 29	\$ —		\$ 551
Charges	1,047	2,544	213	—	—		3,804
Utilization	(867)	(2,854)	(68)	(29)	—		(3,818)
Balance as of September 30, 2019	\$ 392	\$ —	\$ 145	\$ —	\$ —		\$ 537

(a) Primarily related to Atkore's commitment to close and consolidate certain facilities as part of its continuing effort to realign its strategic focus.

The Company expects to utilize all restructuring accruals as of September 30, 2019 within the next twelve months. The net restructuring charges included as a component of selling, general and administrative expense in the Company's consolidated statements of operations were as follows:

(in thousands)	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Total restructuring charges, net	\$ 3,804	\$ 1,849	\$ 1,256

8. OTHER INCOME, NET

Other income, net consisted of the following:

(in thousands)	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Gain on purchase of business	\$ (7,384)	\$ —	\$ —
Gain on sale of a business	—	(27,575)	—
Gain on sale of joint venture	—	—	(5,774)
Undesignated foreign currency derivative instruments	(5,384)	(121)	2,741
Foreign exchange loss (gain) on intercompany loans	2,975	1,500	(2,038)
Debt modification costs	—	892	—
Pension-related benefits	(1,606)	(1,975)	(1,504)
Other	(79)	(69)	—
Other income, net	\$ (11,478)	\$ (27,348)	\$ (6,575)

9. INCOME TAXES

On December 22, 2017, "H.R.1," also known as the Tax Cuts and Jobs Act ("TCJA") was signed into law. This legislation provided for significant changes to corporate taxation including, but not limited to, a reduction of the federal corporate tax rate from 35% to 21%, limitations on the deductibility of interest expense and executive compensation, full expensing of the costs of qualified property in the period of acquisition and the elimination of the domestic production activities deduction. The legislation also adopts a new quasi-territorial tax regime and imposes a one-time transition tax on deemed repatriated earnings of certain foreign subsidiaries.

The value of the Company's net deferred tax liability on the balance sheet decreased as a result of the newly enacted tax rates creating a one-time tax benefit to the Company; the preliminary analysis of the impact, using December 29, 2017 values, was an estimated decrease to the net deferred tax liability of \$4,758, which was recognized in the first quarter of fiscal 2018. The SEC Staff Accounting Bulletin No. 118 allowed for a measurement period of up to one year from the date of enactment; during the course of the fiscal year ended September 30, 2018, the Company recorded an adjustment to the re-measurement of deferred tax liabilities of an additional \$708 benefit as a result of updated estimates. For the period ended December 28, 2018, the Company finalized the re-measurement with no additional adjustments. The Company has an accumulated earnings and profits deficit in the foreign jurisdictions in which it operates. The Company completed its calculation and did not have an income tax liability from the one-time transition tax on the deemed repatriation of its foreign earnings.

The GILTI provision of TCJA requires certain income earned by controlled foreign corporations ("CFCs") to be included currently in the gross income of the CFC's controlling U.S. shareholder. In accordance with accounting standards applicable to income taxes, there is allowed an accounting policy choice of either (1) treating taxes due on U.S. inclusions in taxable income related to GILTI as a current period expense when incurred (the "period cost method") or (2) factoring such amounts into the Company's measurement of its deferred taxes (the "deferred method"). The Company has elected the period method.

Significant components of income before income taxes and income tax expense for the fiscal years ended September 30, 2019, September 30, 2018 and September 30, 2017 consisted of the following:

(in thousands)	September 30, 2019	September 30, 2018	September 30, 2017
Components of income before income taxes:			
United States	\$ 170,780	\$ 155,453	\$ 116,580
Non-U.S.	13,889	10,899	9,545
Income before income taxes	<u>\$ 184,669</u>	<u>\$ 166,352</u>	<u>\$ 126,125</u>
Income tax expense:			
Current:			
United States:			
Federal	\$ 31,431	\$ 26,586	\$ 33,127
State	9,800	8,662	4,246
Non-U.S.:	5,183	3,467	3,175
Current income tax expense	<u>\$ 46,414</u>	<u>\$ 38,715</u>	<u>\$ 40,548</u>
Deferred:			
United States:			
Federal	\$ 1,123	\$ (7,149)	\$ 224
State	(340)	(1,793)	469
Non-U.S.:	(1,579)	(66)	245
Deferred income (benefit) tax expense	<u>(796)</u>	<u>(9,008)</u>	<u>938</u>
Income tax expense	<u><u>\$ 45,618</u></u>	<u><u>\$ 29,707</u></u>	<u><u>\$ 41,486</u></u>

In addition to the change in the U.S. federal statutory rate, the mix of foreign and domestic losses, along with rate reconciling items as outlined below, impact the Company's effective tax rate. Differences between the statutory federal income tax rate and effective income tax rate are summarized below:

(in thousands)	September 30, 2019	September 30, 2018	September 30, 2017
Statutory federal tax	21 %	25 %	35 %
Adjustments to reconcile to the effective income tax rate:			
State income taxes	4 %	3 %	3 %
Change in tax rates	— %	(3)%	— %
Domestic manufacturing deduction	— %	(2)%	(2)%
Indemnified uncertain tax benefits	— %	(2)%	— %
Stock-based compensation	(1)%	(3)%	(3)%
Other	1 %	— %	— %
Effective income tax rate	<u>25 %</u>	<u>18 %</u>	<u>33 %</u>

The Company's effective tax rate for fiscal 2019 differs from the statutory rate primarily due to state income taxes of \$7,566, along with GILTI provisions of \$953 and withholding taxes of \$635, offset by the disallowed gain on the purchase of Cor-Tek of \$1,551 and \$1,537 of excess tax benefit associated with the exercise of stock options.

The Company's effective tax rate for fiscal 2018 differs from the statutory rate due to a \$5,466 benefit from the remeasurement of the deferred tax liabilities as a result of the TCJA, a \$4,091 excess tax benefit associated with the exercise of stock options, a net tax benefit of \$3,977 from the release of indemnified tax positions and a benefit of \$3,309 for the domestic manufacturing deduction, partially offset by \$5,675 of state income tax expense.

The Company's effective tax rate for fiscal 2017 differs from the statutory rate primarily due to a \$3,589 excess tax benefit associated with the exercise of stock options, a \$2,761 tax benefit for domestic manufacturing deduction, partially offset by \$3,459 of state income tax expense.

Deferred income taxes result from temporary differences between the amount of assets and liabilities recognized for financial reporting and tax purposes. The components of the net deferred income tax assets are as follows:

(in thousands)	September 30, 2019	September 30, 2018
Deferred tax assets:		
Accrued liabilities and reserves	\$ 32,664	\$ 32,099
Tax loss and credit carryforwards	13,296	12,435
Postretirement benefits	10,315	4,317
Inventory	8,813	11,220
Other	916	218
	<u>\$ 66,004</u>	<u>\$ 60,289</u>
Deferred tax liabilities:		
Property, plant and equipment	\$ (21,312)	\$ (13,739)
Intangible assets	(47,887)	(48,375)
Loss on investment	(4,790)	(5,321)
Other	(3,660)	(1,775)
	<u>\$ (77,649)</u>	<u>\$ (69,210)</u>
Net deferred tax liability before valuation allowance	(11,645)	(8,921)
Valuation allowance	(7,764)	(7,427)
Net deferred tax liability	<u>\$ (19,409)</u>	<u>\$ (16,348)</u>

As of September 30, 2019, the Company has \$43,403 of state net operating loss carryforwards which expire beginning in 2019 through 2035. In certain non-U.S. jurisdictions, the Company has net operating loss carryforwards of \$40,457 which have an expiration period ranging from five years to unlimited.

Valuation allowances have been established on net operating losses and other deferred tax assets in Australia, France, Asia Pacific, and other foreign and United States state jurisdictions, as a result of the Company's determination that there is less than 50% likelihood that these assets will be realized. Evidence for this determination includes three year cumulative loss positions, future reversal of temporary differences, and expectations of future losses. For fiscal 2019, the Company assessed the need for a continued valuation allowance against deferred tax assets in the Company's Asia Pacific business based on recent taxable income and the expected future performance of the business. As a result, the Company has released a \$550 valuation allowance against the deferred tax assets of the Asia Pacific business.

As of September 30, 2019, the Company had unrecognized tax benefits of \$794 which, if recognized, would positively benefit the effective tax rate. The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense. As of September 30, 2019 and September 30, 2018, the Company had accrued interest and penalties of \$54 and \$78, respectively, in the consolidated balance sheets.

A reconciliation of the beginning and ending amount of unrecognized tax benefit, excluding interest and penalties, is as follows:

(in thousands)

Balance as of September 30, 2016	\$	3,803
Additions based on tax positions related to prior years		63
Settlements		(288)
Balance as of September 30, 2017		3,578
Additions based on tax positions related to prior years		893
Settlements		(3,107)
Balance as of September 30, 2018		1,364
Additions based on tax positions related to prior years		244
Settlements		(814)
Balance as of September 30, 2019	\$	794

During fiscal 2019, the balance of unrecognized tax benefits decreased by \$814 as a result of completing state tax audits and the expiration of the statute of limitations in federal and various state jurisdictions, partially offset by an increase of \$244, primarily related to various state jurisdiction's uncertain tax positions. The related accrued penalties and interest for uncertain tax positions decreased by \$25.

During fiscal 2018, the balance of unrecognized tax benefits decreased by \$3,107 as a result of Tyco completing tax audits and the expiration of the statute of limitations in various state jurisdictions, partially offset by an increase of \$893, primarily related to various state jurisdiction's uncertain tax positions. The related accrued penalties and interest for uncertain tax positions decreased by \$3,139.

During fiscal 2017, the balance of unrecognized tax benefits decreased by \$288 as a result of Tyco completing tax audits and the expiration of the statute of limitations in various state jurisdictions. The related accrued penalties and interest for uncertain tax positions decreased by \$158.

Many of the Company's uncertain tax positions relate to tax years that remain subject to audit by the taxing authorities. The following tax years remain subject to examination by the major tax jurisdictions as follows:

Jurisdiction	Years Open to Audit
United States	2016, 2017 and 2018

The Company's income tax returns are examined periodically by various taxing authorities. The Company is currently under examination in various state jurisdictions. Based on the current status of its income tax audits, the Company believes that it is reasonably possible that there would be no material changes to the unrecognized tax benefits in the next twelve months.

Other Income Tax Matters—Prior to the passage of the TCJA, foreign undistributed earnings were generally subject to U.S. taxation when repatriated. The TCJA imposed a one-time transition tax on previously untaxed accumulated earnings of foreign subsidiaries. The Company has accumulated earnings and profits deficit, therefore, does not anticipate an additional tax liability as a result of the transition tax. The TCJA adopts a new quasi-territorial tax regime that eliminates U.S. income taxes on dividends from foreign subsidiaries. The Company may still be liable for foreign taxes, such as withholding taxes, if earnings are repatriated.

For the fiscal year ended September 30, 2019, the Company recorded a \$635 provision for withholding taxes on the planned distribution of income from one of its Europe subsidiaries. The Company did not record income tax or non-income tax expense related to the remaining foreign earnings, and did not record any deferred tax liabilities for any basis differences in investments in subsidiaries as the earnings are expected to be indefinitely reinvested, the investments are essentially permanent in duration, or the Company has concluded that there will be no additional tax liability as a result of the distribution of the income.

For the fiscal years ended September 30, 2018 and September 30, 2017, the Company made no additional provision for United States or non-U.S. income taxes on the undistributed income of subsidiaries or for unrecognized deferred tax liabilities for temporary differences related to basis differences in investments in subsidiaries, as such income is expected to be indefinitely reinvested, the investments are essentially permanent in duration, or the Company has concluded that no additional tax liability will arise as a result of the distribution of such income.

As of September 30, 2019, certain subsidiaries had approximately \$52,404 of undistributed income that the Company intends to permanently reinvest. A liability could arise if the Company's intention to permanently reinvest such income were to change and amounts are distributed by such subsidiaries or if such subsidiaries are ultimately disposed of. It is not practicable to estimate the additional income taxes related to permanently reinvested income or the basis differences related to investments in subsidiaries.

The calculation of the Company's tax liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions across its global operations. The Company records tax liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on the Company's estimate of whether, and the extent to which, additional taxes will be due. These tax liabilities are reflected net of related tax loss carry-forwards. The Company adjusts these reserves in light of changing facts and circumstances. However, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the Company's current estimate of the tax liabilities. For uncertain tax liabilities (including penalties and interest) arising in the periods prior to the Transactions that are resolved in a future period, the Company plans to seek repayment from Tyco under the terms of an investment agreement. Due to the statute of limitations expiring for the fiscal year ended September 30, 2019, the Company has released all of those liabilities and the offsetting receivable due from Tyco.

Under the terms of an investment agreement between the Company and Tyco, Tyco has agreed to indemnify and hold harmless the Company and its subsidiaries and their respective affiliates from and against any taxes of the Company with respect to any tax period ending on or before the closing of the Transactions, as well as all tax liabilities relating to events or transactions occurring on or prior to the closing date of the Transactions. In addition, the Company has agreed to indemnify and hold harmless Tyco and its affiliates from and against any liability for any taxes of the Company with respect to any post-Transactions tax period.

10. EARNINGS PER SHARE

The Company calculates basic and diluted earnings per common share using the two-class method. Under the two-class method, net earnings are allocated to each class of common stock and participating securities as if all of the net earnings for the period had been distributed. The Company's participating securities consist of share-based payment awards that contain a non-forfeitable right to receive dividends and therefore are considered to participate in undistributed earnings with common stockholders.

Basic earnings per common share excludes dilution and is calculated by dividing the net earnings allocable to common stock by the weighted-average number of common stock outstanding for the period. Diluted earnings per common share is calculated by dividing net earnings allocated to common stock by the weighted-average number of shares outstanding for the period, as adjusted for the potential dilutive effect of non-participating share-based awards. Prior to fiscal 2018, earnings per share under the two-class method and the treasury method was the same, as net income allocated to participating securities was immaterial.

The following table sets forth the computation of basic and diluted earnings per share:

(in thousands, except per share data)	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Numerator:			
Net income	\$ 139,051	\$ 136,645	\$ 84,639
Less: Undistributed earnings allocated to participating securities	3,726	2,456	241
Net income available to common shareholders	\$ 135,325	\$ 134,189	\$ 84,398
Denominator:			
Basic weighted average common shares outstanding	46,577	51,791	63,420
Effect of dilutive securities: Non-participating employee stock options (1)	1,200	2,298	3,134
Diluted weighted average common shares outstanding	47,777	54,089	66,554
Basic earnings per share	\$ 2.91	\$ 2.59	\$ 1.33
Diluted earnings per share	\$ 2.83	\$ 2.48	\$ 1.27

(1) Stock options to purchase approximately 0.4 million, 0.3 million, and 0.2 million shares of common stock were outstanding during the years ended September 30, 2019, September 30, 2018, and September 30, 2017, respectively, but were not included in the calculation of diluted earnings per share as the impact of these would have been anti-dilutive.

11. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table presents the changes in accumulated other comprehensive loss by component, net of tax:

(in thousands)	Defined benefit pension items	Currency translation adjustments	Total
Balance as of September 30, 2017	\$ (10,445)	\$ (7,537)	\$ (17,982)
Other comprehensive income (loss) before reclassifications	4,068	(2,853)	1,215
Amounts reclassified from accumulated other comprehensive loss	329	—	329
Net current period other comprehensive income (loss)	4,397	(2,853)	1,544
Balance as of September 30, 2018	\$ (6,048)	\$ (10,390)	\$ (16,438)
Other comprehensive loss before reclassifications	(15,513)	(7,490)	(23,003)
Amounts reclassified from accumulated other comprehensive loss	76	—	76
Net current period other comprehensive loss	(15,437)	(7,490)	(22,927)
Reclassification of stranded tax benefits ⁽¹⁾	(2,333)	—	(2,333)
Balance as of September 30, 2019	\$ (23,818)	\$ (17,880)	\$ (41,698)

(1) Due to the adoption of ASU 2018-02.

The following is a summary of the amounts reclassified from accumulated other comprehensive loss to net income:

(in thousands)	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Amortization of defined benefit pension items:			
Amortization of net loss (included within other income, net)	\$ 101	\$ 343	\$ 1,303
Tax expense	(25)	(14)	(497)
Net reclassifications for the period	\$ 76	\$ 329	\$ 806

The estimated net actuarial loss for pension benefit plans that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year is expected to be approximately \$888.

12. INVENTORIES, NET

A majority of the Company records inventory at the lower of cost or market (primarily last in, first out, or "LIFO"). Approximately 72% and 80% of the Company's inventories are valued at the lower of LIFO cost or market at September 30, 2019 and September 30, 2018, respectively.

(in thousands)	September 30, 2019	September 30, 2018
Purchased materials and manufactured parts, net	\$ 52,742	\$ 58,572
Work in process, net	21,424	21,769
Finished goods, net	151,924	141,412
Inventories, net	\$ 226,090	\$ 221,753

Total inventories would be \$3,138 and \$26,340 higher than reported as of September 30, 2019 and September 30, 2018, respectively, if the first-in, first-out method was used for all inventories. As of September 30, 2019 and September 30, 2018, the excess and obsolete inventory reserve was \$14,295 and \$12,909, respectively.

13. PROPERTY, PLANT AND EQUIPMENT

As of September 30, 2019 and September 30, 2018, property, plant and equipment at cost and accumulated depreciation were as follows:

(in thousands)	September 30, 2019	September 30, 2018
Land	\$ 19,897	\$ 13,295
Buildings and related improvements	127,061	108,758
Machinery and equipment	318,421	262,078
Leasehold improvements	9,055	7,382
Software	24,835	30,502
Construction in progress	21,264	16,777
Property, plant and equipment	520,533	438,792
Accumulated depreciation	(259,830)	(225,684)
Property, plant and equipment, net	\$ 260,703	\$ 213,108

Depreciation expense for fiscal years ended September 30, 2019, September 30, 2018 and September 30, 2017 totaled \$39,471, \$34,786 and \$32,320, respectively.

14. GOODWILL AND INTANGIBLE ASSETS

Goodwill — Changes in the carrying amount of goodwill are as follows:

(in thousands)	Segment		Total
	Electrical Raceway	Mechanical Products & Solutions	
Balance as of September 30, 2017	\$ 108,527	\$ 39,189	\$ 147,716
Goodwill divested during year	—	(2,626)	(2,626)
Goodwill acquired during year	813	—	813
Purchase price adjustments	24,527	—	24,527
Exchange rate effects	\$ (301)	\$ —	\$ (301)
Balance as of September 30, 2018	\$ 133,566	\$ 36,563	\$ 170,129
Goodwill acquired during year	18,124	—	18,124
Exchange rate effects	(2,022)	—	(2,022)
Balance as of September 30, 2019	\$ 149,668	\$ 36,563	\$ 186,231

Goodwill balances include \$3,924 and \$43,000 of accumulated impairment losses within the Electrical Raceway and MP&S segments, respectively, as of September 30, 2019 and September 30, 2018.

Intangible Assets — The following table provides the gross carrying value, accumulated amortization, and net carrying value for each major class of intangible assets:

(in thousands)	Weighted Average Useful Life (Years)	September 30, 2019			September 30, 2018		
		Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Amortizable Intangible Assets:							
Customer relationships	11	\$ 353,256	\$ (171,777)	\$ 181,479	\$ 330,295	\$ (141,401)	\$ 188,894
Other	7	19,086	(7,761)	11,325	16,003	(5,861)	10,142
Total		372,342	(179,538)	192,804	346,298	(147,262)	199,036
Indefinite-lived Intangible Assets:							
Trade names		92,880	—	92,880	92,880	—	92,880
Total		\$ 465,222	\$ (179,538)	\$ 285,684	\$ 439,178	\$ (147,262)	\$ 291,916

Amortization expense for the fiscal years ended September 30, 2019, September 30, 2018 and September 30, 2017 was \$32,876, \$32,104 and \$22,407, respectively. Expected amortization expense for intangible assets over the next five years and thereafter is as follows (in thousands):

2020	\$	32,400
2021		32,320
2022		30,893
2023		30,575
2024		26,101
2025 and thereafter		40,515

Actual amounts of amortization may differ from estimated amounts due to additional intangible asset acquisitions, changes in estimated useful lives, impairment of intangible assets, and other events.

15. DEBT

Debt as of September 30, 2019 and September 30, 2018 was as follows:

(in thousands)	September 30, 2019	September 30, 2018
First Lien Term Loan Facility due December 22, 2023	\$ 851,361	\$ 912,162
Deferred financing costs	(6,569)	(8,194)
Other	525	279
Total debt	\$ 845,317	\$ 904,247
Less: Current portion	—	26,561
Long-term debt	\$ 845,317	\$ 877,686

During the three months ended March 29, 2019, the Company made an accelerated repayment of \$18,680 of principal on the First Lien Loan, which was calculated by a formula based on 2018 excess cash flows and a leverage ratio as defined within the Term Loan Agreement. During the three months ended September 30, 2019, the Company made a voluntary prepayment of \$40,000 of principal on the First Lien Loan. This voluntary prepayment resulted in the removal of all principal payment requirements until the contractual maturity of the debt in fiscal 2024.

As of September 30, 2019, future contractual maturities of long-term debt are as follows (in thousands):

2020	\$	—
2021		—
2022		—
2023		—
2024		852,120
2025 and thereafter	\$	—

Term Loan Facilities — On April 9, 2014, AII entered into a credit agreement (the "Initial Credit Agreement") for a \$420,000 First Lien Term Loan Facility (the "Initial First Lien Term Loan Facility") and a credit agreement for a \$250,000 Second Lien Term Loan Facility (the "Second Lien Term Loan Facility." The Initial First Lien Term Loan Facility was priced at 99.50% and carried an interest rate of LIBOR plus 3.50% with a LIBOR floor of 1.00%. The Second Lien Term Loan Facility was priced at 99.00% and carried an interest rate of LIBOR plus 6.75% with a LIBOR floor of 1.00%.

On December 22, 2016, AII entered into an amendment to the Initial Credit Agreement, which amended and restated the Initial Credit Agreement and provided for a new \$500,000 first lien term loan facility and extended the maturity of the initial Credit Agreement to December 22, 2023 (the "First Lien Term Loan Facility"). Loans under the First Lien Term Loan Facility bear interest at either LIBOR plus an applicable margin equal to 3.00% or an alternate base rate plus an applicable margin equal to 2.00% and are guaranteed by AIH and the United States operating companies owned by AII. The First Lien Term Loan Facility amortizes at a rate of 1.00% per annum and was priced at 99.75%. AII used proceeds from the First Lien Term Loan Facility and approximately \$155 million of available cash to (i) repay all outstanding loans under the Initial First Lien Term Loan Facility and the Second Lien Term Loan Facility and (ii) pay related fees and expenses, including accrued interest. For the fiscal year ended September 30, 2017, the Company recorded a \$9,805 loss on the extinguishment of the Initial First Lien Term Loan Facility and the Second Lien Term Loan Facility.

On February 2, 2018, AII entered into the (i) First Amendment to the Amended and Restated First Lien Credit Agreement, by and among AII, Deutsche Bank AG New York Branch, as administrative agent and collateral agent, and the other financial institutions party thereto to, among other things, decrease the interest margins applicable to the ABR Loans to 1.75% and Eurodollar Loans to 2.75%, and (ii) Increase Supplement (the "Increase Supplement") to, among other things, incur incremental first lien secured term loans in aggregate principal amount of \$425.0 million. The Company used the proceeds from the Increase Supplement to 1) repurchase approximately 17.2 million shares of common stock from the CD&R Investor for a total purchase price of approximately \$375.0 million, 2) repay \$42.0 million of outstanding loans under the ABL Credit Facility (as defined below) and 3) pay \$5.8 million in related fees and expenses. The revisions to the First Lien Term Loan were accounted for as a debt modification, resulting in immediate expensing of related financing costs of \$892 within other income, net on the consolidated statements of operations for the year ended September 30, 2018.

The First Lien Term Loan Facility contains customary covenants typical for this type of financing, including limitations on indebtedness, restricted payments including dividends, liens, restrictions on distributions from restricted subsidiaries, sales of assets, affiliate transactions, mergers and consolidations. The First Lien Term Loan Facility also contains customary events of default typical for this type of financing, including, without limitation, failure to pay principal and/or interest when due, failure to observe covenants, certain events of bankruptcy, the rendering of certain judgments, or the loss of any guarantee.

ABL Credit Facility — On December 22, 2016, AII entered into the Fifth Amendment to Credit Agreement and Third Amendment to and Reaffirmation of Guarantee and Collateral Agreement to amend its asset based credit facility (the "ABL Credit Facility"). The amendment, among other things, extended the maturity of the facility to December 22, 2021, decreased the interest rate margins applicable to loans under the facility to (i) in the case of United States dollar-denominated loans, either (x) LIBOR plus an applicable margin ranging from 1.25% to 1.75%, or (y) an alternate base rate plus an applicable margin ranging from 0.25% to 0.75% or (ii) in the case of Canadian dollar-denominated loans, either (x) the BA rate plus an applicable margin ranging from 1.25% to 1.75% or (y) a Canadian prime rate plus an applicable margin ranging from 0.25% to 0.75% and decreased the fee payable with respect to unutilized availability under the facility from 0.25% to 0.375% depending on the remaining availability under the facility.

The ABL Credit Facility has aggregate commitments of \$325,000 and is guaranteed by AIH and the United States subsidiaries owned directly or indirectly by AII. AII's availability under the ABL Credit Facility was \$301,882 and \$315,119 as of September 30, 2019 and September 30, 2018, respectively. Availability under the ABL Credit Facility is subject to a borrowing base equal to the sum of 85% of eligible accounts receivable plus the lesser of (i) 80% of eligible inventory of each borrower and guarantor and (ii) 85% of the net orderly liquidation value of eligible inventory, subject to certain limitations. There were no borrowings outstanding under the ABL Credit Facility as of September 30, 2019 and September 30, 2018, respectively. The company paid a fee of 0.50% on unutilized availability in fiscal 2016 and until December 22, 2016, and a fee of 0.375% for the period from December 22, 2016 through September 30, 2019.

The ABL Credit Facility contains customary representations and warranties and customary affirmative and negative covenants. Affirmative covenants include, without limitation, the timely delivery of quarterly and annual financial statements, certifications to be made by AIH, AII and each of its restricted subsidiaries, payment of obligations, maintenance of corporate existence and insurance, notices, compliance with environmental laws, and the grant of liens. The negative covenants include, without limitation: limitations on indebtedness, dividends and distributions, investments, prepayments or redemptions of subordinated indebtedness, amendments of subordinated indebtedness, transactions with affiliates, asset sales, mergers, consolidations and sales of all or substantially all assets, liens, negative pledge clauses, changes in fiscal periods, changes in line of business and changes in charter documents. Additionally, if the availability under the ABL Credit Facility falls below certain levels, AII would subsequently be required to maintain a minimum fixed charge coverage ratio. AII has not been subject to the minimum fixed charge coverage ratio during any period subsequent to the establishment of the ABL Credit Facility.

The First Lien Term Loan Facility and the ABL Credit Facility are secured by all of the assets of the U.S. subsidiaries of the Company. The First Lien Term Loan Facility has priority over all real property, plant and equipment, intellectual property and capital stock of any US subsidiary and any documents or instruments evidencing the foregoing assets. The ABL Credit Facility has first priority over cash and cash equivalents, accounts receivable, inventory and other documents and instruments evidencing the foregoing assets.

16. FAIR VALUE MEASUREMENTS

Certain assets and liabilities are required to be recorded at fair value on a recurring basis.

The Company uses forward currency contracts to hedge the effects of foreign exchange relating to certain of the Company's intercompany receivables denominated in a foreign currency. These derivative instruments are not formally designated as hedges by the Company and the terms of these instruments range from six months to five years. Short-term forward currency contracts are recorded in prepaid expenses and other current assets or other current liabilities and long-term forward currency contracts are recorded in non-trade receivables or other long-term liabilities in the consolidated balance sheets. The fair value gains and losses are included in other income, net within the consolidated statements of operations. See Note 8, "Other Income, net" for further detail.

The total notional amounts of undesignated forward currency contracts were £45.0 million and £49.1 million as of September 30, 2019 and September 30, 2018, respectively. There were no undesignated forward currency contracts as of September 30, 2017. Cash flows associated with derivative financial instruments are recognized in the operating section of the consolidated statements of cash flows. The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

The following table presents the recurring assets and liabilities measured at fair value as of September 30, 2019 and September 30, 2018 in accordance with the fair value hierarchy:

(in thousands)	September 30, 2019			September 30, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets						
Cash equivalents	\$ 72,132	\$ —	\$ —	\$ 28,175	\$ —	\$ —
Forward currency contracts	—	3,420	—	—	—	—
Liabilities						
Forward currency contracts	—	\$ —	—	—	\$ 1,857	—

In addition to the recurring assets and liabilities measured at fair value, the Company had a contingent consideration liability of \$650 as of September 30, 2018 measured at fair value related to the Cii acquisition. This was settled in the second

quarter of fiscal 2019. The liability was valued using significant unobservable inputs (Level 3) based on the probability of achievement of first year earnings post acquisition. See Note 3, "Acquisitions" for further detail.

The Company's remaining financial instruments consist primarily of cash, accounts receivable and accounts payable whose carrying value approximate their fair value due to their short-term nature.

The estimated fair value of financial instruments not carried at fair value in the consolidated balance sheets were as follows:

<u>(in thousands)</u>	<u>September 30, 2019</u>		<u>September 30, 2018</u>	
	<u>Carrying Value</u>	<u>Fair Value</u>	<u>Carrying Value</u>	<u>Fair Value</u>
First Lien Term Loan Facility due December 22, 2023	\$ 852,120	\$ 853,543	\$ 913,100	\$ 916,113
Total debt	<u>\$ 852,120</u>	<u>\$ 853,543</u>	<u>\$ 913,100</u>	<u>\$ 916,113</u>

In determining the approximate fair value of its long-term debt, the Company used the trading value among financial institutions, which were classified within Level 2 of the fair value hierarchy. The carrying value of the ABL Credit Facility approximates fair value due to it being market-linked variable rate debt.

17. COMMITMENTS AND CONTINGENCIES

The Company has obligations related to commitments to purchase certain goods. As of September 30, 2019, such obligations were \$97,011 for fiscal 2020, \$1,826 for fiscal 2021 and \$411 thereafter. These amounts represent open purchase orders for materials used in production.

The Company leases certain facilities and equipment under operating leases. Total rental expense on all operating leases was \$17,077, \$17,403 and \$12,941 in fiscal 2019, 2018, and 2017, respectively. At September 30, 2019, minimum future operating lease payments for leases with terms in excess of one year are presented in the table below as follows (in thousands):

2020	\$ 13,526
2021	11,592
2022	8,666
2023	6,362
2024	5,097
2025 and thereafter	6,938
Total	<u>\$ 52,181</u>

Insurable Liabilities — The Company maintains policies with various insurance companies for its workers' compensation, product, property, general, auto, and executive liability risks. The insurance policies that the Company maintains have various retention levels and excess coverage limits. The establishment and update of liabilities for unpaid claims, including claims incurred but not reported, is based on management's estimate as a result of the assessment by the Company's claim administrator of each claim and an independent actuarial valuation of the nature and severity of total claims. The Company utilizes a third-party claims administrator to pay claims, track and evaluate actual claims experience, and ensure consistency in the data used in the actuarial valuation.

Legal Contingencies — The Company is a defendant in a number of pending legal proceedings, some of which were inherited from its former parent, Tyco International Ltd. ("Tyco"), including certain product liability claims. Several lawsuits have been filed against the Company and the Company has also received other claim demand letters alleging that the Company's anti-microbial coated steel sprinkler pipe, which the Company has not manufactured or sold for several years, is incompatible with chlorinated polyvinyl chloride and caused stress cracking in such pipe manufactured by third parties when installed together in the same sprinkler system, which the Company refers to collectively as the "Special Products Claims." After an analysis of claims experience, the Company reserved its best estimate of the probable and reasonably estimable losses related to these matters. The Company's total product liability reserves for Special Products Claims and other product liability matters were \$2,424 and \$6,755 as of September 30, 2019 and September 30, 2018, respectively. As of September 30, 2019, the Company believes that the range of reasonably possible losses for Special Products Claims and other product liabilities is between \$1,000 and \$8,000.

During fiscal 2019, Tyco and the Company agreed with a plaintiff to settle one Special Products claim that was to go to trial. The Company agreed to fund the total settlement in exchange for Tyco's agreement to cap the Company's Special Products Claim deductible at \$12,000, as opposed to the \$13,000 cap negotiated within the original indemnity agreement. In conjunction with the payment of that settlement, Tyco and the Company examined the Company's total Special Products Claim payments and agreed that with that settlement payment and payment of a few other legal fee invoices, all of which have now been paid, the Company had met its \$12,000 deductible obligation related to these Special Products Claims. Tyco, now Johnson Controls, Inc. ("JCI"), has a contractual obligation to indemnify the Company in respect of all remaining and future claims of incompatibility between the Company's antimicrobial coated steel sprinkler pipe and CPVC pipe used in the same sprinkler system. Tyco has defended and indemnified the Company on Special Products Claims as required.

At this time, the Company does not expect the outcome of the Special Products Claims proceedings, either individually or in the aggregate, to have a material adverse effect on its business, financial condition, results of operations or cash flows, and the Company believes that its reserves are adequate for all remaining contingencies for Special Products Claims.

During fiscal 2017, the U.S. Department of Commerce ruled on a scope request in relation to an Antidumping Duty Order for Malleable Iron Pipe Fittings from China. The ruling subjected certain of the Company's imports of conduit fittings within the Atkore Steel Components Inc. ("ASCI") business (acquired in November 2014) to antidumping duties, which are incremental to the duties previously paid upon importation. The Company appealed the scope decision and established an accrual of \$7,501 during the second quarter of fiscal 2017 for the related contingent liability with the related expense recorded in selling, general and administrative expenses in the Company's consolidated statements of operations which covers the post-acquisition period through the date of the scope ruling. On appeal, the Court of International Trade ordered the U.S. Department of Commerce to re-examine certain aspects of its prior scope ruling, and after doing so, the Department filed an amended scope ruling for the Court of International Trade's consideration. The amended scope ruling finds the ASCI products at issue in the matter to be outside the scope of the aforesaid Antidumping Duty Order. On August 3, 2018, the Court of International Trade sustained the U.S. Department of Commerce's new scope determination and entered judgment thereupon. The U.S. Department of Commerce did not appeal the ruling by the Court of International Trade by the October 2, 2018 deadline and in fiscal 2018, the Company reversed \$7,171 of the related accrual established during the second quarter of fiscal 2017.

In addition to the matters discussed above, from time to time, the Company is subject to a number of disputes, administrative proceedings and other claims arising out of the ordinary conduct of the Company's business. These matters generally relate to disputes arising out of the use or installation of the Company's products, product liability litigation, contract disputes, patent infringement accusations, employment matters, personal injury claims and similar matters. On the basis of information currently available to the Company, it does not believe that existing proceedings and claims will have a material adverse effect on its business, financial condition, results of operations or cash flows. However, litigation is unpredictable, and the Company could incur judgments or enter into settlements for current or future claims that could adversely affect its business, financial condition, results of operations or cash flows.

18. GUARANTEES

The Company has outstanding letters of credit totaling \$10,501 supporting workers' compensation and general liability insurance policies and surety bonds primarily related to performance guarantees on supply agreements and construction contracts, and payment of duties and taxes totaling \$18,200 as of September 30, 2019.

In disposing of assets or businesses, the Company often provides representations, warranties and indemnities to cover various risks including unknown damage to the assets, environmental risks involved in the sale of real estate, liability to investigate and remediate environmental contamination at waste disposal sites and manufacturing facilities, and unidentified tax liabilities and legal fees related to periods prior to disposition. The Company does not have the ability to estimate the potential liability from such indemnities because they relate to unknown conditions. However, the Company has no reason to believe that these uncertainties would have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

In the normal course of business, the Company is liable for product performance and contract completion. In the opinion of management, such obligations will not have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

19. RELATED PARTY TRANSACTIONS

In December 2010, the CD&R Investor acquired a majority stake in the Company (the "CD&R Acquisition"). In connection with the CD&R Acquisition, the Company, AIH and AII entered into a consulting agreement (the "Consulting Agreement") with CD&R. The fees related to the Consulting Agreement were paid quarterly, in advance and recorded as a component of selling, general and administrative expenses in the Company's consolidated statement of operations. In connection with the IPO on June 15, 2016, the Company entered into an agreement with CD&R to terminate the Consulting Agreement, including the ongoing consulting fees and paid CD&R a fee of \$12,800. The consulting and termination fees were \$15,425 for the fiscal year ended September 30, 2016.

On January 22, 2018, the Company announced a stock repurchase transaction whereby the Company agreed to repurchase from the CD&R Investor, a related party, approximately 17.2 million shares of the Company's common stock, par value \$0.01 per share, at a per share price equal to \$21.77, for a total purchase price of \$375,000, subject to the terms and conditions set forth in the stock purchase agreement. Following the stock repurchase transaction in January 2018 and secondary offerings of the Company's common stock in February 2018 and May 2018, the CD&R Investor did not own any of the Company's common stock on September 30, 2019.

Prior to the CD&R Investor selling all of its remaining shares of the Company in May 2018, transactions between the Company, CD&R and affiliates of CD&R were considered to be between related parties. In addition to the consulting fees referenced above, affiliates of CD&R own equity positions in one of the Company's customers. Net sales during fiscal 2018 and 2017 to this customer were \$6,000 and \$8,300, respectively.

20. SEGMENT INFORMATION

The Company has two operating segments, which are also its reportable segments. The Company's operating segments are organized based upon primary market channels and, in most instances, the end use of products.

Through its Electrical Raceway segment, the Company manufactures products that deploy, isolate and protect a structure's electrical circuitry from the original power source to the final outlet. These products, which include electrical conduit, armored cable, cable trays, mounting systems and fittings, are critical components of the electrical infrastructure for maintenance, repair and remodel markets. The vast majority of the Company's Electrical Raceway net sales are made to electrical distributors, who then serve electrical contractors and the Company considers both to be customers.

Through the MP&S segment, the Company provides products and services that frame, support and secure component parts in a broad range of structures, equipment and systems in electrical, industrial and construction applications. The Company's principal products in this segment are metal framing products and in-line galvanized mechanical tube. Through its metal framing business, the Company designs, manufactures and installs metal strut and fittings used to assemble mounting structures that support heavy equipment and electrical content in buildings and other structures.

Both segments use Adjusted EBITDA as the primary measure of profit and loss. Segment Adjusted EBITDA is the sum of income (loss) from operations before income taxes, adjusted to exclude unallocated expenses, depreciation and amortization, interest expense, net, gain (loss) on extinguishment of debt, restructuring and impairments, stock-based compensation, certain legal matters, consulting fees, transaction costs, gain on sale of joint venture and other items, such as inventory reserves and adjustments, release of indemnified uncertain tax positions, the impact of foreign exchange gains or losses and the impact from the Fence and Sprinkler exit.

Intersegment transactions primarily consist of product sales at designated transfer prices on an arm's-length basis. Gross profit earned and reported within the segment is eliminated in the Company's consolidated results. Certain manufacturing and distribution expenses are allocated between the segments on a pro rata basis due to the shared nature of activities. Recorded amounts represent a proportional amount of the quantity of product produced for each segment. Certain assets, such as machinery and equipment and facilities, are not allocated to each segment despite serving both segments. These shared assets are reported within the MP&S segment. We allocate certain corporate operating expenses that directly benefit our operating segments, such as insurance and information technology, on a basis that reasonably approximates an estimate of the use of these services.

(in thousands)	Fiscal year ended								
	September 30, 2019			September 30, 2018			September 30, 2017		
	External Net Sales	Inter-segment Sales	Adjusted EBITDA	External Net Sales	Inter-segment Sales	Adjusted EBITDA	External Net Sales	Inter-segment Sales	Adjusted EBITDA
Electrical Raceway	\$ 1,442,278	\$ 1,215	\$ 292,585	\$ 1,365,067	\$ 1,544	\$ 255,260	\$ 1,093,500	\$ 1,283	\$ 189,351
MP&S	474,260	—	\$ 70,040	470,072	81	\$ 51,339	410,434	98	\$ 63,687
Eliminations	—	(1,215)	—	—	(1,625)	—	—	(1,381)	—
Consolidated operations	<u>\$ 1,916,538</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,835,139</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,503,934</u>	<u>\$ —</u>	<u>\$ —</u>

(in thousands)	Capital Expenditures			Total Assets		
	September 30, 2019	September 30, 2018	September 30, 2017	September 30, 2019	September 30, 2018	September 30, 2017
	Electrical Raceway	\$ 19,856	\$ 16,389	\$ 13,037	\$ 871,771	\$ 751,024
MP&S	13,934	14,267	8,212	252,708	291,164	306,229
Unallocated	1,070	7,845	3,873	312,516	281,872	151,088
Consolidated operations	<u>\$ 34,860</u>	<u>\$ 38,501</u>	<u>\$ 25,122</u>	<u>\$ 1,436,995</u>	<u>\$ 1,324,060</u>	<u>\$ 1,215,092</u>

Presented below is a reconciliation of operating segment Adjusted EBITDA to Income before income taxes:

(in thousands)	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Operating segment Adjusted EBITDA			
Electrical Raceway	\$ 292,585	\$ 255,260	\$ 189,351
MP&S	70,040	51,339	63,687
Total	\$ 362,625	\$ 306,599	\$ 253,038
Unallocated expenses (a)	(38,217)	(35,050)	(25,430)
Depreciation and amortization	(72,347)	(66,890)	(54,727)
Interest expense, net	(50,473)	(40,694)	(26,598)
Gain (loss) on extinguishment of debt	—	—	(9,805)
Restructuring charges	(3,804)	(1,849)	(1,256)
Stock-based compensation	(11,798)	(14,664)	(12,788)
Certain legal matters	—	4,833	(7,551)
Transaction costs	(1,200)	(9,314)	(4,779)
Gain on purchase of business	7,384	—	—
Gain on sale of a business	—	27,575	—
Gain on sale of joint venture	—	—	5,774
Other (b)	(7,501)	(4,194)	10,247
Income before income taxes	\$ 184,669	\$ 166,352	\$ 126,125

(a) Represents unallocated selling, general and administrative activities and associated expenses including, in part, executive, legal, finance, human resources, information technology, business development and communications, as well as certain costs and earnings of employee-related benefits plans, such as stock-based compensation and a portion of self-insured medical costs.

(b) Represents other items, such as inventory reserves and adjustments, release of indemnified uncertain tax positions and the impact of foreign exchange gains or losses.

The Company's long-lived assets and net sales by geography were as follows:

(in thousands)	Long-lived assets			Net sales		
	September 30, 2019	September 30, 2018	September 30, 2017	September 30, 2019	September 30, 2018	September 30, 2017
United States	\$ 219,614	\$ 201,101	\$ 202,823	\$ 1,689,194	\$ 1,651,636	\$ 1,367,907
Other Americas	147	138	164	33,485	43,013	37,908
Europe	43,207	11,090	9,306	142,279	90,915	55,181
Asia-Pacific	1,998	2,386	3,378	51,580	49,575	42,938
Total	\$ 264,966	\$ 214,715	\$ 215,671	\$ 1,916,538	\$ 1,835,139	\$ 1,503,934

The table below shows the amount of net sales from external customers for each of the Company's product categories which accounted for 10% or more of consolidated net sales in any of the last three fiscal years:

(in thousands)	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Metal Electrical Conduit and Fittings	\$ 546,533	\$ 517,935	\$ 349,239
Armored Cable and Fittings	360,494	336,388	323,070
PVC Electrical Conduit & Fittings	292,243	311,811	265,389
Other raceway products	243,008	198,933	155,802
Electrical Raceway	1,442,278	1,365,067	1,093,500
Mechanical Pipe	259,613	253,381	211,245
Other MP&S products	214,647	216,691	199,189
MP&S	474,260	470,072	410,434
Net sales	\$ 1,916,538	\$ 1,835,139	\$ 1,503,934

Risks and Concentrations

Concentration of Credit Risk — The Company extends credit to various customers in the retail and construction industries. Collection of trade receivables may be affected by changes in economic or other industry conditions and may, accordingly, impact the Company's overall credit risk. Although the Company generally does not require collateral, the Company performs ongoing credit evaluations of customers and maintains reserves for potential credit losses. As of September 30, 2019, no single customer represented more than 10% of the Company's accounts receivable balance. As of September 30, 2018, one customer, Sonepar Management US, Inc., represented 11% of the Company's accounts receivable balance. As of November 28, 2018, all amounts outstanding as of September 30, 2018, that are due to be paid from Sonepar Management US, Inc., have been received. In fiscal 2017, no single customer accounted for more than 10% of sales or accounts receivable.

Concentration of Employees — As of September 30, 2019, approximately 27% of the Company's employees were represented by a union under a collective bargaining agreement. All unions are either located in the United States or Canada with no unions or Worker's Councils at any of the other locations abroad. Our Harvey, Illinois Special Metal Processing Facility agreement with the United Steelworkers Union, involving a bargaining unit of 15 employees, expired on November 11, 2018 and we successfully negotiated a new agreement which now expires in November 2022. Our Harvey, Illinois collective bargaining agreement with the United Steelworkers involves nearly 400 represented employees, is set expire in April 2020. The Company believes its relationship with its employees is good.

21. QUARTERLY OPERATING RESULTS (UNAUDITED)

The following table presents unaudited selected quarterly financial data for the years ended September 30, 2019 and September 30, 2018. The operating results for any quarter are not necessarily indicative of the results of any future period.

(in thousands, except per share data)	Three Months Ended							
	December 28, 2018	March 29, 2019	June 28, 2019	September 30, 2019 (4)	December 29, 2017 (1)	March 30, 2018 (2)	June 29, 2018	September 30, 2018 (3)
Net sales	\$ 452,028	\$ 469,309	\$ 493,491	\$ 501,710	\$ 414,558	\$ 445,000	\$ 498,014	\$ 477,567
Gross profit	110,256	117,088	126,134	143,722	96,867	109,157	120,329	111,731
Net income	26,949	29,555	36,550	45,997	27,189	42,558	34,199	32,699
Net income per share								
Basic (5)	\$ 0.56	\$ 0.62	\$ 0.77	\$ 0.96	\$ 0.43	\$ 0.83	\$ 0.73	\$ 0.69
Diluted (5)	0.54	0.61	0.75	0.94	0.41	0.79	0.70	0.66

(1) Includes a \$4,758 benefit due to the re-measurement of deferred tax liabilities as a result of the TCJA. See Note 9, "Income taxes" for additional information.

(2) Includes \$26,737 pre-tax gain on the sale of Flexhead. The Company recorded an additional working capital adjustment to the assets sold, which increased the gain by \$838, in the quarter ending June 29, 2018. See Note 4, "Divestitures" for additional information.

(3) Includes \$7,171 pre-tax reversal of expense related to the Antidumping Duty Order for Malleable Iron Pipe Fittings. See Note 17, "Commitments and contingencies" for additional information.

(4) Includes a \$7,384 gain on the acquisition of Cor-Tek. See Note 3, "Acquisitions" for additional information.

(5) The sum of the quarters may not equal the total of the respective year's earnings per share due to changes in the weighted average shares outstanding throughout the year.

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

Our President and CEO, William E. Waltz, and our Vice President and CFO, David P. Johnson, have evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report on Form 10-K as required by Rule 13a-15(b) and Rule 15d-15(b) under the Exchange Act. Messrs. Waltz and Johnson have concluded that both the design and operation of our disclosure controls and procedures were effective as of September 30, 2019.

Changes in Internal Control over Financial Reporting

No changes in the Company's internal control over financial reporting, as defined in Rule 13a-15(f) or Rule 15d-15(f) under the Exchange Act, occurred during the fourth quarter of fiscal 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management assessed, under the supervision and with the participation of our President and CEO, William E. Waltz, and our Vice President and CFO, David P. Johnson, the effectiveness of the Company's internal control over financial reporting as of September 30, 2019. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013). Based on this assessment, management concluded that, as of September 30, 2019, the Company's internal control over financial reporting is effective based on those criteria.

The Company's independent registered public accounting firm, Deloitte and Touche LLP, has issued an audit report on the Company's internal control over financial reporting for fiscal 2019.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Atkore International Group Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Atkore International Group Inc. and subsidiaries (the “Company”) as of September 30, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended September 30, 2019, of the Company and our report dated November 22, 2019, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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 are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed 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 its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Chicago, Illinois
November 22, 2019

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item for Atkore will be set forth in Atkore's Proxy Statement for the 2020 Annual Meeting of Stockholders, which information is hereby incorporated by reference. Atkore has omitted the information required by this Item pursuant to General Instruction I to the Form 10-K.

Item 11. Executive Compensation

The information required by this Item for Atkore will be set forth in Atkore's Proxy Statement for the 2020 Annual Meeting of Stockholders, which information is hereby incorporated by reference. Atkore has omitted the information required by this Item pursuant to General Instruction I to the Form 10-K.

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

The information required by this Item for Atkore will be set forth in Atkore's Proxy Statement for the 2020 Annual Meeting of Stockholders, which information is hereby incorporated by reference. Atkore has omitted the information required by this Item pursuant to General Instruction I to the Form 10-K.

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

The information required by this Item for Atkore will be set forth in Atkore's Proxy Statement for the 2020 Annual Meeting of Stockholders, which information is hereby incorporated by reference. Atkore has omitted the information required by this Item pursuant to General Instruction I to the Form 10-K.

Item 14. Principal Accounting Fees and Services

The information required by this Item for Atkore will be set forth in Atkore's Proxy Statement for the 2020 Annual Meeting of Stockholders, which information is hereby incorporated by reference. Atkore has omitted the information required by this Item pursuant to General Instruction I to the Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Financial Statements, Schedules and Exhibits.

1. *Financial Statements*

Report of Independent Registered Public Accounting Firm contained in Item 8 of this Annual Report on Form 10-K. [49](#)

Consolidated Statements Of Operations for the years ended September 30, 2019, September 30, 2018, and September 30, 2017 contained in Item 8 of this Annual Report on Form 10-K. [51](#)

Consolidated Statements of Comprehensive Income for the years ended September 30, 2019, September 30, 2018, and September 30, 2017 contained in Item 8 of this Annual Report on Form 10-K. [52](#)

Consolidated Balance Sheets for the years ended September 30, 2019, and September 30, 2018 contained in Item 8 of this Annual Report on Form 10-K. [53](#)

Consolidated Statements of Cash Flows for the years ended September 30, 2019, September 30, 2018, and September 30, 2017 contained in Item 8 of this Annual Report on Form 10-K. [54](#)

Consolidated Statements of Shareholders' Equity for the three year period ended September 30, 2019 contained in Item 8 of this Annual Report on Form 10-K. [56](#)

Notes to the Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K. [57](#)

2. *Financial Statements Schedules*

The following information is filed as part of this Annual Report on Form 10-K and should be read in conjunction with the financial statements contained in Item 8 of this Annual Report on Form 10-K:

Schedule I-Atkore International Group Inc. (Parent) Condensed Financial Information [103](#)

Schedule II-Valuation and Qualifying Accounts [107](#)

3. Exhibits [98](#)

The exhibits filed with this report are listed on the Exhibit Index. Entries marked by the symbol † next to the exhibit's number identify management compensatory plans, contracts or arrangements.

Item 16. Form 10-K Summary

None.

Exhibit Index

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	<u>Third Amended and Restated Certificate of Incorporation of Atkore International Group Inc., incorporated by reference to Exhibit 10.2 to Atkore International Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 29, 2019.</u>
3.2	<u>Third Amended and Restated By-Laws of Atkore International Group Inc., incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 29, 2019.</u>
4.1	<u>Form of Common Stock Certificate of Atkore International Group Inc., incorporated by reference to Exhibit 4.1 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on May 5, 2016.</u>
10.1	<u>Credit Agreement, dated as of December 22, 2010, among Atkore International, Inc., the subsidiary borrowers from time to time party thereto, the several banks and other financial institutions from time to time party thereto, UBS AG, Stamford Branch, as an issuing lender, as administrative agent for the lenders thereunder and as collateral agent for the Secured Parties and the Issuing Lenders, Deutsche Bank AG New York Branch, as co-collateral agent and UBS Loan Finance LLC, as swingline lender, incorporated by reference to Exhibit 10.6 to AIH's Registration Statement on Form S-4 filed on August 12, 2011.</u>
10.1.1	<u>First Amendment to Credit Agreement, dated as of February 3, 2011, among Atkore International, Inc., the subsidiary borrowers, the several banks and other financial institutions from time to time parties thereto, UBS AG, Stamford Branch, as an issuing lender, as administrative agent for the lenders and as collateral agent for the secured parties, DeutscheBank AG New York Branch, as co-collateral agent, and UBS Loan Finance LLC, as Swingline Lender, incorporated by reference to Exhibit 10.1.1 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on April 15, 2016.</u>
10.1.2	<u>Second Amendment to Credit Agreement and First Amendment to and Reaffirmation of Guarantee and Collateral Agreement, dated as of October 23, 2013, among Atkore International, Inc., the subsidiary borrowers, the several banks and other financial institutions from time to time parties thereto, UBS AG, Stamford Branch, as an issuing lender, as administrative agent for the Lenders and as collateral agent for the secured parties, DeutscheBank AG New York Branch, as co-collateral agent, and UBS Loan Finance LLC, as Swingline Lender, incorporated by reference to Exhibit 10.1.2 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on April 15, 2016.</u>
10.1.3	<u>Third Amendment to Credit Agreement, dated as of April 9, 2014, among Atkore International, Inc., the Persons party thereto and identified on the signature pages as a guarantor, the several banks and other financial institutions from time to time parties thereto, UBS AG, Stamford Branch, as an issuing lender, as administrative agent for the Lenders and as collateral agent for the secured parties, and Deutsche Bank AG New York Branch, as co-collateral agent, incorporated by reference to Exhibit 10.1.3 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on April 15, 2016.</u>
10.1.4	<u>Additional Lender Joinder Agreement, dated as of December 17, 2014, by and among PNC Bank, National Association, The Huntington National Bank, Citizens Bank, National Association and JPMorgan Chase Bank, N.A., Atkore International, Inc., the subsidiary borrowers from time to time party to the Credit Agreement and UBS AG, Stamford Branch, as administrative agent, incorporated by reference to Exhibit 10.1.4 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on April 15, 2016.</u>
10.1.5	<u>Fourth Amendment to Credit Agreement, dated as of November 12, 2015, among Atkore International, Inc., the several banks and other financial institutions from time to time parties thereto, UBS AG, Stamford Branch, as an issuing lender, as administrative agent for the lenders and as collateral agent for the secured parties, and Deutsche Bank AG New York Branch, as co-collateral agent, incorporated by reference to Exhibit 10.1.5 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on April 15, 2016.</u>
10.1.6	<u>Fifth Amendment to Credit Agreement and Third Amendment to and Reaffirmation of Guarantee and Collateral Agreement, dated as of December 22, 2016, among Atkore International, Inc., the several banks and other financial institutions from time to time parties thereto, UBS AG, Stamford Branch, as administrative agent for the lenders and as collateral agent for the secured parties, the other loan parties party thereto and the several banks and other financial institutions party thereto, incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Current Report on Form 8-K filed on December 22, 2016.</u>
10.2	<u>Amended and Restated First Lien Credit Agreement, dated as of December 22, 2016, among Atkore International, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other loan parties party thereto and the several banks and other financial institutions party thereto, incorporated by reference to Exhibit 10.2 to Atkore International Group Inc.'s Current Report on Form 8-K filed on December 22, 2016.</u>

- 10.2.1 [First Amendment to Amended and Restated First Lien Credit Agreement, dated as of February 2, 2018 among Atkore International, Inc., a Delaware corporation, Deutsche Bank AG New York Branch, as administrative agent and collateral agent, and the Lenders and other financial institutions party thereto, incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Current Report on Form 8-K filed on February 5, 2018.](#)
- 10.2.2 [Increase Supplement, dated as of February 2, 2018, to the Amended and Restated First Lien Credit Agreement, dated as of December 22, 2016 \(as amended by the First Amendment to Amended and Restated First Lien Credit Agreement, dated as of February 2, 2018, and as further amended, supplemented, waived or otherwise modified from time to time\), among Atkore International, Inc., a Delaware corporation, the several banks and other financial institutions from time to time parties thereto, and Deutsche Bank AG New York Branch, as administrative agent and collateral agent, incorporated by reference to Exhibit 10.2 to Atkore International Group Inc.'s Current Report on Form 8-K filed on February 5, 2018.](#)
- 10.3 [Guarantee and Collateral Agreement, dated as of December 22, 2010 made by Atkore International Holdings Inc., Atkore International, Inc. and certain subsidiary borrowers, in favor of UBS AG, Stamford Branch, as collateral agent and administrative agent for the banks and other financial institutions from time to time parties to the Credit Agreement, incorporated by reference to Exhibit 10.7 to AIH's Registration Statement on Form S-4 filed on August 12, 2011.](#)
- 10.4 [First Lien Guarantee and Collateral Agreement, dated as of April 9, 2014, made by Atkore International Holdings Inc., Atkore International, Inc., and certain subsidiaries of Atkore International, Inc. from time to time party thereto, in favor of Deutsche Bank AG New York Branch, as collateral agent and administrative agent for the banks and other financial institutions from time to time parties to the First Lien Credit Agreement, incorporated by reference to Exhibit 10.5 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on April 15, 2016.](#)
- 10.4.1 [Second Amendment to First Lien Credit Agreement and First Amendment to and Reaffirmation of Guarantee and Collateral Agreement, dated as of December 22, 2016, among Atkore International, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other loan parties party thereto and the several banks and other financial institutions party thereto, incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Current Report on Form 8-K filed on December 22, 2016.](#)
- 10.5 [Intercreditor Agreement, dated as of December 22, 2010, between UBS AG, Stamford Branch, in its capacity as collateral agent for the ABL Credit Agreement lenders and Wilmington Trust FSB, in its capacity as collateral agent for the Noteholder Secured Parties, incorporated by reference to Exhibit 10.9 to AIH's Registration Statement on Form S-4 filed on August 12, 2011.](#)
- 10.5.1 [First Amendment and Waiver, dated as of April 9, 2014, to the Intercreditor Agreement, dated as of December 22, 2010, among UBS AG, Stamford Branch, in its capacity as ABL Agent and Deutsche Bank AG New York Branch, in its capacity as Note Agent, incorporated by reference to Exhibit 10.7.1 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on April 15, 2016.](#)
- 10.06† [Severance Policy, dated May 9, 2012, incorporated by reference to Exhibit 10.21 to AIH's Annual Report on Form 10-K for the year ended September 23, 2012.](#)
- 10.07† [Atkore International Group Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.15 to AIH's Registration Statement on Form S-4 filed on June 3, 2011.](#)
- 10.08† [Form of Employee Stock Option Agreement, incorporated by reference to Exhibit 10.16 to AIH's Registration Statement on Form S-4 filed on June 3, 2011.](#)
- 10.09† [Form of Employee Stock Subscription Agreement \(Purchased Shares\), incorporated by reference to Exhibit 10.17 to AIH's Registration Statement on Form S-4 filed on June 3, 2011.](#)
- 10.10† [Form of Director Indemnification Agreement, incorporated by reference to Exhibit 10.25 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on May 5, 2016.](#)
- 10.10.1† [Schedule of Signatories to a Director Indemnification Agreement.](#)
- 10.11† [Atkore International Group Inc. Annual Incentive Plan, incorporated by reference to Exhibit 10.26 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on May 5, 2016.](#)
- 10.12† [Atkore International Group Inc. 2016 Omnibus Incentive Plan, incorporated by reference to Exhibit 10.27 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on May 31, 2016.](#)
- 10.12.1† [Form of Employee Stock Option Agreement under the 2016 Omnibus Incentive Plan, incorporated by reference to Exhibit 10.28.1 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on May 5, 2016.](#)

- 10.12.2† [Form of Employee Restricted Stock Agreement under the 2016 Omnibus Incentive Plan, incorporated by reference to Exhibit 10.28.2 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on May 5, 2016.](#)
- 10.13† [Atkore International Group Inc. Non-Employee Director Compensation Program, incorporated by reference to Exhibit 10.29 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on May 5, 2016.](#)
- 10.14† [Form of Director Restricted Stock Unit Agreement under the 2016 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.30 to Atkore International Group Inc.'s Registration Statement on Form S-1 filed on May 5, 2016.](#)
- 10.15† [Form of Employee Stock Option Agreement under the Omnibus Incentive Plan, incorporated by reference to Exhibit 10.3 to Atkore International Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 31, 2016, as amended.](#)
- 10.16† [Form of Employee Restricted Stock Agreement under the Omnibus Incentive Plan, incorporated by reference to Exhibit 10.4 to Atkore International Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 31, 2016, as amended.](#)
- 10.17† [Form of Employee Performance Share Agreement under the Omnibus Incentive Plan, incorporated by reference to Exhibit 10.5 to Atkore International Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 31, 2016, as amended.](#)
- 10.18† [Severance and Retention Policy for Senior Management, effective July 10, 2017, incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017.](#)
- 10.19 [Stock Purchase Agreement, dated January 19, 2018, by and among Atkore International Group Inc. and CD&R Allied Holdings, L.P., incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Current Report on Form 8-K filed on January 22, 2018.](#)
- 10.20 [Commitment Letter, dated January 19, 2018, by and among Atkore International Group Inc., Deutsche Bank AG New York Branch and Deutsche Bank Securities Inc. incorporated by reference to Exhibit 10.2 to Atkore International Group Inc.'s Current Report on Form 8-K filed on January 22, 2018.](#)
- 10.21 [Letter Agreement, dated as of January 24, 2018, by and among Atkore International, Inc., Deutsche Bank AG New York Branch, Deutsche Bank Securities, Inc., JPMorgan Chase Bank, N.A., UBS Securities LLC and UBS AG, Stamford Branch, incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Current Report on Form 8-K filed on January 24, 2018.](#)
- 10.22 [Letter Agreement, dated May 4, 2018, by and among William Waltz, Atkore International Inc. and Atkore International Group Inc., incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Quarterly Report on Form 10-Q filed on August 7, 2018.](#)
- 10.23 [Succession agreement dated June 7, 2019, incorporated by reference to Exhibit 10.1 to Atkore International Group Inc.'s Quarterly Report on Form 10-Q filed on August 7, 2019.](#)
- 21.1* [List of Subsidiaries of Atkore International Group Inc. as of September 30, 2019.](#)
- 23.1* [Consent of Deloitte & Touche LLP.](#)
- 31.1* [Certification of Chief Executive Officer of Atkore International Group Inc. pursuant to Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2* [Certification of Chief Financial Officer of Atkore International Group Inc. pursuant to Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1* [Certification of Chief Executive Officer of Atkore International Group Inc. pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2* [Certification of Chief Financial Officer of Atkore International Group Inc. pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101.INS* XBRL Instance Document (formatted as inline XBRL and contained in Exhibit 101)
- 101.SCH* XBRL Taxonomy Extension Schema (formatted as inline XBRL and contained in Exhibit 101)
- 101.CAL* [XBRL Taxonomy Extension Calculation Linkbase](#)

101.DEF* [XBRL Taxonomy Extension Definition Linkbase](#)

101.LAB* [XBRL Taxonomy Extension Label Linkbase](#)

101.PRE* [XBRL Extension Presentation Linkbase](#)

104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith.

† Identifies each management contract or compensatory plan or arrangement.

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.

ATKORE INTERNATIONAL GROUP INC.

(Registrant)

Date: November 22, 2019 By: /s/ David P. Johnson
Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

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

Date: November 22, 2019 By: /s/ Michael V. Schrock
Name: Michael V. Schrock
Title: Director and Chairman of the Board

Date: November 22, 2019 By: /s/ William E. Waltz
Name: William E. Waltz
Title: President and Chief Executive Officer, Director (Principal Executive Officer)

Date: November 22, 2019 By: /s/ David P. Johnson
Name: David P. Johnson
Title: Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

Date: November 22, 2019 By: /s/ Betty R. Johnson
Name: Betty R. Johnson
Title: Director

Date: November 22, 2019 By: /s/ Jeri L. Isbell
Name: Jeri L. Isbell
Title: Director

Date: November 22, 2019 By: /s/ Wilbert W. James Jr.
Name: Wilbert W. James Jr.
Title: Director

Date: November 22, 2019 By: /s/ Justin A. Kershaw
Name: Justin A. Kershaw
Title: Director

Date: November 22, 2019 By: /s/ Scott H. Muse
Name: Scott H. Muse
Title: Director

Date: November 22, 2019 By: /s/ William VanArsdale
Name: William VanArsdale
Title: Director

Date: November 22, 2019 By: /s/ A. Mark Zeffiro
Name: A. Mark Zeffiro
Title: Director

SCHEDULE I
ATKORE INTERNATIONAL GROUP INC. (PARENT)
CONDENSED FINANCIAL INFORMATION
CONDENSED BALANCE SHEETS

(in thousands, except share and per share data)	September 30, 2019	September 30, 2018
Assets		
Investment in subsidiary	\$ 232,936	\$ 122,059
Total Assets	232,936	122,059
Liabilities and Equity		
Total Liabilities	\$ —	\$ —
Equity:		
Common stock, \$0.01 par value, 1,000,000,000 shares authorized, 46,955,163 and 47,079,645 shares issued and outstanding, respectively	\$ 471	\$ 472
Treasury stock, held at cost, 260,900 and 260,900 shares, respectively	(2,580)	(2,580)
Additional paid-in capital	477,139	457,978
Accumulated deficit	(200,396)	(317,373)
Accumulated other comprehensive loss	(41,698)	(16,438)
Total Equity	232,936	122,059
Total Liabilities and Equity	\$ 232,936	\$ 122,059

See Notes to Condensed Financial Information

SCHEDULE I
ATKORE INTERNATIONAL GROUP INC. (PARENT)
CONDENSED FINANCIAL INFORMATION
CONDENSED STATEMENTS OF OPERATIONS

<u>(in thousands)</u>	Fiscal Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Equity in net income of subsidiary	\$ 139,051	\$ 136,645	\$ 84,639
Net income	139,051	136,645	84,639
Other comprehensive (loss) income of subsidiary, net of tax	(22,927)	1,544	7,968
Comprehensive income	\$ 116,124	\$ 138,189	\$ 92,607

See Notes to Condensed Financial Information

SCHEDULE I
ATKORE INTERNATIONAL GROUP INC. (PARENT)
CONDENSED FINANCIAL INFORMATION
CONDENSED STATEMENTS OF CASH FLOWS

(in thousands)	For the Year Ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Cash Flows from Operating Activities:			
Net cash provided by operating activities	\$ —	\$ —	\$ —
Cash Flows from Investing Activities:			
Distribution received from subsidiary	24,419	411,775	13,938
Distribution paid to subsidiary	(7,374)	(20,110)	(12,168)
Net cash provided by investing activities	17,045	391,665	1,770
Cash Flows from Financing Activities:			
Issuance of common shares	7,374	20,110	12,168
Repurchase of common shares	(24,419)	(411,775)	(13,938)
Net cash used in financing activities	(17,045)	(391,665)	(1,770)
Net change in cash and cash equivalents	—	—	—
Cash and cash equivalents:			
Beginning	—	—	—
Ending	\$ —	\$ —	\$ —

See Notes to Condensed Financial Information

SCHEDULE I
ATKORE INTERNATIONAL GROUP INC. (PARENT)
CONDENSED FINANCIAL INFORMATION
NOTES TO CONDENSED FINANCIAL INFORMATION
(dollars in thousands)

1. Description of Atkore International Group Inc.

Atkore International Group Inc. (the "Company," "Parent" or "Atkore") was incorporated in the State of Delaware on November 4, 2010. The Company is the stockholder of Atkore International Holdings Inc. ("AIH"), which is the sole stockholder of Atkore International, Inc. ("AII"). Prior to the transactions described below, all of the capital stock of AII was owned by Tyco International Ltd. ("Tyco"). The business of AII was operated as the Tyco Electrical and Metal Products ("TEMP") business of Tyco. Atkore was initially formed by Tyco as a holding company to hold ownership of TEMP.

On November 9, 2010, Tyco announced that it had entered into an agreement to sell a majority interest in TEMP to CD&R Allied Holdings, L.P. (the "CD&R Investor"), an affiliate of the private equity firm Clayton Dubilier & Rice, LLC ("CD&R"). On December 22, 2010, the transaction was completed and CD&R acquired shares of a newly created class of cumulative convertible preferred stock (the "Preferred Stock") of the Company. The Preferred Stock initially represented 51% of the Company's outstanding capital stock (on an as-converted basis). On December 22, 2010, the Company also issued common stock (the "Common Stock") to Tyco's wholly owned subsidiary, Tyco International Holding S.à.r.l. ("Tyco Seller"), that initially represented the remaining 49% of the Company's outstanding capital stock. Subsequent to December 22, 2010, the Company has operated as an independent, stand-alone entity.

On March 6, 2014, the Company entered into a non-binding letter of intent (the "Letter of Intent") with Tyco for the acquisition (the "Acquisition") of 40.3 million shares of Common Stock held by Tyco Seller. On April 9, 2014, the Company paid \$250,000 to Tyco Seller to redeem the shares, which were subsequently retired. The Company paid \$2,000 of expenses related to the share redemption.

In a separate transaction on the same date, the CD&R Investor converted its Preferred Stock and accumulated Preferred Dividends into Common Stock. As a result, Common Stock is the Company's sole issued and outstanding class of securities.

The Parent has no significant operations or assets other than its indirect ownership of the equity of AII. Accordingly, the Parent is dependent upon distributions from AII to fund its obligations. However, under the terms of the agreements governing AII's borrowings, AII's ability to pay dividends or lend to Atkore Holding or the Parent, is restricted. While certain exceptions to the paying dividends or lending funds restrictions exist, these restrictions have resulted in the restricted net assets (as defined in Rule 4-08(e)(3) of Regulation S-X) of the Company's subsidiaries exceeding 25% of the consolidated net assets of the Company and its subsidiaries. Atkore Holding has no obligations to pay dividends to the Parent except to pay specified amounts to Parent in order to fund the payment of the Parent's tax obligations.

2. Basis of Presentation

The accompanying condensed Parent only financial statements are required in accordance with Rule 4-08(e)(3) of Regulation S-X. The financial statements include the amounts of the Parent and its investment in its subsidiaries under the equity method and does not present the financial statements of the Parent and its subsidiaries on a consolidated basis. Under the equity method, investment in its subsidiaries is stated at cost plus contributions and equity in undistributed income (loss) of subsidiary less distributions received since the date of acquisition. These condensed Parent only financial statements should be read in conjunction with the Atkore International Group Inc. consolidated financial statements and their accompanying notes.

3. Dividends and Distributions from Subsidiaries

The Company received distributions of \$24,419, \$411,775, and \$13,938 from its subsidiaries for the years ended September 30, 2019, September 30, 2018 and September 30, 2017, respectively. The distributions received in fiscal 2019, 2018 and 2017 were used to repurchase shares of the Company's common stock. These dividends were permissible under an exception to the net asset restrictions of the agreements governing AII's borrowings, which allow for dividend payments from AII to AIH or the Parent for the purpose of repurchasing shares of Parent's common stock.

SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS

(in thousands)	Balance at Beginning of Year	Additional (Charges)/Benefit to Income	Write offs and Other	Balance at End of Year
Accounts Receivable Allowance for Doubtful Accounts:				
For the fiscal year ended:				
2019	\$ (1,762)	(970)	124	\$ (2,608)
2018	\$ (1,239)	(389)	(134)	\$ (1,762)
2017	\$ (1,006)	(243)	10	\$ (1,239)
Deferred Tax Valuation Allowance:				
For the fiscal year ended:				
2019	\$ (7,427)	(346)	9	\$ (7,764)
2018	\$ (9,512)	428	1,657	\$ (7,427)
2017	\$ (8,658)	(1,164)	310	\$ (9,512)

ATKORE INTERNATIONAL GROUP INC.
Significant Subsidiaries
As of September 30, 2019

Entity Name	Jurisdiction of Incorporation
Acroba S.A.S.	France
AFC Cable Systems, Inc.	Delaware
Allied Luxembourg S.a.r.l.	Luxembourg
Allied Metal Products (Changshu) Co., Ltd.	China
Allied Products UK Limited	United Kingdom
Allied Switzerland GmbH	Switzerland
Allied Tube & Conduit Corporation	Delaware
American Pipe & Plastics Holdings Group, Inc.	Delaware
American Pipe & Plastics, Inc.	New York
Atkore Construction Technologies NZ Limited	New Zealand
Atkore Foreign Holdings Inc.	Delaware
Atkore Holding IX (Denmark) Aps	Denmark
Atkore International Holdings Inc.	Delaware
Atkore International, Inc.	Delaware
Atkore Metal Products Pte Ltd.	Singapore
Atkore Plastic Pipe Corporation	Delaware
Atkore RMCP, Inc.	Delaware
Atkore Steel Components, Inc.	Delaware
Calpipe Industries, LLC	California
Columbia-MBF Inc.	Canada
FlexHead Industries, Inc.	Massachusetts
Flexicon Australia PTY Limited	Australia
Flexicon Limited	United Kingdom
Flytec Systems Limited	United Kingdom
Georgia Pipe Company	Georgia
Kalanda Enterprises Pty Limited	Australia
Marco Cable Management Limited	United Kingdom
Marco Gearing Limited	United Kingdom
Modern Associates Limited	United Kingdom
SprinkFLEX, LLC	Massachusetts
Standard Industries Co., Limited	Hong Kong
Swan Metal Skirtings Pty Limited	Australia
Tekflex Limited	United Kingdom
TKN, Inc.	Rhode Island
Unistrut (New Zealand) Holdings Pty Limited	Australia
Unistrut Australia Pty Limited	Australia
Unistrut Canada Limited	Ontario
Unistrut International Corporation	Nevada
Unistrut Limited	United Kingdom
US Tray, Inc.	Delaware
Vergo Coating BVBA	Belgium
Vergo Galva NV	Belgium
Vergokan International NV	Belgium
Vergokan NV	Belgium
Vergokan OOO	Russia
Vergokan SAS	France
WPFY, Inc.	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-212045 on Form S-8 of our reports dated November 22, 2019, relating to the consolidated financial statements and financial statement schedules of Atkore International Group Inc. and subsidiaries, and the effectiveness of Atkore International Group Inc. and subsidiaries' internal control over financial reporting, appearing in this Annual Report on Form 10-K of Atkore International Group Inc. for the year ended September 30, 2019.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois
November 22, 2019

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) OF THE EXCHANGE ACT, AS AMENDED,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William E. Waltz , certify that:

1. I have reviewed this Annual Report on Form 10-K of Atkore International Group 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 the registrant's board of directors (or persons performing the equivalent functions):
 - (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.

Dated: November 22, 2019

/s/ William E. Waltz

William E. Waltz

President and Chief Executive Officer, Director (Principal Executive Officer)

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) OF THE EXCHANGE ACT, AS AMENDED,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David P. Johnson, certify that:

1. I have reviewed this Annual Report on Form 10-K of Atkore International Group 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 the registrant's board of directors (or persons performing the equivalent functions):
 - (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.

Dated: November 22, 2019

/s/ David P. Johnson

David P. Johnson

Vice President and Chief Financial Officer (Principal Financial Officer)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, William E. Waltz, the Chief Executive Officer of Atkore International Group Inc., certify that (i) the Annual Report on Form 10-K for the fiscal year ended September 30, 2019, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Atkore International Group Inc.

Dated: November 22, 2019 /s/ William E. Waltz

William E. Waltz
President and Chief Executive Officer, Director (Principal Executive Officer)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, David P. Johnson, the Chief Financial Officer of Atkore International Group Inc., certify that (i) the Annual Report on Form 10-K for the fiscal year ended September 30, 2019, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Atkore International Group Inc.

Dated: November 22, 2019 /s/ David P. Johnson

David P. Johnson
Vice President and Chief Financial Officer (Principal Financial Officer)